

January 18, 2021

Canadian Securities Exchange  
100 King Street West  
Suite 7210  
Toronto, Ontario M5X 1E1

Re: Bullfrog Gold Corp. – Reverse Stock Split

Ladies and Gentlemen:

We have acted as special counsel to Bullfrog Gold Corp., a Delaware corporation (the “**Company**”), in connection with a reverse stock split (the “**Reverse Stock Split**”) of the Company’s shares of common stock, par value \$0.0001 (the “**Shares**”) on the basis of one (1) post-Reverse Stock Split Share for every six (6) pre-Reverse Stock Split Shares (the “**Ratio**”), to be effective at 12:01 a.m. on January 26, 2021 (the “**Effective Time**”). The Company has requested that we deliver this opinion to you pursuant to the requirements of the Canadian Securities Exchange to approve the Reverse Stock Split.

In connection with rendering our opinion set forth below, we have examined the following:

- (a) a certificate of the Secretary of the Company attaching (i) resolutions of the Board of Directors of the Company (the “**Board**”) and the stockholders of the Company (the “**Stockholders**”) approving the Reverse Stock Split and the Ratio (the “**Approving Resolutions**”), (ii) a copy of the current bylaws of the Company (the “**Secretary’s Certificate**”), and (iii) representations from the Secretary of Company regarding certain other factual matters relevant to our opinion set forth below;
- (b) a copy of the Amended and Restated Certificate of Incorporation of the Company certified as of January 5, 2021 as a true copy by the Delaware Secretary of State; and
- (c) a copy of the Certificate of Amendment to the Company’s Amended and Restated Certificate of Incorporation of the Company certified as of January 11, 2021 as a true copy by the Delaware Secretary of State effecting the Reverse Stock Split as of the Effective Time (the “**Certificate of Amendment**”).

We have also examined those certificates, agreements and documents that we deemed relevant and necessary as a basis for our opinion set forth below. We have reviewed such questions of law as we have considered necessary and appropriate for the purposes of our opinion set forth below. As to questions of fact material to such opinion, we have relied upon the statements of fact contained in the Secretary’s Certificate and factual information we have obtained from such other sources as we have deemed reasonable. We have not undertaken, nor are we in a position to undertake, any independent investigation to verify the accuracy of the representations of fact relied upon by us in giving our opinions set forth below.

We have assumed the genuineness of all signatures on original documents; the authenticity of all documents submitted to us as originals; the conformity to the originals of all copies submitted to us as conformed copies or photocopies; and the authenticity of the originals

of such latter documents. We have also assumed the legal capacity for all purposes relevant hereto of all natural persons and, with respect to all parties to agreements or instruments relevant hereto, that such parties had the requisite power and authority (corporate or otherwise) to execute, deliver and perform such agreements or instruments, that such agreements or instruments have been duly authorized by all requisite action (corporate or otherwise), executed and delivered by such parties and that such agreements or instruments are the valid, binding and enforceable obligations of such parties.

Based on the foregoing, we are of the opinion that all requisite action under the General Corporation Law of the State of Delaware has been taken to validly effect the Reverse Stock Split.

Our opinions expressed above are limited to the General Corporation Law of the State of Delaware.

Our opinions expressed in this letter are for the sole benefit of and may be relied upon only by you and only in connection with the issuance and sale of the Shares. We assume no obligation to advise you of any changes that may hereafter be brought to our attention. Neither this letter nor any extract from this letter or reference to this letter may be published or delivered to any other person, apart from your professional advisors, and this letter may not be relied upon for any other purpose without our prior express written consent.

Very truly yours,

DORSEY & WHITNEY LLP

JKB/KGS

A handwritten signature in cursive script that reads "Dorsey & Whitney LLP". The signature is written in dark ink and is positioned to the right of the typed firm name.