

FASKEN

Fasken Martineau DuMoulin LLP
Barristers and Solicitors
Patent and Trade-mark Agents

550 Burrard Street, Suite 2900
Vancouver, British Columbia V6C 0A3
Canada

T +1 604 631 3131
+1 866 635 3131
F +1 604 631 3232
fasken.com

May 28, 2021
File No.: 308297.17

VIA SEDAR

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

Dear Sirs/Mesdames:

Re: CubicFarm Systems Corp. – Prospectus Supplement dated May 28, 2021 to the Short Form Base Shelf Prospectus dated December 14, 2020 as amended and restated April 20, 2021

We refer to the above referenced base shelf prospectus (the “**Shelf Prospectus**”) prospectus supplement (the “**Prospectus Supplement**”) of CubicFarm Systems Corp. (the “**Issuer**”) relating to the distribution of up to \$40,000,000 of common shares from time to time during the effective period of the Shelf Prospectus.

As counsel to the Issuer, we hereby consent to the use of our name under the heading “Interests of Experts” in the Prospectus Supplement and to the use of our opinions under the heading “Eligibility for Investment” in the Prospectus Supplement.

We have read the Prospectus Supplement and we have no reason to believe that there are any misrepresentations in the information contained therein that are derived from our opinions referred to above or that are within our knowledge as a result of the services performed by us in connection with those opinions.

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 Shelf Prospectus and the Prospectus Supplement.



FASKEN

Yours truly,

FASKEN MARTINEAU DuMOULIN LLP

(signed) “*Fasken Martineau DuMoulin LLP*”

