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Alberta Securities Commission
British Columbia Securities Commission
The Manitoba Securities Commission
Financial and Consumer Services Commission, New Brunswick
Office of the Superintendent of Securities, Service Newfoundland & Labrador
Nova Scotia Securities Commission
Ontario Securities Commission
The Office of the Superintendent of Securities, Consumer, Corporate and Insurance
Services Division, Prince Edward Island
Financial and Consumer Affairs Authority of Saskatchewan

Dear Sirs/Madams

Re: Tantalus Systems Holding Inc. (the “Entity”)

We refer to the short form base shelf prospectus (the “Prospectus”) of the above Entity dated June 28, 2021 relating to the sale and issue of common shares, preferred shares, debt securities, warrants to acquire any of the securities, subscription receipts to acquire any of the securities, and units comprised of one or more of securities of the Entity of up to an aggregate of \$50,000,000.

We, KPMG LLP, consent to being named and to the use, through incorporation by reference in the above-mentioned Prospectus, of our report dated April 20, 2021 to the shareholders of TSH Canada Inc. (formerly known as Tantalus Systems Holding Inc.) on the following consolidated financial statements:

- Consolidated statements of financial position as at December 31, 2020 and December 31, 2019,
- Consolidated statements of operations and comprehensive income (loss), changes in shareholders’ deficit and cash flows for the years then ended, and
- Notes to the consolidated financial statements, including a summary of significant accounting policies

We report that we have read the Prospectus and all information specifically incorporated by reference therein and have no reason to believe that there are any misrepresentations in the information contained therein that are derived from the consolidated financial statements upon which we have reported or that are within our knowledge as a result of



Tantalus Systems Holding Inc.
June 28, 2021

our audit of such consolidated financial statements. We have complied with Canadian generally accepted standards for an auditor's consent to the use of a report of the auditor included in an offering document, which does not constitute an audit or review of the prospectus as these terms are described in the *CPA Canada Handbook – Assurance*.

Yours very truly,

KPMG LLP

June 28, 2021
Vancouver, Canada