



Bennett Jones

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December 3, 2019

VIA SEDAR

British Columbia Securities Commission (Principal Regulator)
Alberta Securities Commission

Dear Sirs and Mesdames:

**Re: E36 Capital Corp. (the "Company") -
Amended and Restated Long Form Prospectus dated November 30, 2019 (the "Prospectus")**

We refer to the Prospectus relating to the qualification for distribution of common shares of the Company.

We hereby consent to the use of our firm's name on (i) page ii of the Prospectus under the heading "*Maximum Investment*"; (ii) page 27 of the Prospectus under the heading "*Eligibility for Investment*"; and (iii) page 29 of the Prospectus under the heading "*Relationship Between the Corporation and Professional Persons*", and the opinion of the firm expressed therein, which opinion is dated as of the date of the Prospectus.

We confirm that we have read the Prospectus and have no reason to believe that there are any misrepresentations in the information contained in the Prospectus 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 such opinions.

Yours truly,

(signed) "*Bennett Jones LLP*"