

May 12, 2022

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

Dear Sirs and Mesdames:

**Re: Torchlight Innovations Inc. (the “Company”)  
Capital Pool Company – Initial Public Offering**

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We refer to the (final) prospectus of the Company dated May 12, 2022 (the "**Prospectus**") relating to the public offering of common shares in the capital of the Company.

We hereby consent to the use of our firm name in the Prospectus on the cover page and under the heading "Relationship Between the Company and Professional Persons" and "Eligibility for Investment" and to the reference to our opinion in the Prospectus under the heading "Eligibility for Investment".

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

This is a consent contemplated by section 10.1 of National Instrument 41-101 - *General Prospectus Requirements*, and to the extent permitted by law we disclaim any liability beyond the statutory liability provisions of Canadian securities legislation applicable to the Prospectus.

Sincerely,

**GOWLING WLG (CANADA) LLP**

“Gowling WLG (Canada) LLP ”