

May 27, 2019

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

Dear Sirs/Mesdames:

**Re: Rozdil Capital Corporation.**

We refer to the final prospectus (the “prospectus”) of Rozdil Capital Corporation (the “Corporation”) dated May 27, 2019 relating to the sale and issue of 2,150,000 common shares of the Corporation (the ‘Offering”).

We consent to being named and to the use in the above-mentioned prospectus, of our report, dated May 27, 2019, to the Directors of the Corporation on the following financial statements:

- Statement of financial position as at February 28, 2019; and,
- Statements of loss and comprehensive loss, changes in cash flows and shareholders’ equity for the period from the date of incorporation (May 3, 2018) to February 28, 2019.

We report that we have read the prospectus and all information therein and have no reason to believe that there are any misrepresentations in the information contained therein that are derived from the financial statements upon which we have reported or that are within our knowledge as a result of our audit of such financial statements. We have complied with the Canadian generally accepted standards for an auditor’s consent letter 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.

Yours truly,



MNP LLP