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August 24, 2017

VIA SEDAR

Ontario Securities Commission, as Principal Regulator
British Columbia Securities Commission
Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan

Dear: Sirs/Mesdames

RE: Victory Capital Corp. – Capital Pool Company Amended and Restated Final Prospectus

We refer to the Amended and Restated Final Prospectus of Victory Capital Corp. (the “**Corporation**”) dated August 24, 2017 (the “**Amended and Restated Prospectus**”) relating to an offering of common shares of the corporation.

We hereby consent to the reference to and use of our name on the face page of the Prospectus and under the headings “Material Contracts” and “Eligibility for Investment”.

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

Yours truly,

“Minden Gross LLP”