FRANK J. HARITON • ATTORNEY - AT - LAW
1065 Dobbs Ferry Road • White Plains • New York 10607 • (Tel) (914) 674-4373 • (Fax) (914) 693-2963 • (e-mail) hariton@sprynet.com

January 12, 2015

OTC Markets Group
304 Hudson Street - 2nd Floor
New York, NY 10013

Re: Nutroganics, Inc., SYMBOL: NUTT - Sufficiency of Adequate Current Information

Ladies and Gentlemen:

Please be advised that I am securities counsel to Nutroganics, Inc., a Delaware corporation (the "Issuer"). I have been requested, as securities counsel to the Issuer, to render a sufficiency of adequate current information opinion (this "Opinion") in connection with the filing by the Issuer of an Interim Report with Financial Statements filed January 8, 2015 covering the period ended September 30, 2014 together with the other documents filed on January 8, 2015 (collectively the "09/30/14 Interim") and all other reports previously filed with OTC Markets Group and its predecessors by the Issuer (collectively the "Historical Information") pursuant to Rule 15c2-11(a)(5) of the Securities Exchange Act of 1934 as amended (the "Exchange Act") and Rule 144(c)2 under the Securities Act of 1933, as amended (the "Securities Act").

For the reasons set forth herein, it is my opinion that the 09/30/14 Interim Report and the Historical Information, taken together: (i) constitutes adequate current public information concerning the shares of common stock of the Issuer (the "Securities") and 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 shares of common stock of the Issuer (the "Securities"), under Rule 15c2-11 of the Exchange Act; (iii) complies as to form with the Pink OTC Markets Inc. Guidelines for Providing Adequate Current Information, which are located on the Internet at www.OTCMarkets.com; and (iv) has been posted in the OTC Markets Group News Service. Please be advised that OTC Markets Group ("OTCMG") is entitled to rely on this Opinion in determining whether the Issuer has made adequate current information publicly available within the meaning of Rule 144(c)(2) under the Securities Act.

In rendering the Opinion, I have reviewed such corporate records and other documents as I have deemed necessary regarding the filing of the 09/30/14 Interim Report and the Historical Information. On January 12, 2015, I had a face time conversation with Jay O. Wright, the Chairman and CEO of the Issuer using Face Time which allowed us to see each other while talking. I have represented the issuer's other director and CEO, David Sackler, in connection with other companies and have personally met with him on many occasions. On January 12, 2015, I had a face time conversation with Doug Scott, the CFO of the Issuer using Face Time which allowed us to see each other while talking. I plan to have a personal meeting with Mr. Wright and Mr. Scott in the next few months. These three persons are all of the issuer's executive officers and directors. I have performed certain due diligence inquiries, including reviewing the Issuer's material contracts, and questioning management about its plans and strategies. In addition, I have made such investigations and have considered such questions of law as I deemed necessary and appropriate for the purposes of rendering this Opinion. In all such examinations, I have assumed the genuineness of all signatures, the authenticity of all documents submitted to me as originals, the conformity to original documents of all documents submitted to me as copies and the authenticity of all originals of such documents submitted as copies. Further, in all such examinations, I may have relied on information obtained from public officials, officers of the Issuer and other sources and represents that all such sources are reasonably believed to be reliable.

The person responsible for the preparation of the financial statements and notes thereto contained in the Annual Report and the Historical Information is the Issuer's CFO, Doug Scott, who I believe to have sufficient experience in these matters. I base this beleif in part upon the fact that Mr. Scott had been employed by Nortel

and its subsidiaries in their finance departments for at least sixteen years. The financial statements therein are certified by an officer of the Issuer to present fairly, in all material respects, the financial position, results of operations and cash flows for the periods presented, in conformity with accounting principles generally accepted in the United States of America, consistently applied. In the opinion of management, all adjustments considered necessary for fair presentation have been included in the financial statements.

The Issuer's transfer agent (the "Transfer Agent") is Continental Stock Transfer & Trust Company, 17 Battery Place - 8th Floor, New York, New York 10004 (tel) 800-509-5586. The Transfer Agent is registered with the Securities and Exchange Commission. I have communicated with the Transfer Agent to confirm the number of shares outstanding.

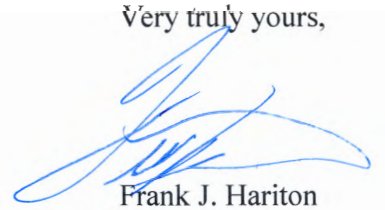
The documents containing the information concerning the Issuer and the Securities that are publicly available as of the date of filing of Annual Report as defined above.

I have personally reviewed the 09/30/14 Interim Report and the Historical Information together with all exhibits and it is my legal opinion that such information taken together comport with all necessary requirements of Rule 144(c)(2) under Securities Act, and that to the best of my knowledge the Annual Report and the Historical Information together with all exhibits, taken together, are accurate, up to date, and contain the most current information available on the Issuer, and that an interested investor would find current information therein which could help him objectively determine corporate and financially relevant information better enabling him to make an informed and educated and intelligent decision. I have discussed with management and received management's approval of this Opinion and all filings hereunder. Moreover, to the best of my knowledge, after inquiry of management and a majority of the Board of Directors of the Issuer, neither the Issuer nor its Board of Directors nor any 5% or greater shareholder is currently under investigation by any Federal or state regulatory authority for any violation of federal or state securities laws. Furthermore, after reasonable inquiry, I confirm the ownership information with respect to the Issuer's officers and directors and 5% beneficial owners set forth in the Annual Report.

I am a resident of the State of New York and admitted to practice law in the State of New York. I have been retained by Issuer for the purpose of rendering this Opinion and as its general securities counsel. My relationship as counsel to the Issuer is solely as a lawyer serving as securities counsel and in connection therewith I have been retained for the purpose of reviewing the current information provided by Issuer. I have never been prohibited from practicing before the Securities and Exchange Commission. I do not own any shares of the Issuers common stock or any of its other securities.

The opinions set forth herein are expressed as of the date hereof and remain valid so long as the document, instruments, records and certificates I have examined and relied upon, as noted above, are unchanged and the assumptions I have made, as noted above, are valid. While this Opinion is intended exclusively for use by OTC Markets Group, the same is hereby granted full and complete rights and permission without any future request to publish this Opinion as part of "OTCMarkets.com" for viewing by the public and regulatory agencies.

Very truly yours,



Frank J. Hariton