

November 6, 2012

Gowling Lafleur Henderson LLP

Main Line: 403-298-1000

Fax: 403-695-3550

File No. A128406

Alberta Securities Commission
British Columbia Securities Commission
TSX Venture Exchange

Dear Sirs/Madams:

Re: Prospectus of Richmond Road Capital Corp. dated November 6, 2012 (the "Prospectus")

We consent to the use of our name, Gowlings Lafleur Henderson LLP, on the cover page and under the headings "Relationship Between the Corporation and the Agent" and "Relationship Between the Corporation and Professional Persons" and to the use of our name and opinion 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 under the headings "Eligibility for Investment" or that is within our knowledge as a result of the services we performed in connection with such opinions.

This letter is provided solely for the purpose of assisting you in discharging your responsibilities in connection with the transaction described above and may not be used or relied upon by any other parties or for any other purpose.

Sincerely,

"Gowling Lafleur Henderson LLP"

Gowling Lafleur Henderson LLP