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December 24, 2021
File No.: 325661.00002

British Columbia Securities Commission
Alberta Securities Commission
Ontario Securities Commission

Dear Sirs/Mesdames:

**Re: Max Power Mining Corp.
Final Long Form Prospectus**

We refer to the final long form prospectus dated December 24, 2021 of Max Power Mining Corp. in relation to the offering of common shares (the “**Prospectus**”).

We hereby consent to the reference to our firm name in the Introduction and under the heading “Experts” and to the reference to our firm name and to the use of our opinion under the heading “Eligibility for Investment” in the Prospectus.

We confirm that we have read the Prospectus and have no reason to believe that there are any misrepresentations in the information contained in the Prospectus that is derived from our opinions referred to above or that is within our knowledge as a result of the services we performed in connection with such opinions.

This letter is delivered to the addressees pursuant to the requirements of Section 9.2(a)(viii) of National Instrument 41-101.

Yours truly,

“FASKEN MARTINEAU DuMOULIN LLP”

