

Borden Ladner Gervais LLP
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June 3, 2021

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

Dear Sirs/Mesdames:

**Re: Prospectus of Toronto Cleantech Capital Inc. dated June 3, 2021
(the “Prospectus”)**

We consent to the use of our name, Borden Ladner Gervais LLP, on the cover page and under the headings “Relationship Between the Corporation and the Professional Persons” and “Material Contracts” and to the use of our name and opinion under the heading “Eligibility for Investment” as contained in the Prospectus.

We confirm that we have read the Prospectus and have no reason to believe that there are any misrepresentations in the information contained therein that is derived from our opinion referred to under the headings "Eligibility for Investment" or that is within our knowledge as a result of the services we performed in connection with such opinions.

This is a consent contemplated by Section 10.1 of National instrument 41-101 – *General Prospectus Requirements*, and to the extent permitted by law, we disclaim any liability beyond the statutory liability provisions of Canadian securities legislation applicable to the prospectus

Sincerely,

BORDEN LADNER GERVAIS LLP

Signed “Borden Ladner Gervais LLP”