



Fogler, Rubinoff LLP

Lawyers

77 King Street West
Suite 3000, PO Box 95
TD Centre North Tower
Toronto, ON M5K 1G8

t: 416.864.9700 | f: 416.941.8852
foglers.com

March 24, 2017

TRANSMITTED VIA SEDAR

Ontario Securities Commission
Alberta Securities Commission
British Columbia Services Commission
TSX Venture Exchange

Dear Sirs/Mesdames:

RE: **HOPE WELL CAPITAL CORP. (the "Corporation")**
TSXV Submission No.: 18355
Minimum Offering: 450,000 or 2,250,000 Common Shares
Maximum Offering: 1,250,000 or 6,250,000 Common Shares
Price: 0.20 per Common Share

We refer to the (final) capital pool company prospectus dated March 24, 2017 (the "Prospectus") of the Corporation relating to the qualification of the distribution of Common Shares of the Corporation.

We hereby consent to the use of our firm name and to the reference to our opinion under the heading "Eligibility for Investment" and to the use of our firm name on the face page and under the heading "Relationship Between the Corporation and Professional Persons".

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 are 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,

Fogler, Rubinoff LLP