



Crowe MacKay LLP
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April 3, 2018

British Columbia Securities Commission
Alberta Securities Commission
Ontario Securities Commission

Dear Sirs/Mesdames:

Re: Ironwood Capital Corp.

We refer to the prospectus of Ironwood Capital Corp. (the "Company") dated April 3, 2018 (the "Prospectus") relating to the distribution of 1,012,000 common shares of the Company for aggregate gross proceeds of \$202,400.

We consent to being named and to the use, through inclusion in the above-mentioned Prospectus, of our report dated April 3, 2018, to the shareholders of the Company on the following financial statements:

statements of financial position as at October 31, 2017;

statements of loss and comprehensive loss, changes in equity and cash flows for the period ended October 31, 2017, and a summary of significant accounting policies and explanatory information.

We report that we have read the Prospectus and all information specifically included 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.

"Crowe MacKay LLP"

Chartered Professional Accountants
Vancouver, British Columbia