



September 9, 2021

**VIA SEDAR**

British Columbia Securities Commission  
Alberta Securities Commission  
Financial and Consumer Affairs Authority of Saskatchewan  
The Manitoba Securities Commission  
Ontario Securities Commission  
Autorité des marchés financiers  
Financial and Consumer Services Commission (New Brunswick)  
Nova Scotia Securities Commission  
Office of the Superintendent of Securities, Service Newfoundland and Labrador  
Office of the Superintendent of Securities, Prince Edward Island

Dear Sirs/Mesdames:

**Re: Aya Gold & Silver Inc. (the “Corporation”)**

We refer you to the short form prospectus of the Corporation dated September 9, 2021, relating to the offering of common shares of the Corporation (the “**Prospectus**”).

In the Prospectus, reference is made to our name on the cover page of the Prospectus and under the heading “Interest of Experts” and to our name and opinions under the headings “Certain Canadian Federal Income Tax Considerations” and “Eligibility for Investment”.

We hereby consent to being named in the Prospectus, to the inclusion of the reference to the opinions of this firm and to the use of our opinions.

We also confirm that we have read the Prospectus and that we have no reason to believe that there are any misrepresentations in the information contained in the Prospectus that are derived from our opinions referred to above or that are within our knowledge as a result of the services we have performed to render these opinions.

Yours truly,

**McCarthy Tétrault LLP**

*“McCarthy Tétrault LLP”*