

October 8, 2025

TSX Venture Exchange

Dear Sirs / Mesdames:

Re: Torchlight Innovations Inc.

We refer to the Filing Statement of Torchlight Innovations Inc. (to be renamed RZOLV Technologies Inc.) dated October 8, 2025 with respect to a Qualifying Transaction of Torchlight Innovations Inc. (the “Company”).

We consent to being named and to the use, in the above-mentioned filing statement, of our report dated April 21 2025 to the shareholders of the Company on the following financial statements:

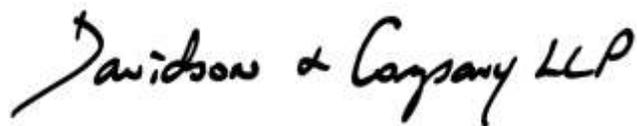
Statements of financial position as at December 31, 2024 and 2023;

Statements of loss and comprehensive loss, changes in shareholders’ equity, and cash flows for the years ended December 31, 2024 and 2023, and notes to the financial statements, including material accounting policy information.

We report that we have read the filing statement 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 filing statement as these terms are described in the CPA Canada Handbook – Assurance.

This letter is provided solely for the purpose of assisting the stock exchange to which it is addressed in discharging its responsibilities and should not be used for any other purpose.

Yours very truly,



DAVIDSON & COMPANY LLP
Chartered Professional Accountants

