

SCHEDULE "D"

Form of Letter to be Delivered by U.S. Purchaser upon Exercise of Warrants

Loncor Gold Inc.
4120 Yonge Street, Suite 304
Toronto, Ontario, M2P 2B8
Canada

Dear Sirs:

We are delivering this letter in connection with the purchase of common shares (the "**Shares**") of Loncor Gold Inc., a corporation existing under the laws of the province of Ontario (the "**Corporation**"), upon the exercise of warrants of the Corporation ("**Warrants**") purchased from the Corporation by the undersigned.

We hereby confirm that:

- (a) we are an "accredited investor" within the meaning of Rule 501 (a) of Regulation D under the United States Securities Act of 1933 (the "**U.S. Securities Act**");
- (b) we are purchasing the Shares for our own account;
- (c) we have such knowledge and experience in financial and business matters that we are capable of evaluating the merits and risks of purchasing the Shares;
- (d) we are not acquiring the Shares with a view to distribution thereof or with any present intention of offering or selling any of the Shares, except (A) to the Corporation, (B) outside the United States in accordance with Rule 904 under the U.S. Securities Act or (C) inside the United States in accordance with Rule 144A under the U.S. Securities Act, if available, (D) inside the United States, pursuant to the exemption from registration under the U.S. Securities Act provided by rule 144 thereunder, if available, or (E) inside the United States, pursuant to another exemption from registration after, in the case of clause (D) or (E), providing a legal opinion satisfactory to Loncor Gold Inc., and in compliance with applicable state securities laws;
- (e) we acknowledge that we have had access to such financial and other information as we deem necessary in connection with our decision to purchase the Shares; and
- (f) we acknowledge that we are not purchasing the Shares as a result of any general solicitation or general advertising, including advertisements, articles, notices or other communications published in any newspaper, magazine or similar media or broadcast over radio, television, or any seminar or meeting whose attendees have been invited by general solicitation or general advertising.

We understand that the Shares are being offered in a transaction not involving any public offering within the United States within the meaning of U.S. Securities Act and that the Shares have not been and will not be registered under the U.S. Securities Act. We further understand that any Shares acquired by us will be in the form of definitive physical certificates and that such certificates will bear a legend reflecting the substance of paragraph (d) above.

We acknowledge that you will rely upon our confirmations, acknowledgements and agreements set forth herein, and we agree to notify you promptly in writing if any of our representations or warranties herein ceases to be accurate or complete.

Dated: _____

Name of Purchaser

By: _____
Name:
Title: