

# VICENTE SEDERBERG

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April 6, 2018

## 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 April 6, 2018  
(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 heading “Regulatory Overview” and to the reference to our firm name on pages iii and iv of the Prospectus and under the headings “Regulatory Overview”, “Enforcement of Judgments Against Foreign Persons”, “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,

Christian Sederberg  
*Vicente Sederberg LLC*