



MINDORO
RESOURCES LTD

June 21, 2011

ASX Limited

Dear Sir / Madam,

Change of Auditor Notices

Attached are documents filed today on SEDAR in Canada in connection with the appointment of PricewaterhouseCoopers as auditors

Yours faithfully,

Rob King
Company Secretary

MINDORO RESOURCES LTD.

Head Office: Suite 104, 17707-105 Ave., Edmonton, AB Canada T5S 1T1 Phone: (1-780) 413-8187 Fax: (1-780) 426-2716
Australian Office: Level 2, 10 - 16 Queen Street, Melbourne, Victoria 3000 Phone: +61 3 9614 5055 ARBN: 143 485 698
Email: mindoro@mindoro.com Website: <http://www.mindoro.com>

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MINDORO
RESOURCES LTD

NOTICE OF CHANGE OF AUDITOR

To: D&H Group LLP, Chartered Accountants (“D&H Group”) and PricewaterhouseCoopers (“PwC”)

At the request of Mindoro Resources Ltd. (the “Company”), D&H Group resigned as the Company’s auditor effective May 25, 2011. Pursuant to Section 166(1) of the Business Corporations Act (Alberta), the Board of Directors of the Company is entitled to fill any casual vacancy in the office of the auditor and has appointed PwC as the Company’s auditor in the place and stead of D&H Group until the close of the next annual general meeting of the Company.

In accordance with National Instrument 51-102 (“NI 51-102”) we confirm that:

- (a) D&H Group was asked to resign as auditor of the Company to facilitate the appointment of PwC, of Freshwater Place, 2 Southbank Boulevard, VIC 3006 Australia;
- (b) D&H Group has not expressed any reservation 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 D&H Group issued an audit report in respect of the Company until the date of this Notice;
- (c) This Notice, the resignation of D&H Group and the appointment of PwC have been reviewed by the Audit Committee and the Board of Directors;
- (d) 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 performed by D&H Group of the two most recently completed fiscal years of the Company, nor for the period from the most recently completed period for which D&H Group issued an audit report in respect of the Company until the date of this Notice; and
- (e) The resignation of D&H Group and the appointment of PwC as auditor of the Company were approved by the Company’s Audit Committee and the Company’s Board of Directors.

Dated this 25th day of May, 2011

MINDORO RESOURCES LTD.

Rob King
Chief Financial Officer

MINDORO RESOURCES LTD.

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May 31, 2011

British Columbia Securities Commission
710 West Georgia Street
Vancouver, BC
V7Y 1L2

Alberta Securities Commission
Suite 600, 250 – 5th Street SW
Calgary, AB
T2P 0R4

Saskatchewan Financial Services Commission
Suite 601, 1919 Saskatchewan Drive
Regina, SK
S4P 4H2

Newfoundland Securities Commission
P.O. Box 8700
2nd Floor, West Block
Confederation Building
St. John's, NL
A1B 4J6

TSX Venture Exchange
650 West Georgia Street, 27th Floor
Vancouver, BC
V6B 4N9

Dear Sirs:

**Re: Mindoro Resources Ltd. (the "Company")
Notice Pursuant to National Instrument 51-102
Change of Auditors ("Notice")**

As required by National Instrument 51-102, we have read the information contained in the Notice dated May 25, 2010.

Based on our knowledge of such information at this date, we agree with the statements set out in the Notice.

Yours truly,

D&H GROUP LLP

D&H Group LLP

Per: T.C. Hamer Ltd.

TCH/aro
BAMIN20110502

D+H Group LLP Chartered Accountants

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Canada V6H 4C1

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British Columbia Securities Commission
710 West Georgia Street
Vancouver, BC
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Saskatchewan Financial Services Commission
Suite 601, 1919 Saskatchewan Drive
Regina, SK
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Alberta Securities Commission
Suite 600, 250 – 5th Avenue S.W.
Calgary, AB
T2P 0R4

Newfoundland Securities Commission
P.O. Box 8700
2nd Floor, West Block
Confederation Building
St. Johns, NL
A1B 4J6

TSX Venture Exchange
650 West Georgia Street, 27th Floor
Vancouver, BC
V6B 4N9

Dear Sirs:

**Change of Auditors of Mindoro Resources Ltd.
Notice Pursuant to National Instrument 51 - 102**

We have read the statements made by Mindoro Resources Ltd in the attached copy of Change of Auditor Notice dated 25 May 2011, which we understand will be filed pursuant to Section 4.11 of the National Instrument 51-102.

We agree with the statements in the Change of Auditor Notice dated 25 May 2011 except that we have no basis to agree or disagree with the Company's statement that the resignation and the recommendation to appoint the Successor Auditor were reviewed and approved by the Audit Committee and Board of Directors of the Company.

Yours sincerely,

PricewaterhouseCoopers
Melbourne, 15 June 2011

PricewaterhouseCoopers, ABN 52 780 433 757

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