



1501 McGill College Avenue, 26th Floor  
Montréal QC H3A 3N9  
dwpv.com

October 17, 2017

**BY SEDAR**

British Columbia Securities Commission  
Alberta Securities Commission  
Financial and Consumer Affairs Authority of Saskatchewan  
The Manitoba Securities Commission  
Ontario Securities Commission  
*Autorité des marchés financiers*  
Nova Scotia Securities Commission  
Financial and Consumer Services Commission (New Brunswick)  
Office of the Superintendent of Securities, Prince Edward Island  
Office of the Superintendent of Securities Services, Newfoundland and Labrador  
Office of the Yukon Superintendent of Securities  
Northwest Territories Securities Office  
Nunavut Securities Office

**Subject:** Stingray Digital Group Inc.  
Short Form Prospectus dated October 17, 2017  
(the “Prospectus”)

This letter is addressed to you in connection with the Prospectus.

We hereby consent to the use of our name on the face page of the Prospectus and under the heading “Experts” in the Prospectus and consent to the use of our name and to the reference to our opinions (the “Opinions”) under the headings “Eligibility for Investment” and “Certain Canadian Federal Income Tax Considerations” in the Prospectus.

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

Yours very truly,

(signed) Davies Ward Phillips & Vineberg LLP