

February 8, 2017

To: British Columbia Securities Commission
Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
The Manitoba Securities Commission
Ontario Securities Commission
Financial and Consumer Services Commission (New Brunswick)
Nova Scotia Securities Commission
Office of the Superintendent of Securities, Service Newfoundland & Labrador
Office of the Superintendent of Securities, Prince Edward Island

Dear Sirs / Mesdames:

Re: CannaRoyalty Corp.

We refer to the prospectus, of CannaRoyalty Corp. (the "Company") dated February 8, 2017 relating to the sale and issue of 5,000,000 units of the Company ("Units") at a price of \$3.00 per Unit for the total gross proceeds of \$15,000,000.

We consent to being named and to the use, in the above-mentioned prospectus, of our reports dated October 25, 2016 and November 23, 2016 to the shareholders of the Company on the following financial statements:

Consolidated interim statements of financial position as at September 30, 2016;

Consolidated interim statements of comprehensive loss, changes in shareholders' equity and cash flows for the period ended September 30, 2016, and the related notes which comprise a summary of significant accounting policies and other explanatory information,

Consolidated statement of financial position as at March 31, 2016 and March 31, 2015;
and

Consolidated statements of comprehensive loss, changes in shareholders' equity and cash flows for the year ended March 31, 2016 and for the period from October 3, 2014 (date of incorporation) to March 31, 2015, and the related notes which comprise a summary of significant accounting policies and other explanatory information.

We report that we have read the prospectus, and all information specifically incorporated by reference therein and have no reason to believe that there are any misrepresentations in the information contained therein that are derived from the consolidated financial statements upon which we have reported or that are within our knowledge as a result of our audit of such consolidated financial statements. We have complied with Canadian generally accepted standards for an auditor's consent to the use of a report of the auditor included in an offering document, which does not constitute an audit or review of the prospectus, as these terms are described in the CPA Canada Handbook – Assurance.



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Yours very truly,

Jackson & Company

Jackson & Company
Chartered Professional Accountants