

**Via OTC News & Disclosure Service**

September 27, 2021

OTC Markets Group, Inc. – Issuer Services

304 Hudson Street, 3<sup>rd</sup> Floor

New York, NY 10013

Tel: (212) 896-4400

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**Re: Adequacy of Current Public Information**

Dear Sir or Madam:

I, the undersigned, am an attorney licensed to practice law in the state of California and before the courts of the United States. I am permitted to practice before the Securities and Exchange Commission (“SEC”) and have never been prohibited from practice thereunder. I am United States resident and citizen with a law practice in San Francisco, California. This legal opinion is limited to matters of Federal Securities Law.

I represent that neither myself, nor my firm, is not now, any time prior to, including the past five years, been under investigation for any violation(s) of federal or state securities laws, by agencies such as SEC, FINRA, CTFC or state securities regulators; nor suspended nor barred from practice in any jurisdiction; nor charged in any criminal or civil action. Neither my firm, nor am I the undersigned, directly or indirectly, a shareholder, beneficial interest, or creditor of, the Issuer, and has no agreement to receive in the future, shares of the issuer’s stock, in payment for services, or otherwise.

My firm has been retained by American International Ventures, Inc, a Delaware corporation. (“AIVN” or the “Company”) for the purpose of providing advice as to matters of federal securities law and to render a legal opinion on the adequacy of current information available to the public in relation to the filing of an “Information Statement and Disclosure” pursuant to Rule 15c2-11(a) (5) of the Securities Exchange Act of 1934 as amended (the “Exchange Act”), and Rule 144(c)(2) of the Securities Act of 1933 as amended, (the “Securities Act”). The Company is incorporated under the laws of the state of Delaware.

1. Facts & Assumptions

In rendering this opinion, I have reviewed various corporate records and other documentation necessary and proper for an opinion in conjunction with the filing of the

Company's Information & Disclosure Statement for the period ending November 30, 2020 and the Quarterly Information & Disclosure Statement for the period ending February 28, 2021, and the Quarterly Information & Disclosure Statement for the period ending May 31, 2021. Additionally, I have made further inquiry and investigation into the laws, regulations, and commentary available for such filings. With respect to corporate documentation examined, I have presumed the genuineness of all signatures thereon; the authenticity of all documents provided as originals; conformity of all copies to the original documents; and the authenticity of all original documents submitted as copies.

I have also relied upon information available on the Internet, from records with the SEC, FINRA, the OTC Markets Group, Inc. ("OTC"), and from officers of the Company in addition to other sources deemed reliable, such as records on file with the Delaware Secretary of State, the Edgar database or the Company's transfer agency. Nothing came to my attention during the course of my investigation that led me to conclude that any such documents were not genuine or authentic or that the facts contained therein were not true.

## 2. Inquiry & Investigation

I have reviewed the Annual Report and the Quarterly Report for the periods ending November 30, 2020, February 28, 2021 and May 31, 2021 posted via OTC News and Disclosure Service on September 21, 24 and 25, 2021 in such order.

The Annual Report, Quarterly Reports, including Amendments thereto and other filings of the Company, although un-audited, were prepared by Jack Wagenti of Lithia, Florida. Wagenti, has extensive professional experience serving as CEO, CFO and director for numerous public and private companies through out his career and is familiar with the preparation and review of financial statements for the same.

The Company's transfer agent is Issuer Direct Corporation. I have confirmed via electronic mail that this transfer agent is registered with the SEC and that the number of issued and outstanding shares reflected in the Annual and Quarterly Reports is accurate. Information regarding the accuracy of the shareholder's list and the issued and outstanding shares of the Company can be confirmed with Issuer Direct Corporation located at 1981 Murray Holladay Road, Suite 100 Salt Lake City, Utah 84117 Tel 801-272-924 [www.issuerdirect.com](http://www.issuerdirect.com).

Additionally, on Friday September 23, 2021, I met (*via Telephone Video Conference*) with the board of directors, Robert Polce, Jenevieve Gillen, Frederick Dunne, Paul Muncy, Richard Scheller and Jack Wagenti discuss the Annual and Quarterly Reports, the information contained therein, and specifically its adequacy for these purposes, including updates to the Company's OTC profile. An interested investor could readily find current information available regarding the Company by which s/he could objectively make a determination pertaining to the corporate financial status and relevant financial information thereby enabling such investor to make an informed and intelligent decision regarding the stock of the company by searching for

the Company on the OTC Markets Group, Inc. website at:  
<https://www.otcmarkets.com/stock/AIVN/disclosure>.

Among the officers and directors of the Company none hold more than 5% of any outstanding class of securities, but for Jack Wagenti who holds ~9.5% of the common shares. Of the >5% shareholders, there is no evidence of any investigation of them or entities controlled by them by state or federal securities regulators. There is no evidence of any investigation of the other >5% securities holders by the SEC or state securities regulators.

### 3. Legal Conclusions

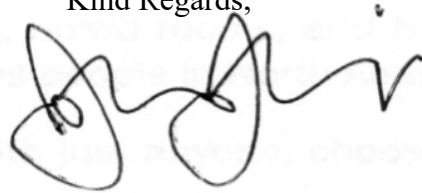
The legal opinion as expressed in this letter is that the Annual Report and Quarterly Report filings for the periods ending November 30, 2020, February 28, 2021 and May 31, 2021 as filed via the OTC Markets Group News and Disclosure Service on September 21, 24 and 25, 2021 and in such order, constitutes: (1) adequate information about the Company which is available to the public regarding the shares of common stock and is available within the meaning of Rule 144(c)(2) of the Securities Act of 1933; which (2) includes all of the information that a broker-dealer would be required to obtain from the Company to publish a quotation for the shares of common stock of the Corporation under Rule 15c2-11 of the Exchange Act of 1934; that (3) complies with the OTC Markets, Group Inc. Alternative Reporting Guidelines as they pertain to providing adequate and current information about the Company; and (4) the statement has been posted in the OTC Markets Group, Inc. News and Disclosure Service. OTC Markets Group, Inc. is entitled to rely on this opinion in determining whether the Company has made adequate current information available to the public pursuant to Rule 144(c)(2) of the Securities and Exchange Acts, and may publish this opinion on its website, [www.otcmarkets.com](http://www.otcmarkets.com), for such limited purposes.

Additionally, (5) the Company is not now “shell company” as such term is defined at Rule 405 of the Securities Act, and 12b-2 of the Exchange Act. The Issuer filed a Form 15 in or about December 2017 but continued to make filings voluntarily until sometime in 2018 having last filed a Form 10-Q for the period ending August 31, 2018. At this time, it indicated it was a “non-shell” as Company then (as it likewise still does now) maintains several active mining properties in various states of active operation. The Company at this time is in a transitional phase of its corporate development and intends to again become fully-reporting. In revisions to Rule 144 and 145 the SEC has stated an intention not to relegate start-up companies or companies with limited operations to shell status. The Company’s filings with OTC Markets Group, Inc. have indicated that it is a non shell on the cover page of such filings having done so consistently since it began making such filings in late 2018, early 2019.

The statements and opinions set forth herein reflect observations and results of inquiries up to the date hereof, and shall remain valid for as long as the documents, instruments, records and other information I have reviewed and examined remain unchanged, and the assumptions

relied upon continue to be valid. This opinion is intended solely for the use and application of OTC Markets Group, Inc. as it deems appropriate for use and publication on its website.

Kind Regards,

A handwritten signature in black ink, appearing to read "John E. Dolkart, Jr.", written in a cursive style.

John E. Dolkart, Jr., Esq.