



📍 Suite 810, 789 West Pender Street  
Vancouver, BC V6C 1H2  
Canada

☎ 604-900-5087  
✉ binh@bvulaw.com

November 29, 2021

## **CANADIAN SECURITIES EXCHANGE**

First Canadian Place  
100 King Street West, Suite 7210  
Toronto, ON, M5X 1E1

### **Attention: Listings & Regulation**

Dear Sirs:

### **Re: Cover Technologies Inc. (the “Company”) – Share Consolidation**

We are solicitors to the Company and in that capacity and, in accordance with section 3.3 of Canadian Securities Exchange Policy 9 – *Name Change, Stock Splits and Share Consolidations*, have been asked to deliver to you our opinion in connection with the consolidation of the Company’s common shares on the basis of one (1) post-consolidation common share for every seven (7) pre-consolidation common shares held (the “**Consolidation**”) as at the effective date of the Consolidation on or about December 3, 2021. The Company’s corporate articles permit the directors to effect a share consolidation by a resolution of directors.

In connection with rendering this opinion we have made such investigations, have considered such questions of law and have examined originals or copies, certified or otherwise identified to our satisfaction, of such certificates of public officials and of such other certificates, documents and records as we have considered necessary or relevant for the purposes of the opinions set forth below. In particular, we have reviewed the directors’ consent resolution dated November 24, 2021 approving, among other things, the Consolidation, the relevant corporate records of the Company and the unqualified letter of CDS Securities Management Solutions Inc. confirming eligibility (together, the “**Documents**”).

We have assumed, with respect to all of the Documents examined by us, the genuineness of all signatures, the legal capacity at all relevant times of any individual signing any of such documents, the authenticity and completeness of all documents submitted to us as originals, the conformity to authentic originals of all documents submitted to us as certified, conformed or electronically reproduced copies or facsimiles thereof and the accuracy and completeness of the corporate records of the Company and of all information provided to us, in written form or by electronic transmission, by public officials or offices of public record and that all information continues to be accurate and complete as of the date hereof.

Other than the review of certain documents in the course of our representation of the Company, we have not undertaken any special or independent investigation to determine the existence of such facts or circumstances, and no inference as to our knowledge of the existence of such facts or circumstances should be drawn merely from our representation of the Company in this transaction.

We are qualified to carry on the practice of law in British Columbia. The undersigned is a licensed member of the Law Society of British Columbia. We express no opinion as to any laws, or matters governed by any laws, other than the laws of British Columbia and the federal laws of Canada applicable therein. The review herein is limited to the laws of the Province of British Columbia and the laws of Canada applicable therein in effect as of the date hereof.

This opinion is provided for the due discharge of your regulatory function and should not be relied upon by any other person without our prior written consent. This opinion is limited to the matters stated herein, and no opinion or belief is implied or may be inferred beyond the matters expressly stated herein. This opinion is given as of the date hereof and we disclaim any obligation or undertaking to advise you of any change in law or fact affecting or bearing upon this opinion occurring after the date hereof which may come or be brought to our attention.

Yours truly,

**BVU VENTURE LAW CORPORATION**

Per: “Binh Vu”  
Binh Vu