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December 1, 2022

**TSX Venture Exchange**  
2700 – 650 West Georgia Street  
Vancouver, BC V6B 4N9

Dear Sirs/Mesdames:

**Re: BMGB Capital Corp.**

We refer to the filing statement (the "Filing Statement") of BMGB Capital Corp. (the "Company") dated November 28, 2022 relating to the Company's proposed qualifying transaction pursuant to Policy 2.4 of the TSX Venture Exchange.

We consent to being named and to the use, in the above-mentioned Filing Statement, of our audit report dated October 25, 2022 to the shareholders of the Company on the following financial statements:

- Statements of financial position as at June 30, 2022 and June 30, 2021;
- Statements of operations and comprehensive loss, changes in shareholders' equity and cash flows for the years ended June 30, 2022 and June 30, 2021, 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,

A handwritten signature in dark ink that reads "DMCL".

**DALE MATHESON CARR-HILTON LABONTE LLP**  
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**DMCL**

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