

**ALERIO GOLD CORP.**

**NOTICE OF CHANGE OF AUDITOR**  
**National Instrument 51 102**

TO: Alberta Securities Commission                      British Columbia Securities Commission  
600, 250 5th Street SW                      701 West Georgia Street  
Calgary, Alberta T2P 0R4                      Vancouver, British Columbia V7Y 1L2

Ontario Securities Commission                      The Canadian Securities Exchange  
22nd Floor, 20 Queen Street West                      220 Bay Street, 9th Floor  
Toronto, Ontario M5H 3S8                      Toronto, Ontario, M5J 2W4

Smythe LLP                      Saturna Group Chartered Professional Accountants LLP  
Suite 1700, 475 Howe Street                      Suite 1605, 1166 Alberni Street  
Vancouver, BC V6C 2B3                      Vancouver, BC, V6E 3Z3

**Notice of Change of Auditor pursuant to Section 4.11 of National Instrument 51-102, *Continuous Disclosure Obligations* ("NI 51-102").**

NOTICE IS HEREBY GIVEN pursuant to Section 4.11 of NI 51-102, of a change of auditor of the Company as follows:

1. The resignation of Smythe LLP ("**Smythe**") as auditors of the Company effective January 31, 2024, be accepted; and
2. The appointment of Saturna Group Chartered Professional Accountants LLP ("**Saturna**"), as auditors of the Company effective February 7, 2024, until the next annual meeting of the Company, be approved.


In accordance with National Instrument 51-102 *Continuous Disclosure Obligations* ("**NI 51-102**"), the Company confirmed that:

1. Smythe resigned as auditor at the request of the Company, effective January 31, 2024, to facilitate the appointment of Saturna.
2. 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 most recently completed fiscal years of the Company nor any period for the most recently completed for which Smythe issued an audit report in respect of the Company and the date of this Notice;
3. The Notice and Auditor's letters have been reviewed by the Company's Audit Committee and the Board of Directors.

DATED at Vancouver, BC as of this 7<sup>th</sup> day of February, 2024.

**Alerio Gold Corp.**

**Per:**

  
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Geoff Balderson  
Director and CFO