



Rye Patch
GOLD CORP.

NOTICE OF CHANGE OF AUDITOR

(National Instrument 51-102)

Rye Patch Gold Corp. (the “**Company**”) gives the following notice (the “**Notice**”) in accordance with Section 4.11 of National Instrument 51-102 *Continuous Disclosure Obligations* (“**NI 51-102**”) that;

- a) at the request of the Company, Hay & Watson, Chartered Professional Accountants (“**H&W**”), of 900 – 1450 Creekside Drive, Vancouver, BC V6J 5B3, the predecessor auditor, tendered its resignation effective September 9, 2016;
- b) the Company appointed PricewaterhouseCoopers LLP, Chartered Professional Accountants (“**PWC**”), of 700 – 250 Howe Street, Vancouver, BC V6C 3S7, as the successor auditor of the Company effective September 9, 2016;
- c) H&W has not expressed any reservation or modified opinions 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 H&W issued an audit report in respect of the Company and the date of this Notice;
- d) the resignation of H&W and the appointment of PWC as auditor of the Company were considered and approved by the Audit Committee and the board of directors of the Company;
- e) there was no “reportable event” (as defined in section 4.11(1) of NI 51-102) cited by H&W in connection with the audits of the two most recently completed fiscal years of the Company, nor for the period from the most recently completed period for which H&W issued an audit report in respect of the Company and the date of this Notice; and
- f) the content of this Notice has been reviewed by the Audit Committee and the board of directors of the Company.

Dated: September 9, 2016

Signed “Tony Wood”

Tony Wood, CFO
Rye Patch Gold Corp.