

May 27, 2019

PRIVATE & CONFIDENTIAL

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

Dear Sirs/Mesdames:

**Re: ROZDIL CAPITAL CORPORATION (the "Corporation"), a Capital Pool Corporation
Final Prospectus for Initial Public Offering dated May 27, 2019 (the "Prospectus")
SEDAR Project No. 2898182**

We act as counsel to Haywood Securities Inc., agent on the Prospectus (the "Agent"). We refer to the Prospectus of the Corporation.

We hereby consent to the use of our firm name under the heading "Receipt of Subscriptions" of the Prospectus as having provided advice to the Agent in respect of certain legal matters.

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 statement referred to above or that is within our knowledge as a result of the services we performed in connection with such statement.

Yours very truly,

PETERSON McVICAR LLP

signed:"Peterson McVicar LLP"