

June 3, 2021

Alberta Securities Commission
British Columbia Securities Commission
Ontario Securities Commission

Dear Sirs/Madames

Re: Toronto Cleantech Capital Inc.

We refer to the preliminary prospectus (the "Prospectus") of Toronto Cleantech Capital Inc. (the "Company") dated June 3, 2021 relating to the initial offering of 2,500,000 common shares at a price of \$0.10 per common share.

We consent to being named and to the use in the above-mentioned Prospectus, of our report dated May 28, 2021, to the Directors of the Company on the following financial statements:

- a. Statement of financial position as at April 30, 2021; and,
- b. Statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the period from April 14, 2021 (date of incorporation) to April 30, 2021, and notes, comprising a summary of significant accounting policies and other explanatory information.

We report that we have read the Prospectus 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 prospectus as these terms are described in the CPA Canada Handbook—Assurance.

Yours truly,

A handwritten signature in black ink that reads 'MNP LLP' in a stylized, cursive font.

MNP LLP