



September 8, 2021

British Columbia Securities Commission
Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
Ontario Securities Commission

Dear Sirs:

Re: Billy Goat Brands Ltd.

We refer to the prospectus of Billy Goat Brands Ltd. (“Billy Goat” or the “Company”) dated September 8, 2021, relating to the issuance of 19,675,000 common shares on the deemed exercise of 19,675,000 special warrants at a price of \$0.02 per special warrant and the issuance of 9,505,000 common shares on the deemed exercise of 9,505,000 special warrants at a price of \$0.50 per special warrant (the “Prospectus”).

We consent to being named and to the use in the Prospectus, of our reports dated August 24, 2021 to the shareholders of the Company the following financial statements:

- Statement of financial position of the Company as at December 31, 2020, and the statement of loss and comprehensive loss for the period from incorporation on September 22, 2020 to December 31, 2020, statement of changes in equity and cash flows for the period then ended, and a summary of significant accounting policies and other explanatory information.

We report that we have read the Prospectus and all information 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 defined in the Chartered Professional Accountants of 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.

Yours very truly,

Smythe LLP

Chartered Professional Accountants

SG/sn/1002262

Vancouver
1700 – 475 Howe St
Vancouver, BC V6C 2B3
T: 604 687 1231
F: 604 688 4675

Langley
600 – 19933 88 Ave
Langley, BC V2Y 4K5
T: 604 282 3600
F: 604 357 1376

Nanaimo
201 – 1825 Bowen Rd
Nanaimo, BC V9S 1H1
T: 250 755 2111
F: 250 984 0886