



December 16, 2019

British Columbia Securities Commission
Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
The Manitoba Securities Commission
Ontario Securities Commission
Autorité des marchés financiers (Québec)
Financial and Consumer Services Commission (New Brunswick)
Nova Scotia Securities Commission
Office of the Superintendent of Securities, Service Newfoundland & Labrador
Office of the Superintendent of Securities, Government of Prince Edward Island

We refer to the short form prospectus of TDb Split Corp. (the Company) dated December 16, 2019 (the Prospectus) relating to the sale and issue of Priority Equity shares and Class A shares of the Company.

We consent to being named in and to the use, through incorporation by reference in the above-mentioned Prospectus, of our report dated February 21, 2019 to the shareholders of the Company on the following financial statements:

- statements of financial position as at November 30, 2018 and November 30, 2017;
- statements of comprehensive income/(loss), changes in net assets attributable to holders of redeemable Class A Shares and cash flow for the years ended November 30, 2018 and November 30, 2017; and
- related notes, which comprise a summary of significant accounting policies and other explanatory information.

We report that we have read the Prospectus and all information specifically incorporated by reference therein and have no reason to believe that there are any misrepresentations in the information contained therein that are derived from the financial statements on 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.

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"PwC" refers to PricewaterhouseCoopers LLP, an Ontario limited liability partnership.