



DALE MATHESON CARR-HILTON LABONTE LLP  
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February 21, 2018

British Columbia Securities Commission  
701 West Georgia Street  
P.O. Box 10142, Pacific Centre  
Vancouver, BC V7Y 1L2

Dear Sirs/Mesdames:

Re: Trenchant Capital Corp.

We refer to the prospectus of Trenchant Capital Corp. (the "Company") dated February 21, 2018 relating to the issue and sale of secured convertible debentures of the Company in the aggregate principal amount of a minimum of \$5 million and a maximum of \$20 million.

We consent to being named and to the use in the above-mentioned prospectus, of our report dated July 29, 2017 to the shareholders of the Company on the following financial statements:

- Consolidated Statements of financial position as at March 31, 2017 and March 31, 2016;
- Consolidated Statements of comprehensive loss, changes in shareholders' equity and cash flows for the years ended March 31, 2017 and March 31, 2016, and a summary of significant accounting policies and other explanatory information.

We also consent to the use of our firm name under the heading "Experts" and to the use of our firm name and reference to our opinions under the heading "Eligibility for Investment" and "Certain Canadian Federal Income Tax Considerations" in the Prospectus.

We report that we have read the prospectus 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 very truly,

A handwritten signature in dark ink, appearing to read 'Dale Matheson'.

**DALE MATHESON CARR-HILTON LABONTE LLP**  
CHARTERED PROFESSIONAL ACCOUNTANTS

**PARTNERSHIP OF:**

**VANCOUVER** Robert J. Burkart, Inc. Kenneth P. Chong Inc. Alvin F. Dale Ltd. Donald L. Furney, Ltd. David J. Goertz, Inc. Matthew G. Gosden, Inc. Barry S. Hartley, Inc. Reginald J. LaBonte Ltd. Robert J. Matheson, Inc. Rakesh I. Patel Inc. Lorraine W. Rinfret, Inc. Brad A. Robin Inc.  
**WHITE ROCK** Michael K. Braun Inc. Peter J. Donaldson, Inc. Harjit S. Sandhu, Inc. **TRI-CITIES** Fraser G. Ross, Ltd. Brian A. Shaw Inc.