



DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

1500 – 1140 W. Pender Street
Vancouver, BC V6E 4G1
TEL 604.687.4747 | FAX 604.689.2778

700 – 2755 Lougheed Hwy.
Port Coquitlam, BC V3B 5Y9
TEL 604.941.8266 | FAX 604.941.0971

200 – 1688 152 Street
Surrey, BC V4A 4N2
TEL 604.531.1154 | FAX 604.538.2613

WWW.DMCL.CA

December 15, 2020

TSX Venture Exchange

1800 – 1190 Avenue des Canadiens-de-Montréal
P.O. Box 37 Montréal, Québec H3B 0G7

Dear Sirs/Mesdames:

Re: Sherpa II Holdings Corp.

We refer to the filing statement (the "Filing Statement") of Sherpa II Holdings Corp. (the "Company") dated December 15, 2020 relating to the proposed qualifying transaction pursuant to Policy 2.4 of the TSX Venture Exchange involving the acquisition by the Company of an 80% undivided interest in the mineral rights comprising the Bakar claims (the "Bakar Claims") and a 100% undivided interest in all technical data relating to the Bakar Claims.

We consent to being named and to the use, through incorporation by reference, in the Filing Statement of our report dated October 23, 2020 to the shareholders of the Company on the following financial statements:

- Statements of financial position as at June 30, 2020 and June 30, 2019; and
- Statements of comprehensive income, changes in equity and cash flows for the years ended June 30, 2020, June 30, 2019 and for the period from incorporation on January 18, 2018 to June 30, 2018, and a summary of significant accounting policies and other explanatory information.

We report that we have read the Filing Statement 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 Filing Statement 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.

Yours very truly,

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

PARTNERSHIP OF:

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