



June 26, 2020

**TRANSMITTED VIA SEDAR**

British Columbia Securities Commission (as principal regulator)  
Alberta Securities Commission  
Financial and Consumers Affairs Authority, Securities Division, Saskatchewan  
The Manitoba Securities Commission  
Ontario Securities Commission  
Autorité des marchés financiers  
Nova Scotia Securities Commission  
New Brunswick Financial and Consumer Services Commission  
Prince Edward Island Office of the Superintendent of Securities  
Office of the Superintendent of Securities Service Newfoundland and Labrador  
Office of the Superintendent of Securities (Nunavut)

Dear Sirs and Mesdames:

**Re: mCloud Technologies Corp.  
Final prospectus supplement dated June 26, 2020**

We refer to the prospectus supplement dated June 26, 2020 to the short form base shelf prospectus dated April 28, 2020 for Nunavut and the amended and restated short form base shelf prospectus for the Provinces of Canada of mCloud Technologies Corp. (the "**Company**") dated April 28, 2020 (the "**Prospectus**") qualifying the distribution of units of the Company.

We consent to the references to our name on page S-iii of the Prospectus, and to the use of and references to our name and our legal opinions under the headings "Eligibility for Investment", "Certain Canadian Federal Income Tax Considerations" and "Legal Matters" in the Prospectus.

We have read the Prospectus and have no reason to believe that there are any misrepresentations in the information contained in the Prospectus that are within our knowledge as a result of the services performed by us in connection with the Prospectus.

Yours very truly,

(signed) "Owens Wright LLP"

OWENS WRIGHT LLP