



October 10, 2017

British Columbia Securities Commission (*Principal Regulator*)

Alberta Securities Commission

Ontario Securities Commission

Dear Sirs / Mesdames:

**Re: Sherpa Holdings Corp., a Capital Company (the “Company”)  
Amended and Restated Final Prospectus dated October 10, 2017 (the “Prospectus”)**

We refer to the Prospectus of the Company relating to an offering of a minimum of 2,000,000 common shares and a maximum of 5,000,000 common shares of the Company at \$0.10 per share for total proceeds ranging from \$200,000 to \$500,000.

We, as counsel to the Company, hereby consent to the use of and reference to our firm opinion under the heading “*Eligibility for Investment*” and to the reference to our firm name on page iii of the Prospectus and under the heading “*Relationship Between the Corporation and Professional Persons*”.

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

Yours truly,

“CASSELS BROCK & BLACKWELL LLP”