DeVISSER GRAY LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

401-905 West Pender St
Vancouver BC V6C 1L6
www.devissergray.com
t 604.687.5447
f 604.687.6737

April 8, 2021

Alberta Securities Commission
British Columbia Securities Commission
TSX Venture Exchange Inc.

Dear Sirs/Mesdames:

Re: Germinate Capital Ltd.

We refer to the prospectus of Germinate Capital Ltd. ("the Company") dated April 8, 2021 relating to the sale and issue of 2,500,000 common shares of the Company at a price of $0.10 per common share for gross proceeds of $250,000.

We consent to being named and to the use, in the above-mentioned prospectus, of our report dated April 8, 2021 to the directors of the Company on the following financial statements:

- Statement of financial position as at November 30, 2020; and
- Statement of net loss and comprehensive loss, statement of changes in shareholders' equity, and statement of cash flows for the period from August 14, 2020 (date of incorporation) to November 30, 2020 and a summary of significant accounting policies and other explanatory information.

We report that we have read the prospectus and all information therein and we have no reason to believe that there are any misrepresentations in the information contained therein that are derived from the financial statements upon which we have reported or that is within our knowledge as a result of our audit of such 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 truly,

De Visser Gray LLP

CHARTERED PROFESSIONAL ACCOUNTANTS