



February 7, 2019

SUBMITTED VIA SEDAR

Ontario Securities Commission
Alberta Securities Commission
British Columbia Securities Commission
TSX Venture Exchange

Dear Sirs and Mesdames:

Re: Pinehurst Capital II Inc. – TSX Venture Exchange Submission #232531/SEDAR Project #2828356

We refer to the final long form prospectus of Pinehurst Capital II Inc. (the "**Issuer**") dated February 7, 2019 (the "**Prospectus**") relating to the offering by the Issuer of common shares in the capital of the Issuer.

We, as counsel to the Issuer, hereby consent to the use of and reference to our firm opinion under the heading "Eligibility for Investment" and to the reference to our firm name on the face page, page 28 and page 29 of the Prospectus.

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

Yours truly,

(Signed) "*Owens Wright LLP*"