

Cassels

December 24, 2019

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

Dear Sirs/Mesdames:

**Re: IMC International Mining Corp. (the “Company”)
Proposed Stock Split**

In accordance with Section 2.7(c) of Canadian Securities Exchange Policy 9 – *Name Change, Stock Splits and Share Consolidations*, we are providing this opinion to you regarding the proposed subdivision of the common shares (the “**Common Shares**”) of the Company on the basis of two (2) Common Shares for each one (1) existing Common Share (the “**Stock Split**”). The record date of the Stock Split is expected to be on or about January 2, 2020 (the “**Record Date**”). The Stock Split is expected to be effective on or about December 31, 2019 (the “**Effective Date**”).

In connection with rendering this opinion, we have, among other things, considered such questions of law and examined such statutes, regulations, rulings, orders, corporate records, certificates and other documents and have made such other examinations, searches and investigations as we have considered necessary or desirable for the purpose of rendering this opinion. As counsel to the Company, we have examined the executed and certified copy of the resolutions of the board of directors of the Company approving the Stock Split (the “**Board Resolutions**”).

For the purposes of this opinion, we have assumed, with respect to all documents examined by us, the genuineness of all signatures, the legal capacity at all relevant times of any natural person signing any such document, the authenticity and completeness of all such documents submitted to us as originals, the conformity to authentic originals of all such documents submitted to us as certified or true copies or as reproductions (including documents provided via fax, PDF or other electronic means) and the truthfulness and accuracy of the corporate records of the Company and of all certificates of public officials and corporate officers.

We have also assumed that: (a) there will be no change of law between the date of this opinion and the Effective Date or the Record Date; (b) there will be no change in the Effective Date or the Record Date; and (c) the Board Resolutions will not have been amended, revoked, cancelled or

otherwise terminated or altered between the date of this opinion and the Effective Date or the Record Date.

We are solicitors authorized to practice in the Province of British Columbia. In the statements set forth below, we do not express or imply any opinion with respect to laws of any other jurisdiction. The opinion expressed herein is based on legislation and regulations in effect on the date hereof.

Based upon and relying on the foregoing, and subject to the qualifications set out herein, we are of the opinion that:

- (a) all necessary steps under the *Business Corporations Act* (British Columbia) have been taken by the Company to effect the Stock Split of the Common Shares, to be effective on or about the Effective Date; and
- (b) the additional Common Shares to be issued in connection with the Stock Split will be validly issued as fully paid and non-assessable common shares in the capital of the Company.

This opinion is rendered solely to the Canadian Securities Exchange in connection with the Stock Split and may not be used or relied upon by you for any other purpose or used or relied upon by any other person, nor quoted from or referred to in any documents without our prior written consent.

Yours very truly,

"Cassels Brock & Blackwell LLP"