

May 6, 2021

File No. T1025458

TRANSMITTED VIA SEDAR

Ontario Securities Commission, as Principal Regulator
Alberta Securities Commission
British Columbia Securities Commission
TSX Venture Exchange

Dear Sirs and Mesdames:

Re: RISE CAPITAL CORP. (the “Issuer”)—Offering of a minimum of 5,000,000 and a maximum of 45,000,000 Common Shares in the capital of the Issuer (the “Offering”)

We refer to the (final) prospectus of the Issuer dated May 6, 2021 (the “**Prospectus**”) relating to the Offering.

We consent to the use of our firm’s name on page iii and on page 29 of the Prospectus.

We have read the Prospectus and have no reason to believe that there are any misrepresentations in the information contained in the Prospectus that are within our knowledge as a result of the services we performed in connection with the Prospectus.

Yours truly,

GOWLING WLG (CANADA) LLP

(signed) “Gowling WLG (Canada) LLP”