May 13, 2021

Ontario Securities Commission

Dear Sirs/Mesdames:

Re: General Assembly Holdings Limited.

We refer to the Non-Offering Prospectus dated May 13, 2021 (the “Prospectus”) of General Assembly Holdings Limited (the “Company”).

We consent to being named and to the use, through incorporation by reference in the above-mentioned Prospectus, of our report dated May 13, 2021, to the shareholders of the company on the following combined consolidated financial statements:

a. Combined consolidated statements of financial position as at December 31, 2020 and 2019; and,
b. Combined consolidated statements of loss and comprehensive loss, changes in shareholders’ deficiency and cash flows for the years ended December 31, 2020 and 2019, and a summary of significant accounting policies and other explanatory information.

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 combined consolidated financial statements upon which we have reported or that are within our knowledge as a result of our audits of such combined 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.

Sincerely,

MNP LLP

Chartered Professional Accountants
Licensed Public Accountants