



February 8, 2017

FILED BY SEDAR

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

Dear Sirs/Mesdames:

**RE: CannaRoyalty Corp. (the "Corporation")
Final Short Form Prospectus dated February 8, 2017
(the "Prospectus")**

We refer to the Prospectus of the Corporation relating to an offering of units.

We, as counsel to the Corporation, hereby consent to the use of and reference to our firm opinion under the headings "Eligibility for Investment" and "Certain Canadian Federal Income Tax Considerations" and to the reference to our firm name on page iii of the Prospectus and under the headings "Enforcement of Judgments Against Foreign Persons or Companies", "Legal Matters" and "Interests of Experts".

We confirm that we have read the Prospectus and that we have no reason to believe that there are any misrepresentations in the information contained therein that is derived from our opinion referred to above or that is within our knowledge as a result of the services we performed in connection with such opinion.

Yours truly,

"Cassels Brock & Blackwell LLP"