



October 10, 2019

Via Sedar

British Columbia Securities Commission
Alberta Securities Commission
Ontario Securities Commission

Dear Sirs/Mesdames:

**Re: Medicenna Therapeutics Corp. (the “Corporation”)
Public Offering of Units**

We refer you to the final short form prospectus (the “**Prospectus**”) of the Corporation dated October 10, 2019, relating to an offering of units of the Corporation. In the Prospectus, reference is made to our name on the cover page and under the heading “Legal Matters” and to our name and opinions under the headings “Eligibility for Investment” and “Certain Canadian Federal Income Tax Considerations” and.

We hereby consent to being named in the Prospectus, to the inclusion of the reference to the opinions of this firm and to the use of our opinions.

We also confirm that we have read the Prospectus and that we have no reason to believe that there are any misrepresentations in the information contained in the Prospectus that are derived from our opinions referred to above or that are within our knowledge as a result of the services we have performed to render these opinions.

Yours truly,

(s) McCarthy Tétrault LLP