



October 31, 2017

British Columbia Securities Commission
Alberta Securities Commission
Ontario Securities Commission

We refer to the prospectus of Green Rise Capital Corporation (the Corporation) dated October 31, 2017 (the Prospectus) relating to the sale and issue of a minimum of 2,275,000 common shares of the Corporation (the Common Shares) and a maximum of 3,000,000 Common Shares to the public at a price of \$0.10 per Common Share.

We consent to being named in and to the use in the Prospectus of our report dated October 31, 2017 to the Shareholders of the Corporation on the following financial statements:

- Statement of financial position as at August 31, 2017;
- Statements of net loss and comprehensive loss, changes in equity and cash flows for the period from June 9, 2017 (date of incorporation) to August 31, 2017; and
- The related notes which comprise a summary of significant accounting policies and other explanatory information.

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 on which we have reported or that are within our knowledge as a result of our audit of such financial statements. We have complied with Canadian generally accepted standards for an auditor's consent 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.

(Signed) “PricewaterhouseCoopers LLP”

Chartered Professional Accountant, Licensed Public Accountants

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