

Law Office of Thomas Russell
3700 Campus Drive, Suite 204
Newport Beach, CA 92660
Tel: 949-743-0161
tor@tor-law.com

November 2, 2012

OTC Markets Group, Inc.
304 Hudson Street, Second Floor
New York, NY 10013

Re: Maxam Gold Corporation (the "Issuer")
Adequate Company Information and Disclosure Statement for the Period Ending 09/30/2012

I have been retained to provide an examination and opinion regarding the Quarterly Report for the period ended September 30, 2012 and the Initial Company Information and Disclosure Statement (referenced as the Initial Company and Disclosure Statement on OTC site) publicly disclosed by the Issuer and published with the OTC Disclosure and News Service on October 28, 2012. The opinion is solely for the information of the addressee hereof and OTC Market Group is entitled to rely on such letter in determining whether the Issuer has made adequate current information publicly available within the meaning of Rule 144(c)(2) under the Securities Act of 1933. The undersigned grants OTC Markets Group full and complete permission and rights to publish the letter in the OTC Disclosure and News Service for viewing by the public and regulators.

The undersigned counsel is a U.S. resident and was retained by the Issuer solely for the purpose of rendering this opinion and reviewing the current information supplied by Issuer. This opinion is based on my knowledge of the law and facts as of the date hereof. The undersigned has examined such corporate records and other documents and such questions of law as counsel has considered necessary or appropriate for the purposes of rendering this opinion.

The undersigned was admitted to the Bar of the State of California in 1983 the undersigned is permitted to practice before the Securities and Exchange Commission ("SEC") and has never been barred from practice in any of the foregoing jurisdictions.

In formulation of the opinion set forth below, I have examined such corporate records and documents including, but not limited to, the Issuer's Articles of Incorporation, By-Laws and, minutes of meetings and actions of its Board of Directors and such other documents as were deemed relevant and necessary as a basis for the opinion hereinafter set forth as well as meeting personally with the management and available Directors of the Company. Counsel has conferred with Directors and Management of the Company concerning the information provided and has received representations from the Company, its management and directors as to the accuracy of the information provided for this determination. In such examination and in discussions, the genuineness of all signatures set forth on each document has been assumed, as well as the authenticity of all original documents and the conformity to original documents of all copies of such documents as may have been supplied during the course of examination. This opinion is further based upon those representations which counsel believes to be reliable.

For the purpose of rendering this opinion, I have specifically also reviewed the following documents:

1. Quarterly Report for the period ended September 30, 2012 and Initial Company Information and Disclosure Statement (referenced as the Initial Company and Disclosure Statement on OTC website), as are publicly available and were posted on the OTC Disclosure and News Service on October 28, 2012.
2. Current Articles of Incorporation and Amendments thereto.
3. Current Bylaws of Maxam Gold Corporation.

For the purposes of rendering this opinion, I have assumed that no person or entity has Engaged in fraud or misrepresentation regarding the inducement relating to, or the execution or delivery of, the documents reviewed. Furthermore, I express no opinion as to the validity of any

of the assumptions, form or content of any financial or statistical data contained therein. The terms used in this opinion shall have the meaning ascribed to them in the documents relied upon in rendering this opinion.

Regarding the common stock of the Issuer, par value is \$0.00001 per share, (the "Securities"), in the opinion of the undersigned, the Initial Company Information and Disclosure Statement (referenced as the Initial Company and Disclosure Statement on OTC website) together with the Quarterly Report for the period ended September 30, 2012, published on the OTC Disclosure and News Service on October 28, 2012, (i) constitute "adequate current public information" concerning the Securities of the Issuer and "is available" within the meaning of Rule 144(c)(2) under the Securities Act, (ii) includes all of the information that a broker-dealer would be required to obtain from the Issuer to publish a quotation for the Securities under rule 15c2-11 under the Securities Exchange Act of 1934 (the "Exchange Act"), (iii) complies as to form with the Pink OTC Markets Guidelines for Providing Adequate Current Information, which are located on the Internet at www.otcm Markets.com, and (iv) has been posted in the OTC Disclosure and News Service. Furthermore, after reasonable investigation I have no reason to believe that such information contained an untrue statement of a material fact or omitted to state a material fact in order to make the statements made, in light of the circumstances under which they were made, not misleading.

The Issuer's unaudited financial statements were prepared by Charles Langrill, the Company's President and CFO. Mr. Langrill has an extensive background in public finance and reporting. Mr. Langrill has provided accounting services to public companies, including financial preparation of SEC filings including but not limited to the preparation of financial information and statements for audits and reports. Included in this experience is over ten years' as Chief Financial Officer of a fully reporting company that was traded on OTC Markets: BB. Mr. Langrill has represented that the unaudited financial statements were prepared in accordance with GAAP.

The Company's transfer agent is Action Stock Transfer Inc., with a business address of and is 2469 E Fort Union Blvd. Suite 214, Salt Lake City Utah 84121, and is registered with the SEC under the Exchange Act. I have reviewed a copy of the Transaction Journal and tally sheet prepared by the transfer agent for the date ending September 30, 2012 to confirm that the number

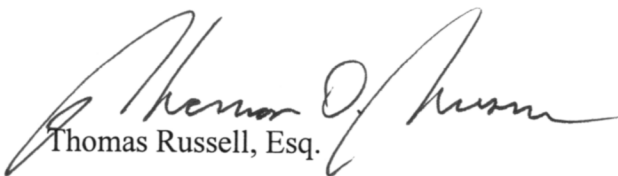
of outstanding shares set forth in Part B, Items 4 and 6 of the Report (Shares Outstanding) is correct.

The undersigned has (i) personally met with the Issuer's management and a majority of its directors, (ii) reviewed the Report published by the Issuer on the OTC Disclosure and News Service, and (iii) discussed the Report with management and a majority of the directors of the Issuer. To the best of my knowledge and after reasonable inquiry if the Issuer's management and directors, there is no officer, director, 5% holder, or counsel currently under investigation by any federal or state regulatory agency for any violation of federal or state securities law.

This opinion is solely for the information of the addressees hereof and the other parties specifically identified in the first paragraph hereof, and is not to be quoted in whole or in part or otherwise referred to, nor is to be filed with any governmental agency or other person without any prior written consent. Other than the addressee hereof and such other parties, no one is entitled to rely on this opinion. This opinion is based on my knowledge of the law and facts as of the date hereof. I assume no duty to communicate with you with respect to any other matter which comes to my attention hereafter.

Thank you for your consideration and attention.

Respectfully submitted,


Thomas Russell, Esq.