

# FASKEN

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December 10, 2020  
File No.: 264476.00045

British Columbia Securities Commission  
Alberta Securities Commission  
Financial and Consumer Affairs Authority of Saskatchewan  
The Manitoba Securities Commission  
Ontario Securities Commission  
New Brunswick Financial and Consumer Services Commission  
Nova Scotia Securities Commission  
Office of the Superintendent of Securities, Prince Edward Island  
Office of the Superintendent of Securities, Service Newfoundland and Labrador

Dear Sirs/Mesdames:

**Re: Auxly Cannabis Group Inc. (the “Issuer”)  
Final Short Form Prospectus**

We refer to the final short form prospectus dated December 10, 2020 of the Issuer in relation to the offering of units consisting of one common share and one-half of one common share purchase warrant (the “**Prospectus**”).

We hereby consent to the reference to our firm name in the introduction section of the Prospectus and under the heading “Legal Matters”.

This letter is delivered to the addressees pursuant to the requirements of Section 4.2(a)(vii) of National Instrument 44-101.

Yours truly,

***“FASKEN MARTINEAU DuMOULIN LLP”***

