



July 14, 2016

Auxico Resources Inc.
230 Rue Notre Dame O,
Montreal, QC Canada H2Y 1T3
Attention: Board of Directors

Dear Sirs / Mesdames:

Re: Title Opinion, Zamora Property

We are Mexican counsel for Auxico Resources Inc. and Auxico Resources, S.A. de C.V. (collectively, the "Company").

We refer to the request from the Company regarding an opinion in accordance with Mexican law (the "Opinion") in respect of the existence, compliance with imposed legal obligations, legal standing of, and title to the "*Mineral de Zamora*" (t.225182), "*Campanillas*" (t. 224618), "*Chio*" (t. 227400), "*Gaby*" (t. 227399) and "*San Felipe*" (t. 224654) mining concessions comprising the Zamora Property situated in the Municipality of Elota, State of Sinaloa, Mexico (the "Property").

As described here-below, Auxico Resources, S.A. de C.V. is the holder of 100% undivided title in and to the Property.

Subject Laws. The Opinion is limited to the laws of Mexico applicable therein (collectively, the "Applicable Laws") as at the date hereof.

In issuing the Opinion we examined the records of the Mines Recorder Office of the Federal Directorate of Mining Regulations of the Secretariat of the Economy of Mexico (the "Mines Recorder Office") which, in accordance with the Mining Act of Mexico and its Regulations (the "Act" and the "Regulations", respectively), is the authority established under Mexican law for the issue, recordation and maintenance of mining concessions situated in México.

We advise that, unless expressly stated otherwise, the following has not been verified and is not within the scope of the Opinion:

- (a) The geographical location of the Property (such verification may only be made by a land surveyor licensed under the Act);

- (b) In respect of Assessment Works Reports and Statistical Reports filed in connection with the Property, the realization of the activities and the incurring of the expenses reported therein;
- (c) Charges or Third Party Interests not recorded at the Mines Recorder Office as of the date of the Opinion,
- (d) Applications submitted to the Mines Recorder Office for which no determination has been rendered as at the date of the Opinion.

For purposes of the Opinion:

- (a) "Legal Description" means the lot name, legal standing, title number, registered owner(s), title recordation, location, term of validity and extension of the perimeter of the Property, as recorded at the Mines Recorder Office;
- (b) "Charges and Third Party Interests" means any (i) charges, encumbrances, liens or third party interests, and (ii) agreements, recorded at the Mines Recorder Office in connection with the Property;
- (c) "Section 27 Obligations" means the following obligations under Section 27 of the Act which satisfaction is required to maintain the Property in good standing: (a) execution and reporting of mandatory assessment work ("Assessment Works Reports"), (b) payment of mining duties ("Mining Duties") and (c) filing of statistical technical reports ("Statistical Reports");
- (d) "Administrative and Judicial Proceedings" means any recorded (a) administrative proceedings initiated by the Mines Recorder Office ("Administrative Proceedings") or (b) third party claims filed by the request of a judicial authority ("Judicial Proceedings"), which may result in the cancellation, nullification or suspension of the Property.

THE PROPERTY

Lot Name: MINERAL DE ZAMORA

A. Legal Description:

Title Number:	225182
Legal Status:	Active
Registered Owner(s):	Miguel de Jesús Ortega García (25%), Felipe de Jesús Ortega García (25%) and Auxico Resources, S.A. de C.V. (50%)
	<u>(SEE NOTE 1)</u>
Title Recordation:	Book: Mining Concessions,

<p>Location: Term: Extension of Perimeter:</p>	<p>Registration: 242, Page: 121, Volume: 351 Elota, Sinaloa, Mexico From July 27, 2005 to July 26, 2055 2998.8051 hectares.</p>
B. <u>Charges and Third Party Interests:</u> None recorded.	
C. <u>Unrecorded Charges and Third Party Interests:</u> 2% Ortega NSR (<i>SEE NOTE 1</i>)	
D. <u>Section 27 Obligations:</u>	
<p>Assessment Works Reports: Mining Duties: Statistical Reports:</p>	<p>In compliance through 2015. Filing of 2016 Assessment Works Report due by May 31, 2017. In compliance through December 31, 2016. In compliance through 2015 (2016 Statistical Reports due by January 31, 2017).</p>
E. <u>Administrative and Judicial Proceedings:</u>	
<p>Administrative Proceedings: Judicial Proceedings:</p>	<p>None recorded. None recorded.</p>

Lot Name: CAMPANILLAS

A. Legal Description:

<p>Title Number: Legal Status: Registered Owner(s):</p>	<p>224618 Active Miguel de Jesús Ortega García (25%), Felipe de Jesús Ortega García (25%) and Auxico Resources, S.A. de C.V. (50%) <i>(SEE NOTE 1)</i></p>
<p>Title Recordation:</p>	<p>Book: Mining Concessions, Registration:38, Page: 19, Volume: 350</p>
<p>Location: Term:</p>	<p>Elota, Sinaloa, Mexico From May 24, 2005 to May 23, 2055</p>

- Extension of Perimeter: 105.6427hectares.
- B. Charges and Third Party Interests: None recorded.
- C. Unrecorded Charges and Third Party Interests: 2% Ortega NSR (**SEE NOTE 1**)
- D. Section 27 Obligations:
- Assessment Works Reports: In compliance through 2015. Filing of 2016 Assessment Works Report due by May 31, 2017.
- Mining Duties: In compliance through December 31, 2016.
- Statistical Reports: In compliance through 2015 (2016 Statistical Reports due by January 31, 2017).
- E. Administrative and Judicial Proceedings:
- Administrative Proceedings: None recorded.
- Judicial Proceedings: None recorded.
-

Lot Name: CHIO

- A. Legal Description:
- Title Number: 227400
- Legal Status: Active
- Registered Owner(s): Miguel de Jesús Ortega García (25%), Felipe de Jesús Ortega García (25%) and Auxico Resources, S.A. de C.V. (50%)
(SEE NOTE 1)
- Title Recordation: Book: Mining Concessions, Registration: 300, Page: 150, Volume: 357
- Location: Elota, Sinaloa, Mexico
- Term: From June 14, 2006 to June 13, 2056
- Extension of Perimeter: 92.1787 hectares.
- B. Charges and Third Party Interests: None recorded.
- C. Unrecorded Charges and Third Party Interests: 2% Ortega NSR (**SEE NOTE 1**)

D. Section 27 Obligations:

Assessment Works Reports:	In compliance through 2015. Filing of 2016 Assessment Works Report due by May 31, 2017.
Mining Duties:	In compliance through December 31, 2016.
Statistical Reports:	In compliance through 2015 (2016 Statistical Reports due by January 31, 2017).

E. Administrative and Judicial Proceedings:

Administrative Proceedings:	None recorded.
Judicial Proceedings:	None recorded.

Lot Name: GABY

A. Legal Description:

Title Number:	227399
Legal Status:	Active
Registered Owner(s):	Miguel de Jesús Ortega García (25%), Felipe de Jesús Ortega García (25%) and Auxico Resources, S.A. de C.V. (50%) <u>(SEE NOTE 1)</u>
Title Recordation:	Book: Mining Concessions, Registration:299, Page: 150, Volume: 357
Location:	Elota, Sinaloa, Mexico
Term:	From June 14, 2006 to June 13, 2056
Extension of Perimeter:	80.0000hectares.

B. Charges and Third Party Interests: None recorded.

C. Unrecorded Charges and Third Party Interests: 2% Ortega NSR ***(SEE NOTE 1)***

D. Section 27 Obligations:

Assessment Works Reports:	In compliance through 2015. Filing of 2016 Assessment Works Report due by May 31, 2017.
---------------------------	---

Mining Duties: In compliance through December 31, 2016).
Statistical Reports: In compliance through 2015 (2016 Statistical Reports due by January 31, 2017).

E. Administrative and Judicial Proceedings:

Administrative Proceedings: None recorded.
Judicial Proceedings: None recorded.

Lot Name: SAN FELIPE

A. Legal Description:

Title Number: 224654
Legal Status: Active
Registered Owner(s): Miguel de Jesús Ortega García (25%), Felipe de Jesús Ortega García (25%) and Auxico Resources, S.A. de C.V. (50%)
(SEE NOTE 1)
Title Recordation: Book: Mining Concessions, Registration: 74, Page: 37
Volume: 350
Location: Elota, Sinaloa, Mexico
Term: From May 25, 2005 to May 24, 2055
Extension of Perimeter: 100.0000 hectares.

B. Charges and Third Party Interests: None recorded.

C. Unrecorded Charges and Third Party Interests: 2% Ortega NSR **(SEE NOTE 1)**

D. Section 27 Obligations:

Assessment Works Reports: In compliance through 2015. Filing of 2016 Assessment Works Report due by May 31, 2017.
Mining Duties: In compliance through December 31, 2016.
Statistical Reports: In compliance through 2015 (2016 Statistical Reports due by January 31, 2017).

E. Administrative and Judicial Proceedings:

Administrative Proceedings:

None recorded.

Judicial Proceedings:

None recorded.

NOTES

NOTE 1:

- A. On August 31, 2011, Felipe Jesús Ortega García and Miguel de Jesús Ortega García (acting as the "Assignors") and Auxico Resources, S.A. de C.V. (acting as the "Assignee") signed an Assignment of Mining Concessions Agreement (the "50% Assignment") for the transfer of 50% undivided title to the Property on payment of \$5,000 Mexican pesos plus \$264,247 Mexican pesos of outstanding mining duties (PAID). The 50% Assignment was registered at the Mines Recorder Office on June 26, 2012.
- B. On July 17, 2013, Felipe Jesús Ortega García and Miguel de Jesús Ortega García (acting as the "Assignors") and Auxico Resources, S.A. de C.V. (acting as the "Assignee") signed an Assignment of Mining Concessions Agreement for the transfer of the remaining 50% undivided title to the Property (for a total of 100% title) (the "100% Assignment") on payment of US \$232,000 (PAID) plus 2% Net Smelter Return Royalty (the "2% Ortega NSR") with an option to buy-back 1% of NSR on payment of US \$500,000. The 100% Assignment was filed for registration at the Mines Recorder Office on August 16, 2013. To approve registration of the 100% Assignment, the Mines Recorder Office requested that (a) a duly appointed representative of the Assignee ratify his signature before a notary public and that the legal existence of the company and authority of its representative are included by the notary public in deed of ratification, and (b) outstanding mining duties on the Property are paid in full. In respect of (a), the Company has instructed the writer to proceed forthwith with appointment of special representative to ratify the 100% Assignment in order to satisfy the registration requirements of the Mines Recorder Office; in respect of (b), the Company has made payment in full of all outstanding mining duties on the Property.

OPINION

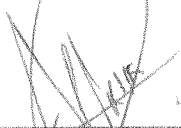
Subject to and based on the foregoing, it is our opinion that:

1. Each and all of the mining concessions comprising the Property is:
 - (a) Active,
 - (b) Validly issued and recorded,
 - (c) In full compliance with Section 27 Obligations,
 - (d) Free and clear of Charges and Third Party Interests, except for the 2% Ortega NSR, and
 - (e) Free and clear of Administrative Proceedings and Judicial Proceedings.
2. By virtue of the 50% Assignment and the 100% Assignment, Auxico Resources, S.A. de C.V. is the holder of 100% undivided title to each and all of the mining concessions comprising the Property.
3. Each of the 50% Assignment and the 100% Assignment has been duly executed and constitutes valid, binding and enforceable obligations to the parties thereto in accordance with its terms.
4. Registration at the Mines Recorder Office of the 50% Assignment and the 100% Assignment is for third-party publicity.

The Opinion is provided solely for the benefit of the Company and not for the benefit of any other person. It shall not be quoted, in whole or in part or otherwise referred to or used for any other purposes without our written consent.

We trust the Opinion has been responsive to your request. Should you have any further questions or comments, please contact our office.

Yours truly,
Urias Romero y Asociados, S. C.



Per: Abraham Urias
Lawyer (Mexico)