

August 9, 2016

DELIVERED VIA SEDAR

Alberta Securities Commission
British Columbia Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
Manitoba Securities Commission
Ontario Securities Commission
Autorité des marchés financiers
Nova Scotia Securities Commission
New Brunswick Securities Commission
Department of Government Services and Lands,
Government of Newfoundland and Labrador
Superintendent of Securities, Government of Prince Edward Island

Dear Sirs / Mesdames:

Re: TORC Oil & Gas Ltd. (the "Corporation") – Final Short Form Prospectus (the "Prospectus") dated August 9, 2016

We refer to the Prospectus relating to the distribution of common shares of the Corporation (the "**Common Shares**") at a price of \$7.05 per Common Share.

We consent to the use of our name, Burnet, Duckworth & Palmer LLP, under the headings "*Legal Matters*" and "*Interest of Experts*" in the Prospectus, and the use of our name and the references to our opinion on the cover pages of the Prospectus and under the heading "*Eligibility for Investment*" in the Prospectus.

We confirm that 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 opinion referred to above or that is within our knowledge as a result of the services we performed in connection with such opinion.

This is a consent contemplated by Section 10.1 of National Instrument 41-101 – General Prospectus Requirements, and does not in any way extend our liability beyond the statutory liability provisions of Canadian securities legislation applicable to the Prospectus.

Yours truly,

(signed) "Burnet, Duckworth & Palmer LLP"