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February 7, 2017

**VIA SEDAR**

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

Dear Sirs/Mesdames:

**Re: CannaRoyalty Corp. - Final Short Form Prospectus dated February 8, 2017**

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We refer to the final short form prospectus (the "**Prospectus**") of CannaRoyalty Corp. (the "**Company**") dated February 8, 2017 relating to an offering of units of the Corporation.

We hereby consent to the reference to our name on page "iii" and under the heading "Interest of Experts" of the Prospectus and to the use of our opinion under the headings "Eligibility for Investment", "Certain Canadian Federal Income Tax Considerations" and "Legal Matters" which opinion is provided as of the date of the Prospectus.

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 in the Prospectus that are derived from our opinion referred to under the headings "Eligibility for Investment", "Certain Canadian Federal Income Tax Considerations" and "Legal Matters", or that are within our knowledge as a result of the services we performed in connection with such opinion.

Sincerely,

**DLA Piper (Canada) LLP**

Per:

A handwritten signature in black ink that reads 'DLA Piper (Canada) LLP'.

DLA Piper (Canada) LLP