

April 6, 2018

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

Dear Sir/Mesdames:

**Re: CannaRoyalty Corp.**

We refer to the short form prospectus of CannaRoyalty Corp. (the “Company”) dated April 6, 2018 relating to the distribution of 3,750,000 units (the “Units”) of the Company at a price of \$4.00 per Unit (the “Offering Price”) for total gross proceeds of \$15,000,000.

We consent to being named and to the use by reference in the above-mentioned short form prospectus, of our report dated April 3, 2018, to the Shareholders of the Company on the following financial statements:

- a. Consolidated statement of financial position as at December 31, 2017;
- b. Consolidated statement of loss and comprehensive loss, changes in shareholders’ equity, and cash flow and the notes to the financial statements for the year ended December 31, 2017.

We report that we have read the prospectus and all information therein and have no reason to believe that there are any misrepresentations in the information contained therein that are derived from the financial statements upon which we have reported or that are within our knowledge as a result of our audit of such 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.

Yours truly,



**MNP LLP**