
August 12, 2021

PRIVATE & CONFIDENTIAL

BY SEDAR

Ontario Securities Commission, as principal regulator
British Columbia Securities Commission
Alberta Securities Commission
TSX Venture Exchange

Dear Sirs/Mesdames:

Re: ESG Capital 1 Inc. (the "**Issuer**")
Capital Pool Company ("**CPC**") Prospectus
SEDAR Project # 3226707

We refer to the final prospectus of the Issuer dated August 12, 2021 (the "**Final Prospectus**") relating to an offering of securities of the Issuer.

We consent to being named in the Final Prospectus under the headings "Receipt of Subscriptions", "RELATIONSHIP BETWEEN THE ISSUER AND PROFESSIONAL PERSONS", and "ELIGIBILITY FOR RRSP INVESTMENT". Furthermore, we consent to the use of our legal opinion dated the same date as the Final Prospectus, as set out under the heading "ELIGIBILITY FOR RRSP INVESTMENT".

We confirm that we have read the Final Prospectus and have no reason to believe that there are any misrepresentations in the information contained therein that are derived from our opinion referred to above, or within our knowledge as a result of the services we preformed to render such opinion.

Yours very truly,

(signed) "*Peter Georgas*"

PETERSON McVICAR LLP