



**CARACARA SILVER INC.
NOTICE OF CHANGE OF AUDITOR**

TO: Smythe LLP
McGovern Hurley LLP
Alberta Securities Commission
British Columbia Securities Commission

Caracara Silver Inc. (the "**Company**") hereby provides notice that Smythe LLP, have, at the request of the Company, resigned as the Company's auditor effective October 15, 2019. (the "**Resignation**"). Management of the Company will fill the vacancy by appointing McGovern Hurley LLP, as the Company's auditor in the place and stead of Smythe LLP until the close of the next annual general meeting of shareholders of the Company.

In accordance with National Instrument 51-102 - *Continuous Disclosure Obligations* ("**NI 51-102**") we confirm that:

1. Smythe LLP, was asked to resign as auditor of the Company to facilitate the appointment of McGovern Hurley LLP.
2. Smythe LLP, has not expressed any reservation in its reports for the two most recently completed fiscal years of the Company, nor for the period from the most recently completed period for which Smythe LLP, issued an audit report in respect of the Company and the date of this Notice.
3. The Resignation of Smythe LLP, and appointment of McGovern Hurley LLP, as auditor of the Company were considered and approved by the Audit Committee of the Board of Directors of the Company and the Board of Directors of the Company.
4. In the opinion of the Board of Directors of the Company, no "reportable event" as defined in NI 51-102 has occurred in connection with the audits of the two most recently completed fiscal years of the Company, nor any period from the most recently completed period for which Smythe LLP, issued an audit report in respect of the Company and the date of this Notice.

Dated: October 15, 2019



Caracara Silver Inc.

Per: 

Nick Tintor
Chief Executive Officer