

April 19, 2024

Ontario Securities Commission

Dear Sirs/Mesdames:

Re: Bluecorp Capital Corp. (the “Company”)

We refer to the final listing statement dated April 19, 2024 (the “Listing Statement”) of Bluecorp Capital Corp.

We consent to being named and to the use, through incorporation by reference in the above-mentioned Listing Statement, of our audit report to the shareholders of Bluecorp Capital Corp. dated April 19, 2024, which comprise of the following financial statements, to be filed with securities regulatory authorities on SEDAR+ on April 19, 2024 :

- Consolidated statements of financial position as at June 30, 2023;
- Consolidated statements of loss and comprehensive loss, changes in equity and cash flows for the year then ended June 30, 2023; and
- Notes comprising a summary of the significant accounting policies and other explanatory information.

We consent to being named and to the use, through incorporation by reference in the above-mentioned Listing Statement, of our audit report to the shareholders of Bluecorp Capital Corp. dated April 19, 2024, which comprise of the following financial statements, to be filed with securities regulatory authorities on SEDAR+ on April 19, 2024:

- Condensed interim consolidated statements of financial position as at December 31, 2023;
- Condensed interim consolidated statements of loss and comprehensive loss, changes in equity and cash flows for the three and six month period ended December 31, 2023; and
- Notes comprising a summary of the significant accounting policies and other explanatory information.

We report that we have read the Listing Statement and all information specifically incorporated by reference 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 in connection with a designated document, which does not constitute an audit or review of the Listing Statement as these terms are described in the CPA Canada Handbook – Assurance.

Yours very truly,



Chartered Professional Accountants
Licensed Public Accountants