



MILLER THOMSON
AVOCATS | LAWYERS

MILLER THOMSON LLP
400 – 725 GRANVILLE STREET
P.O. BOX 10325
VANCOUVER, BC V7Y 1G5
CANADA

T 604.687.2242
F 604.643.1200

MILLERTHOMSON.COM

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BY SEDAR

British Columbia Securities Commission (Principal Regulator)
Ontario Securities Commission (Non-Principal Regulator)
Alberta Securities Commission
Financial and Consumer Affairs Authority Saskatchewan
Manitoba Securities Commission
Financial and Consumer Services Commission (New Brunswick)
Nova Scotia Securities Commission
Government of Newfoundland and Labrador Financial Services Regulation Division
Prince Edward Island Securities Office

Dear Sirs or Mesdames:

**Re: Numinus Wellness Inc. (the “Company”)
Final Short Form Prospectus dated December 21, 2020 (the “Prospectus”)**

In connection with the Prospectus of the Company, we consent to the reference to our name on page iii and under the headings “Legal Matters” and “Interests of Experts, and further consent to the use of our firm’s name and reference to our opinion under the heading “Eligibility for Investment” in the Prospectus.

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

Yours truly,

“Miller Thomson LLP”

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