

VENTURE LAW CORPORATION

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April 14, 2020

FILED THROUGH SEDAR

To: New Listing Applications – CPC
TSX Venture Exchange
P.O. Box 11633
2700 – 650 West Georgia Street
Vancouver, British Columbia V6B 4N9

Securities Review Officer
Alberta Securities Commission
Suite 600, 250 – 5th Street S.W.
Calgary, Alberta T2P 0R4

Review Officer
British Columbia Securities Commission
P.O. Box 10142 Pacific Centre
701 West Georgia Street
Vancouver, British Columbia V7Y 1L2

Administrative Assistant to the Director of
Corporate Finance
Ontario Securities Commission
19th Floor, 20 Queen Street West
Toronto, Ontario M5H 2S8

Dear Sirs and Madams:

**RE: ISRAEL CAPITAL CANADA CORP. (THE “COMPANY”) -
PRELIMINARY PROSPECTUS – CAPITAL POOL COMPANY**

We refer to the final prospectus (the “**Prospectus**”) of the Company dated April 14, 2020 relating to the distribution of a minimum of 2,000,000 common shares in the capital of the Corporation as a Capital Pool Company in compliance with TSX Venture Exchange Policy 2.4 – Capital Pool Companies.

We hereby consent to the references to our firm name on page iv and under the headings “Enforcement of Judgments Against Foreign Persons” and Relationship Between the Company and Professional Persons” on page 32 and the reference of our firm name and use of our opinion under the heading “Eligibility for Investment” on page 29 in the Prospectus.

Yours very truly,

VENTURE LAW CORPORATION

/s/ Venture Law Corporation