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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  
Office of the Superintendent of Securities, Northwest Territories  
Nova Scotia Securities Commission  
Nunavut Securities Office  
Ontario Securities Commission  
The Office of the Superintendent of Securities, Consumer, Corporate and  
Insurance Services Division, Prince Edward Island  
Autorité des marchés financiers  
Financial and Consumer Affairs Authority of Saskatchewan  
Office of the Yukon Superintendent of Securities

Dear Sirs/Mesdames:

**Re: mCloud Technologies Corp.**

We refer to the prospectus supplement dated April 12, 2021 to the short form base shelf prospectus of mCloud Technologies Corp. (the "Entity") dated April 28, 2020 for Nunavut and to the amended and restated short form base shelf prospectus dated April 28, 2020 for the provinces of Canada relating to the offering of units, comprised of common shares and common share purchase warrants, of the Entity (collectively, the "Prospectus").

We, KPMG LLP, consent to the use, through incorporation by reference in the above-mentioned Prospectus, of our report dated March 23, 2021 to the Shareholders and Board of Directors of the Entity on the following financial statements:

- Consolidated statements of financial position as at December 31, 2020 and December 31, 2019,
- Consolidated statements of loss and comprehensive loss, changes in equity and cash flows for the years ended December 31, 2020 and December 31, 2019, and
- Related 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 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*

Chartered Professional Accountants

April 12, 2021

Vancouver, Canada