

June 9, 2021

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

Dear Sirs/Mesdames:

Re: Private Placement of 7,204,546 Common Share Units @ \$0.055 per Unit, and private placement of 9,149,999 Flow Through Common Share Units @ \$0.06 per Unit

We have acted as counsel to Maxtech Ventures Inc. (the "Corporation") in connection with the private placement by the Corporation of 7,204,546 units @ \$0.085 per unit (the "Private Placement"), each unit comprised of one common share in the capital of the Corporation (each a "Common Share"), and one Common Share purchase warrant (each a "Warrant"), each Warrant entitling the holder to purchase one additional Common Share for \$0.10 for a period of 3 years from closing of the Private Placement.

We have also acted as counsel to the Corporation in connection with the private placement by the Corporation of 9,149,999 units @ \$0.06 per unit (the "FT Private Placement"), each unit comprised of one common share in the capital of the Corporation (each a "Common Share"), and one Common Share purchase warrant (each a "Warrant"), each Warrant entitling the holder to purchase one additional Common Share for \$0.10 for a period of 3 years from closing of the FT Private Placement. The units were issued on a flow through basis entitling the subscriber to CEE deductions for the 2021 tax year.

We have examined originals or copies, certified or otherwise identified to our satisfaction, of such public and corporate records, certificates and documents as we have deemed necessary or relevant for the purpose of the opinion hereinafter expressed.

We have assumed the genuineness of all signatures and the authenticity of all documents submitted to us as originals and the conformity to authentic original documents of all documents submitted to us as copies or facsimiles and the authenticity of all originals of such documents and the veracity of all facts contained therein.

For the purposes of this opinion, we have relied upon a letter of the Corporation dated June 9, 2021 with respect to the receipt of Private Placement proceeds by the Corporation in the amount of \$396,250.03, and receipt of FT Private Placement proceeds by the Corporation of \$548,999.94.

The opinion expressed herein is confined to matters of the laws of the Province of Alberta and the federal laws of Canada applicable therein and we express no opinion as to the laws of any other jurisdiction.

Based and relying upon and subject to the foregoing, we are of the opinion that the Common Shares of the Corporation issued to the subscribers to the Private Placement and the FT Private Placement have been duly authorized and have been validly issued as fully paid and non-assessable shares of the Corporation, and the Common Shares of the Corporation to be issued in connection with the exercise of the Warrants,

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when issued for valuable consideration, will be duly authorized and validly issued as fully paid and non-assessable shares of the Corporation.

This opinion may not be relied upon by any person for any other purpose without our prior written consent.

Very truly yours,

Dentons Canada LLP

DocuSigned by:
Rick Skeith
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