

April 5, 2024

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

Re: ParcelPal Logistics Inc. – Share Consolidation

Dear Sirs/Mesdames:

We have acted as Canadian counsel to ParcelPal Logistics Inc. (the "**Corporation**") and, in that capacity and in accordance with Section 9.3(3)(f) of *Policy 9 – Corporate Actions* of the Canadian Securities Exchange, we have been asked to deliver an opinion in connection with the consolidation of the Corporation's common shares on the basis of one (1) post-consolidated common share for every ten (10) pre-consolidation common shares (the "**Consolidation**") as at the effective date which is currently contemplated to occur on April 11, 2024.

In connection with rendering this opinion, we have made such investigations, have considered such questions of law and have examined originals or copies, certified or otherwise identified to our satisfaction, of such certificates of public officials and of such other certificates, documents and records as we have considered necessary or relevant for the purposes of the opinion set forth below. In particular, we have reviewed the following:

- the Corporation's Articles dated October 15, 2019;
- the Corporation's most recent Notice of Articles dated June 17, 2021;
- written consent resolutions adopted by the Corporation's Board of Directors as of April 2, 2024 approving the Consolidation;
- an ISIN issuance request summary dated April 3, 2024 issued by CDS Clearing and Depository Services Inc. providing for the new CUSIP and ISIN numbers for the consolidated shares;
- the Corporation's *Form 12 – Notice of Proposed Stock Consolidation* dated April 5, 2024;
- a specimen of the letters of transmittal in respect of the Consolidation;
- a specimen new share certificate in respect the Corporation's consolidated shares;

- a letter dated April 4, 2024 from the Corporation's registrar and transfer agent confirming that it is in a position to effect transfers of the consolidated shares; and
- the confirmation of notification dated April 5, 2024 of the Consolidation by the Corporation to the relevant securities commissions and the Canadian Depository for Securities.

We have assumed, with respect to all of documents examined by us (i) the genuineness of all signatures; (ii) the legal capacity at all relevant times of any individual signing any such documents; (iii) the authenticity and completeness of all documents submitted to us as originals; and (iv) the conformity to authentic originals of all documents submitted to us as certified, conformed or electronically reproduced copies or facsimiles thereof. We have also assumed the accuracy and completeness of the corporate records of the Corporation and all information provided to us, in written form or by electronic transmission, by public officials or offices of public record, and that all such records and information continue to be accurate and complete as of the date hereof.

Other than the review of certain documents in the course of our representation of the Corporation, we have not undertaken any special or independent investigation to determine the existence of such facts or circumstances, and no inference as to our knowledge of the existence of such facts or circumstances should be drawn merely from our representation of the Corporation in this matter.

The undersigned is a licensed member of the Law Society of Ontario and is qualified to carry on the practice of law in Ontario. In providing this opinion, the undersigned relies on the temporary mobility of lawyers within the common law provinces as set out in Sections 7 to 31 of the National Mobility Agreement which has been signed by both the Law Society of Ontario and the Law Society of British Columbia.

Based and relying on and subject to the foregoing, we are of the opinion that all necessary steps have been taken by the Corporation to validly effect the Consolidation in accordance with the *Business Corporations Act* (British Columbia) and applicable law.

This opinion is provided for the due discharge of your regulatory function. This opinion relates exclusively to the matter outlined above and is for the sole use and benefit of the persons to whom it is addressed. Neither this opinion nor any copy thereof, may be delivered to, or relied upon, by any other person or used in connection with any other matter or transaction without our prior written consent.

This opinion is given as of the date hereof and is based upon laws and regulations in effect and facts in existence as of the date hereof. 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. The undersigned undertakes no obligation to update this opinion.

Yours truly,

RIMÔN QUEBEC INC.



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