

Fasken Martineau DuMoulin LLP  
Barristers and Solicitors  
Patent and Trade-mark Agents

550 Burrard Street, Suite 2900  
Vancouver, British Columbia V6C 0A3  
Canada

T +1 604 631 3131  
+1 866 635 3131  
F +1 604 631 3232  
[fasken.com](http://fasken.com)

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**Michael Stephens**  
Direct +1 604 631 3162  
[mstephens@fasken.com](mailto:mstephens@fasken.com)

**Via SEDAR**

British Columbia Securities Commission  
Alberta Securities Commission

Dear Sirs/Mesdames:

**Re: RiseTech Capital Corp.**

In connection with the final prospectus of RiseTech Capital Corp. dated September 28, 2018 (the "Prospectus"), we hereby consent to being named in the Prospectus on the cover page of the Prospectus and under the headings "Relationship Between Corporation and Professional Persons" and "Material Contracts" and to the use of our opinion under the heading "Eligibility For Investment".

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

This letter is solely for the information of the addressees and is not to be referred to in whole or in part in the Prospectus or in any other similar document and is not to be relied upon for any other purpose.

Yours truly,

**FASKEN MARTINEAU DuMOULIN LLP**

*"Michael Stephens"*

Michael Stephens

MMS/gp