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October 23, 2020

TSX Venture Exchange Inc.

Dear Sirs/Mesdames:

Re: Ironwood Capital Corp.

We refer to the filing statement of Ironwood Capital Corp. (the "Company") dated October 23, 2020 (the "Filing Statement") relating to the qualify transaction pursuant to Policy 2.4 of the TSX Venture Exchange.

We consent to being named and to the use, through inclusion in the above-mentioned Filing Statement, of our report dated February 25, 2020 to the shareholders of the Company on the following consolidated financial statements:

consolidated statements of financial position as at October 31, 2019 and October 31, 2018;

consolidated statements of loss and comprehensive loss, changes in equity and cash flows for the years ended October 31, 2019 and October 31, 2018, and a summary of significant accounting policies and explanatory information.

We report that we have read the Filing Statement 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 consolidated financial statements upon which we have reported or that are within our knowledge as a result of our audit of such consolidated 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.

This letter is provided solely for the purpose of assisting the stock exchange to which it is addressed in discharging its responsibilities and should not be used for any other purpose.

"Crowe MacKay LLP"

Chartered Professional Accountants
Vancouver, British Columbia