

VIA SEDAR

July 19, 2019

British Columbia Securities Commission
Alberta Securities Commission
Saskatchewan Financial Services Commission
The Manitoba Securities Commission
Ontario Securities Commission
Financial and Consumer Services Commission (New Brunswick)
Nova Scotia Securities Commission

Dear Sirs/Mesdames:

Re: The Yield Growth Corp. (the "Issuer")

We refer you to the final short form base shelf prospectus (the "**Prospectus**") of the Issuer dated July 18, 2019 relating to the issuance of common shares, debt securities, warrants, units or any combination thereof, up to an aggregate offering price of \$10,000,000.

We consent to being named in the Prospectus in the introductory section of the Prospectus and under the heading "**Legal Matters**".

We confirm that we have read the Prospectus and have no reason to believe that there are any misrepresentations (as defined in Canadian securities legislation) in the information contained in the Prospectus that are: (i) derived from our legal advice provided in the Prospectus or (ii) within our knowledge as a result of the services we performed in connection with such opinion.

This letter is provided pursuant to the requirements of applicable securities legislation.

Yours truly,

(Signed) "Stikeman Elliott LLP"