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April 20, 2017

OTC Markets Group Inc.
304 Hudson Street
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New York, NY 10013

Letter of Introduction for Vangold Resources Ltd.

Gentlemen:

This letter may be relied upon only by OTC Markets Group for the purpose of the initial listing of Vangold Resources Ltd's ("Vangold") securities on the OTCQB, and may not be relied upon by any other person or for any other reason.

Attorney Sponsor Qualifications: I, James Berns, have been appointed to serve as Attorney Sponsor for Vangold in connection with the submission to OTC Markets Group of our Letter of Introduction regarding Vangold's application to have its securities traded on the OTCQB. I certify that I am a United States attorney, licensed to practice in the State of New York. I certify that I am an attorney in good standing, and have not been subject to any disciplinary actions in any jurisdiction. I certify that I am not currently subject to any sanctions resulting from any disciplinary actions from any federal or state securities regulator, or from any self-regulatory organization that would prohibit or restrict my ability to prepare this Letter of Introduction.

I certify that I have sufficient experience to be able to determine whether Vangold satisfies the criteria for securities traded on the OTCQB. I received my J.D. from the Hofstra University School of Law, an M.B.A. from Columbia University, and a B.S. in Economics from the Wharton School at the University of Pennsylvania. I was admitted to the New York State Bar in 1979 and have over thirty years of experience in securities law.

I am a partner in the law firm of Berns & Berns, a New York City law firm concentrating on corporate and securities law. Founded in 1980, the firm has represented public and private, foreign and domestic corporations in many business sectors, including natural resources,

telecommunications, biotech, environmental remediation, healthcare, and other industries.

The Firm's practice is concentrated on negotiating financing arrangements with financial institutions and others, structuring public and private debt and equity offerings (including Regulation S and cross-border financings), preparing registration statements under the Securities Act of 1933 and Securities Exchange Act of 1934, NASDAQ and stock exchange listings, due diligence investigations, mergers and acquisitions, amalgamations, joint ventures, reorganizations, regulatory issues, SEC and state securities law compliance, SEC disclosure document preparation, SEC investigations, broker-dealer establishment, and general corporate matters.

The Firm has an extensive network, built up over 35 years, comprised of merchant banks, investment banks, entrepreneurs, top-tier law firms, investor relations firms, other professional advisors, former senior stock exchange officials, and former senior SEC and Canadian provincial regulators. We also represented the Vancouver Stock Exchange in the 1980s in matters with U.S. regulators.

The Firm has represented numerous companies in preparing and filing with the SEC their initial registration statement registering the company's securities under Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as well as their subsequent annual reports and interim filings.

In addition, we have represented numerous United States, Canadian and European companies engaged in private placements of their securities. We would ensure that the offerings were exempt from registration under the Securities Act of 1933, as amended (the "Securities Act"), as well as complete all necessary steps for compliance with state "blue sky" laws. In connection with these services we often provide an opinion letter regarding the offering's compliance with applicable federal and state securities laws.

We have also advised numerous Canadian companies on amalgamations involving exchange offers of their securities. We structure the transactions to comply with the applicable exemption requirements under the Securities Act, generally, section 3(a)(10), as well as ensure compliance with the state blue sky requirements.

We have also represented numerous companies regarding the secondary trading of their shares in the U.S. This involved arranging a description of the company in a securities manual such as or Standard & Poors or Mergent. In addition, we review the requirements of the states that do not recognize the manual exemption to determine the most efficient way of complying with the state's laws to permit secondary trading of a company's shares, and then take the appropriate steps to enable secondary trading of the company's shares.

In fulfilling my duties as an Attorney Sponsor for Vangold, I will collaborate with Michael Berns, a partner in Berns & Berns. Michael Berns received a J.D. from the Hofstra

University School of Law, attended the Columbia University Graduate School of Business, and obtained a B.S. in Economics from the Wharton School at the University of Pennsylvania. He was admitted to the New York State Bar in 1976 and has over thirty years of securities law experience in the areas of Berns & Berns's practice described above.

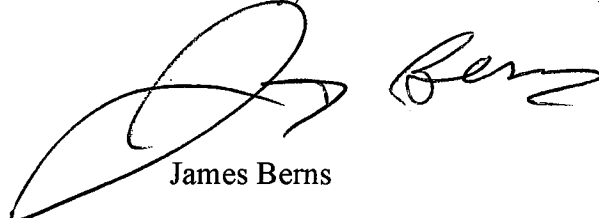
Appointment as Attorney Sponsor: I have been appointed by Vangold to provide advice with respect to its eligibility to meet the requirements of the OTCQB International and to educate and advise Vangold on its responsibilities for complying with Exchange Act Rule 12g3-2(b).

Vangold's Formal Compliance: Based upon (i) available public information and (ii) information I received from Vangold, I have a reasonable basis to believe that Vangold is in compliance with Exchange Act Rule 12g3-2(b).

Listed on Qualified Foreign Stock Exchange/No Disqualifying Events: I certify that I have made specific inquiry and determined that (i) the securities of Vangold are currently listed on the TSX Venture Exchange, a Qualifying Foreign Stock Exchange, as defined under applicable OTC Markets Group rules, and (ii) the securities of Vangold have not been delisted, removed or suspended from such exchange.

If you need additional information, please do not hesitate to contact me.

Sincerely,

A handwritten signature in black ink, appearing to read "Berns", is written over the printed name "James Berns". The signature is stylized and cursive.

James Berns