

May 12, 2022

**British Columbia Securities Commission  
Alberta Securities Commission  
Ontario Securities Commission**

Dear Sirs / Mesdames:

**Re: Torchlight Innovations Inc.**

We refer to the prospectus of Torchlight Innovations Inc. (the "Company") dated May 12, 2022 relating to the sale and issue of 3,000,000 common shares of the Company.

We consent to being named and to the use, in the above-mentioned prospectus, of our report dated May 12, 2022 to the directors of the Company on the following financial statements:

Statement of financial position as at December 31, 2021;

Statements of comprehensive loss, cash flows, and changes in shareholders' equity for the period from incorporation on October 8, 2021 to December 31, 2021, and 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 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 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.

Yours very truly,

*"Davidson & Company LLP"*

**DAVIDSON & COMPANY LLP**  
Chartered Professional Accountants

