

SUI & COMPANY

SOLICITORS

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Our File No.: R124-T1

May 27, 2019

VIA SEDAR

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

Dear Sirs:

**RE: Rozdil Capital Corporation (the "Corporation")
Capital Pool Corporation ("CPC")
Final Prospectus for Initial Public Offering dated May 27, 2019 (the "Prospectus")
SEDAR Project No. 2898182
TSXV Submission No. 235942**

We refer to the Prospectus of the Corporation relating to the offering of common shares.

We, as counsel to the Corporation, 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 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 such opinion.

Yours truly,

SUI & COMPANY

[/s/ Erwin Sui](#)

per: Erwin Sui

cc: Ontario Securities Commission
Alberta Securities Commission
Rozdil Capital Corporation

British Columbia Securities Commission
TSX Venture Exchange
Haywood Securities Inc.