

March 31, 2022

Alberta Securities Commission  
British Columbia Securities Commission  
Financial and Consumer Affairs Authority of Saskatchewan

Dear Sirs/Madames

**Re: Proton Capital Corp.**

We refer to the prospectus of Proton Capital Corp. (the "Company") dated March 31, 2022 relating to the initial offering of 20,000,000 common shares at a price of \$0.10 per common share (the "Prospectus").

We consent to being named and to the use in the above-mentioned Prospectus, of our report dated March 31, 2022, to the Directors of the Company on the following financial statements:

- a. Statement of financial position as at December 31, 2021; and,
- b. Statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the period from September 1, 2021 (date of incorporation) to December 31, 2021, 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,

A handwritten signature in black ink that reads 'MNP LLP' in a stylized, cursive font.

MNP LLP

March 31, 2022

TSX Venture Exchange Inc.

Dear Sirs/Madames

**Re: Proton Capital Corp.**

We refer to the prospectus of Proton Capital Corp. (the "Company") dated March 31, 2022 relating to the initial offering of 20,000,000 common shares at a price of \$0.10 per common share (the "Prospectus").

We consent to being named and to the use in the above-mentioned Prospectus, of our report dated March 31, 2022, to the Directors of the Company on the following financial statements:

- a. Statement of financial position as at December 31, 2021; and,
- b. Statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the period from September 1, 2021 (date of incorporation) to December 31, 2021, 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.

This letter is provided solely for the purpose of assisting the stock exchange to which it is addressed in discharging its responsibilities and should not be used for any other purpose.

Yours truly,

A handwritten signature in black ink that reads "MNP LLP". The letters are stylized and cursive.

MNP LLP