



July 18, 2013

British Columbia Securities Commission
Alberta Securities Commission
Saskatchewan Financial Services Commission
The Manitoba Securities Commission
Ontario Securities Commission
Nova Scotia Securities Commission
New Brunswick Securities Commission
Superintendent of Securities, Prince Edward Island
Superintendent of Securities, Newfoundland & Labrador

Dear Sirs/Mesdames:

Re: Difference Capital Financial Inc. (the "Issuer")

We refer you to the short form prospectus dated July 18, 2013 (the "**Prospectus**") relating to an offering of up to 13,334,000 common shares of the Issuer. In the Prospectus, reference is made to the name of this firm on the cover page and under the headings "Eligibility for Investment", "Certain Canadian Federal Income Tax Considerations" and "Legal Matters", and reference is made to the opinion of this firm under the heading "Eligibility for Investment" and "Certain Canadian Federal Income Tax Considerations". We hereby consent to being named in the Prospectus, to the inclusion of the reference to the opinion of this firm in the Prospectus and to the use of our opinion.

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 opinion referred to above or that are within our knowledge as a result of the services we have performed to render this opinion.

This letter is provided in compliance with applicable securities legislation and policies and is not to be used for any other purpose.

Yours truly,

"McCarthy Tétrault LLP"