

August 24, 2017

Alberta Securities Commission  
British Columbia Securities Commission  
Ontario Securities Commission  
Saskatchewan Financial Services Commission - Securities Division  
TSX Venture Exchange Inc.

Dear Sir/ Madam:

**Re: Victory Capital Corp. (the "Company")**

We refer to the Amended and Restated Prospectus (the "Prospectus") of the Company dated August 24, 2017 relating to the sale and offering of common shares of the Company.

We consent to being named and to the use, through incorporation by reference in the above-mentioned Prospectus, of our report dated May 3, 2017 to the Board of Directors of the Company on the following financial statements:

- Statements of financial position of the Company as at December 31, 2016 and 2015.
- Statements of loss and comprehensive loss, changes in equity and cash flow for the years ended December 31, 2016 and 2015, and a summary of significant accounting policies and other explanatory information.

We report that we have read the Prospectus and all information specifically incorporated by reference 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 Listing Statement as these terms are described in the CPA Canada Handbook – Assurance.

Yours very truly,

*Forbes Andersen LLP*

FORBES ANDERSEN LLP