



May 13, 2016

VIA SEDAR

Alberta Securities Commission
British Columbia Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan, Securities Division
The Manitoba Securities Commission
Ontario Securities Commission

(collectively, the “**Securities Commissions**”)

Dear Sirs/Mesdames:

Re: Blackbird Energy Inc. – Final Short Form Prospectus

We refer to the final short form prospectus (the “**Prospectus**”) of Blackbird Energy Inc. dated May 13, 2016.

We hereby consent to the references to: (i) our firm name on the cover page and under the headings “*Plan of Distribution*” and “*Interest of Experts*”; and (ii) our firm name and our opinion under the headings “*Eligibility for Investment*” and “*Certain Canadian Federal Income Tax Considerations*”.

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 are derived from the giving of our opinions or that are within our knowledge as a result of the services performed by us in connection with the giving of our opinions under the Prospectus.

This is a consent contemplated by Section 10.1 of National Instrument 41-101 – *General Prospectus Requirements* and, to the extent permitted by law, we disclaim any liability beyond the statutory liability provisions of Canadian securities legislation applicable to the Prospectus.

Yours very truly,

“McCarthy Tétrault LLP”