

March 27, 2014

To:

British Columbia Securities Commission  
Alberta Securities Commission  
Ontario Securities Commission  
TSX Venture Exchange

Dear Sirs / Mesdames:

**Re: Zuri Capital Corp.**

We refer to the filing statement (the “**Filing Statement**”) of Zuri Capital Corp. (the “**Company**”) dated March 21, 2014 relating to the three-cornered amalgamation involving the Company, 0982887 B.C. Ltd and Phoenix Gold Resources Ltd.

We consent to be named and to the use in the above-mentioned Filing Statement of:

1. our audit report dated December 10, 2012 to the shareholders of the Company on the following financial statements:
  - Statements of financial position as at October 31, 2012 and October 31, 2011; and
  - Statements of comprehensive loss, cash flows and changes in shareholders’ equity for the year ended October 31, 2012 and for the period from incorporation on May 2, 2011 to October 31, 2011, and a summary of significant accounting policies and other explanatory information; and
2. our report dated February 20, 2014 to the shareholders of the Company on the following financial statements:
  - Statements of financial position as at October 31, 2013 and October 31, 2012;
  - Statements of comprehensive loss, cash flows and changes in shareholders’ equity for the years ended October 31, 2013 and October 31, 2012, and a summary of significant accounting policies and other explanatory information.

We report that we have read the Filing Statement 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 above 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 Filing Statement as these terms are described in the CICA Handbook – Assurance.

Yours truly,

DE VISSER GRAY LLP

*De Visser Gray LLP*

Chartered Accountants

Vancouver, Canada

March 27, 2014