



DALE MATHESON CARR-HILTON LABONTE LLP  
CHARTERED PROFESSIONAL ACCOUNTANTS

VANCOUVER  
1500 – 1140 W. Pender Street  
Vancouver, BC V6E 4G1  
TEL 604.687.4747 | FAX 604.689.2778

TRI-CITIES  
700 – 2755 Lougheed Hwy.  
Port Coquitlam, BC V3B 5Y9  
TEL 604.941.8266 | FAX 604.941.0971

WHITE ROCK  
301 – 1656 Martin Drive  
White Rock, BC V4A 6E7  
TEL 604.531.1154 | FAX 604.538.2613

WWW.DMCL.CA

October 10, 2017

**British Columbia Securities Commission**

701 West Georgia Street  
Vancouver, BC V7Y 1L2

**Alberta Securities Commission**

Suite 600, 250-5<sup>th</sup> St. SW  
Calgary, AB T2P 0R4

**Ontario Securities Commission**

200 Queen St W 20<sup>th</sup> FL  
Toronto, ON M5H 3S8

Dear Sirs/Mesdames:

**Re: Sherpa Holdings Corp.**

We refer to the prospectus of Sherpa Holdings Corp. (the "Company") dated October 10, 2017 relating to the sale and issue of a minimum of 2,000,000 common shares and a maximum of 5,000,000 common shares at \$0.10 per share for total proceeds ranging from \$200,000 to \$500,000.

We consent to being named and to the use, in the above-mentioned prospectus, of our report dated October 2, 2017 to the shareholders of the Company on the following financial statements:

- Statement of financial position as at June 30, 2017;
- Statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the period from inception on February 3, 2017 to June 30, 2017, and 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 very truly,

**DALE MATHESON CARR-HILTON LABONTE LLP**  
CHARTERED PROFESSIONAL ACCOUNTANTS

**PARTNERSHIP OF:**

**VANCOUVER** Robert J. Burkart, Inc. Kenneth P. Chong Inc. Alvin F. Dale Ltd. Donald L. Furney, Ltd. David J. Goertz, Inc. Matthew G. Gosden, Inc. Barry S. Hartley, Inc. Reginald J. LaBonte Ltd. Robert J. Matheson, Inc. Rakesh I. Patel Inc. Lorraine W. Rinfret, Inc. Brad A. Robin Inc.  
**WHITE ROCK** Michael K. Braun Inc. Peter J. Donaldson, Inc. Harjit S. Sandhu, Inc. **TRI-CITIES** Fraser G. Ross, Ltd. Brian A. Shaw Inc.