

WOODS & COMPANY

Corporate & Securities Law

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January 13, 2020

VIA SEDAR

British Columbia Securities Commission
Alberta Securities Commission
Ontario Securities Commission

Dear Sirs/Mesdames:

Re: JNC Resources Inc. (the “Company”) – Final Prospectus

We refer to the (final) long form prospectus of the Corporation dated January 13, 2020 (the "**Prospectus**") relating to the distribution of common shares of the Company.

We, as counsel to the Company, hereby consent to the use of our firm name on page 60 of the Prospectus. We further consent to the use of our firm name and to the use of our opinion under the heading "*Eligibility for Investment*" in the Prospectus.

We confirm that we have read the Prospectus and have no reason to believe that there are any misrepresentations in the information contained in the Prospectus that is derived from our opinion referred to above or that is within our knowledge as a result of the services we performed in connection with such opinion.

Yours truly,

WOODS & COMPANY

Per: *(signed) Michael H. Woods*

Michael H. Woods

Encls.

cc. Canadian Securities Exchange; Listed Issuer Services
Mackie Research Capital Corp.; Attn: Jovan Stupar
Vantage Law Corp.; Attn: John Rhee
JNC Resources Inc.; Attn: Michael Mulberry
Crowe MacKay LLP; Attn: Keith Gagnon