

October 27, 2022

**BY SEDAR**

British Columbia Securities Commission  
Alberta Securities Commission  
Financial and Consumer Affairs Authority of Saskatchewan  
The Manitoba Securities Commission  
Ontario Securities Commission  
Nova Scotia Securities Commission  
Financial and Consumer Services Commission (New Brunswick)  
Office of the Superintendent of Securities (Prince Edward Island)  
Office of the Superintendent of Securities Service Newfoundland and Labrador  
Office of the Superintendent of Securities (Yukon Territory)  
Northwest Territories Securities Office  
Nunavut Securities Office

Dear Sirs and Mesdames:

**Re: Base Shelf Prospectus of Propel Holdings Inc. (the "Issuer")**

We refer you to the final short form base shelf prospectus of the Issuer dated October 27, 2022 (the "**Prospectus**") qualifying the distribution of common shares, preferred shares, subscription receipts, warrants, debt securities and units of the Issuer.

We consent to being named in the Prospectus on the inside of the cover page of the Prospectus and under the heading "Legal Matters".

We have read the Prospectus and have no reason to believe that there are any misrepresentations in the information contained in the Prospectus that are within our knowledge as a result of the services performed by us in connection with the Prospectus.

Yours truly,

*(Signed) "Stikeman Elliott LLP"*