

January 19, 1998

Alberta Securities Commission
20th Floor
10025 Jasper Avenue
Edmonton, Alberta
T5J 3Z5

Dear Sirs/Mesdames:

Re: *Royop Properties Corporation (the "Company")*
(Final) Prospectus dated January 19, 1998

In connection with the filing of the (final) prospectus of the Company (the "Prospectus") dated January 19, 1998, relating to the qualification for distribution of the Company's common shares issuable upon the exercise of previously sold special warrants of the Company, we hereby consent to the reference to our name on the face page of the Prospectus and in the Prospectus under the heading "Legal Matters".

We have read the Prospectus and have no reason to believe that there are any misrepresentations in the information contained therein that is derived from our opinions or that is within our knowledge as a result of services performed in connection with such opinions and we consent to such use of our name.

This letter is solely for the private information and use of the Alberta Securities Commission and is not to be quoted from or referred to, in whole or in part, in any document, and should not be relied upon by any other person or company.

Yours very truly,

"GOODMAN AND CARR"