

FASKEN

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June 7, 2022
File No.: 314499.00008

Alberta Securities Commission
British Columbia Securities Commission
Ontario Securities Commission

Dear Sirs/Mesdames:

Re: Axe2 Acquisitions Inc. (the “Issuer”) - Final Capital Pool Company Prospectus

We refer to the final capital pool company prospectus dated June 7, 2022 of the Issuer in relation to the offering of common shares (the “**Prospectus**”).

We hereby consent to the reference to our firm name under the headings “Maximum Investment”, “Relationship Between the Issuer and Professional Persons” and “Material Contracts” in the Prospectus. We hereby consent to the reference to our firm name and 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 10.1(1)(a) of National Instrument 41-101.

Yours truly,

“FASKEN MARTINEAU DuMOULIN LLP”

