

April 25, 2018

Alberta Securities Commission
British Columbia Securities Commission
Saskatchewan Securities Commission
Yukon Securities Commission

Dear Sirs:

Re: Red River Capital Corp.

We refer to the Final Prospectus (the "Prospectus") of Red River Capital Corp. (the "Company") dated April 25, 2018 relating to the offering of 3,000,000 common shares at a price of \$0.10 per common share.

We consent to being named and to the use in the above-mentioned Prospectus, of our report dated April 13, 2018, to the Directors of the Company on the following financial statements:

- a. Statement of financial position of the Company as at March 31, 2018; and,
- b. Statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the period from December 20, 2017 (date of incorporation) to March 31, 2018, and notes, comprising 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 truly,



MNP LLP