

Montreal, June 9, 2016

Canadian Securities Exchange  
220 Bay Street, 9th Floor  
Toronto, Ontario, M5J 2W4

Dear Sirs:

Re: DNI Metals Inc. (the “**Issuer**”)  
Private Placement of Units  
Our file: 108259-00100

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We are legal counsel to the Issuer.

This opinion is provided in compliance with Policy 6 - *Distributions* of the Canadian Securities Exchange (the “**CSE**”) in connection with the closing of the fifth and final tranche (the “**Final Tranche**”) of a non-brokered private placement of up to 10,000,000 units of the Issuer (each a “**Unit**”) at a price of \$0.05 per Unit for aggregate gross proceeds to the Issuer of \$500,000 (the “**Private Placement**”). The Final Tranche comprises 1,475,000 Units for aggregate gross proceeds of \$73,750,000. Each Unit is comprised of one common share (a “**Common Share**”) and one common share purchase warrant (a “**Warrant**”). Each Warrant entitles the holder thereof to acquire one additional common share (a “**Warrant Share**”) at a price of \$0.10 per Warrant Share, at any time during a period of eighteen (18) months following issuance.

In addition, the Issuer has issued to Industrial Alliance Securities Inc. a total number of 343,984 non-transferable common share purchase warrants (the “**Finder’s Warrants**”). Each Finder’s Warrant entitles the holder thereof to purchase one Common Share at a price of \$0.10 per Common Share for a period of eighteen (18) months following issuance (the “**Finder’s Shares**”).

This opinion is provided to the CSE as a complement to our opinion dated May 2, 2016 in relation with the closing of the four first tranches of the Private Placement.

#### A. Documentation

In rendering the opinions set forth below, we have reviewed and are relying on:

- (i) a copy of the standard form of subscription agreement; and
- (ii) a certificate from a senior officer of the Issuer dated June 1, 2016 (the “**Officer’s Certificate**”).

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## B. Jurisdiction

We are solicitors qualified to practice law in the Province of Quebec and we express no opinion as to the laws of any jurisdiction, or as to any matters governed by the laws of any jurisdiction, other than the laws of the Province of Quebec and the laws of Canada applicable therein.

## C. Scope of Examinations

In connection with rendering this opinion, we have relied solely and without investigation on the Officer's Certificate, attached to this opinion as Schedule A. We have also considered such questions of law, made such investigations and examined such originals, facsimiles or copies, certified or otherwise identified to our satisfaction, of such additional public and corporate records, records of corporate proceedings, certificates and other documents as we have considered relevant or necessary in order to render the opinion expressed below.

## D. Assumptions and Reliance

In making our examinations and in rendering our opinion, we have assumed:

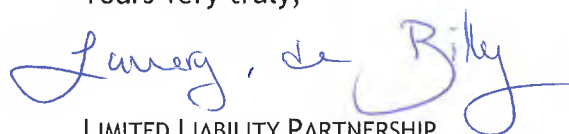
- (i) the genuineness of all signatures, the legal capacity of all individuals, the authenticity of all documents submitted to us as originals and the conformity to authentic original documents of all documents submitted to us as photostatic copies or facsimiles thereof; and
- (ii) that the consideration for the Units comprised in the Final Tranche has been fully paid to the Corporation in cash.

## E. Opinions

Based solely on the Officer's Certificate on and relying upon the foregoing, we are of the opinion that the Common Shares comprising the Units were validly issued and are outstanding as fully paid and non-assessable. Upon receipt of payment in full therefore, in accordance with the provisions of the Warrants, the Warrant Shares and the Finder's Shares shall be validly issued and outstanding as fully paid and non-assessable.

This opinion relates exclusively to the transaction outlined above and is for the sole use and benefit of the person to whom it is addressed. Accordingly, this opinion may not be delivered to, or relied upon, by any other person or used in connection with any other transaction 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.

Yours very truly,



LIMITED LIABILITY PARTNERSHIP

## SCHEDULE A

### OFFICER'S CERTIFICATE

TO: LAVERY, DE BILLY, L.L.P.

RE: Private Placement of Units of DNI Metals Inc.

The undersigned, Daniel J. Weir, President, Chief Executive Officer, Chairman and Director of DNI Metals Inc. (the "**Corporation**"), do hereby certify to the above named party on behalf of the Corporation and not in my personal capacity, after having made due inquiry, that the following facts, matters and information are true and accurate and not misleading in any material respect:


1. As the President and Chief Executive Officer of the Corporation, I am fully familiar with the assets, liabilities, business and affairs of the Corporation and have conducted such inquiries and verified such facts as I have considered necessary for the purposes of executing this certificate.
2. On January 29, 2016, the board of directors of the Corporation approved a private placement allowing the Corporation to complete a non-brokered private placement of up to 10,000,000 units of the Corporation (each a "**Unit**") at a price of \$0.05 per Unit for aggregate gross proceeds to the Corporation of up to \$500,000 (the "**Private Placement**"). Each Unit is comprised of one common share of the Corporation (a "**Common Share**") and one common share purchase warrant of the Corporation (a "**Warrant**"). Each Warrant entitles the holder thereof to acquire one Common Share (a "**Warrant Share**") at a price of \$0.10 per Warrant Share, at any time during the 18-month period following issuance.
3. On May 19, 2016, the Corporation closed a fifth and final tranche of the Private Placement comprised of 1,475,000 Units for aggregate proceeds to the Corporation of \$73,750 (the "**Final Tranche**").
4. The Corporation also issued to Industrial Alliance Securities Inc. a total number of 15,744 non-transferable common share purchase warrants of the Corporation (the "**Finder's Warrants**") in connection with the closing of the Final Tranche. Each Finder's Warrant entitles the holder thereof to purchase one Common Share at a price of \$0.10 per Common Share for an 18-month period following issuance (the "**Finder's Shares**").
5. The consideration for the Units comprised in the Final Tranche has been fully paid to the Corporation in cash.

6. The Private Placement therein contemplated does not (i) conflict with or result in any breach or violation of any agreement or other instrument to which the Corporation is a party or by which it is bound, or (ii) breach any judgment, order or decree of any court, governmental authority, underwriting, tribunal, arbitrator, stock exchange or securities regulatory authority or other authority to which the Corporation or any of the property or assets thereof is subject.
7. The undersigned acknowledges that the matters set forth in this certificate are to be relied upon by Lavery, de Billy, L.L.P., without independent investigation, in connection with its opinion letter to be provided pursuant to the policies of the Canadian Securities Exchange.
8. The Corporation has taken all necessary steps and proceedings to fulfill all legal requirements under the policies of the Canadian Securities Exchange and the applicable securities laws to qualify the Units for sale under the Private Placement.
9. All Units and Finder's shares issued under the Private Placement are issued to "accredited investors" as defined in National Instrument 45-106 - *Prospectus Exemptions* (Regulation 45-106 respecting *Prospectus Exemptions* in the province of Quebec) and are acquired as principal for their own account and not for the benefit of any other person.

This certificate is provided to the above named party as a complement to the certificate dated May 2, 2016 with respect to the closing of the first four tranches of the Private Placement.

Delivery of this certificate may be made by email in PDF format and, if so delivered, shall be deemed to be an original document.

DATED this 1<sup>st</sup> day of June, 2016.

  
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Daniel J. Weir  
President, Chief Executive Officer,  
Chairman and Director