

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

MONGOLIA GROWTH GROUP LTD.

(the “Company”)

Effective June 9, 2016 PricewaterhouseCoopers LLP (the “**Former Auditor**”) resigned as auditors of the Company at the request of the Company. Davidson & Company LLP, Chartered Professional Accountants (the “**Successor Auditor**”) has been appointed as the Company’s successor auditors. The proposal to change auditors has been considered and approved by the Audit Committee of the Company’s Board of Directors and by the Company’s Board of Directors.

There have been no reservations contained in any auditor’s reports on the Company’s annual financial statements for the preceding two fiscal years, and there have been no reportable events, being “disagreements”, “consultations” or “unresolved issues” as defined in NI 51-102, between the Company and its Former Auditors.

DATED at Vancouver, British Columbia, this 9th day of June, 2016.

**MONGOLIA GROWTH GROUP LTD.
BY ORDER OF THE BOARD**

“Harris Kupperman”
Harris Kupperman
Chief Executive Officer and Director