

**NOTICE OF CHANGE OF
AUDITOR
(the “Notice”)**

**Canagold Resources Ltd.
(the “Company”)**

1250-625 Howe Street
Vancouver, B.C. V6C 2T6,
Canada
Telephone: 604-685-9700

TO: Smythe LLP
475 Howe St #1700,
Vancouver, B.C. V6C 2B3

AND TO: Davidson & Company LLP
609 Granville Street #1200,
Vancouver, B.C. V7Y 1H4

AND TO: British Columbia Securities Commission
Nova Scotia Securities Commission
Alberta Securities Commission
Saskatchewan Securities Commission
Ontario Securities Commission

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.

1. The resignation of Smythe LLP (“**Smythe**”) as auditors of the Company effective October 5, 2023 be accepted; and
2. The appointment of Davidson & Company LLP (“**Davidson**”) as auditors of the Company, effective November 10, 2023, until the next annual meeting of the Company, be approved.

In accordance with NI 51-102, the Company confirms that:

1. Smythe resigned on their own initiative, effective October 5, 2023.
2. Smythe did not express any reservation or modified opinion in its report for the fiscal year ended December 31, 2022, and for the period from the most recently completed period for which Smythe issued an audit report in respect of the Company and the date of this Notice.
3. In the opinion of the Board of Directors of the Company (the “**Board**”), no “reportable event” as defined in NI 51-102 has occurred in connection with the auditors of the two most recently completed fiscal years of the Company nor any period from the most recently completed for which Smythe issued an audit report in respect of the Company and the date of this Notice
4. The Notice have been reviewed and approved by the Board and the Audit Committee.

[Signature Page Follows]

DATED as of this 10th day of November, 2023

"Mihai Draguleasa"

**Mihai Draguleasa,
Chief Financial Officer**