Law Offices of Joseph L. Pittera
2214 Torrance Boulevard
Suite 101
Torrance, California 90501
Telephone (310) 328-3588 Facsimile
(310) 328-3063
E-mail: ipitteralaw(â)gmail.com

August 27, 2014

Cal-Bay International, Inc.
600 17 Street
Suite 2800
Denver, Colorado 80202

Re: Business of the Issuer
Issuer: Cal-Bay International, Inc.

Ladies and Gentlemen:

This letter is in response to the request of Cal-Bay International, Inc. that I express my opinion as to whether the Company is involved directly in making products for the medical marijuana industry, products which contain the chemical THC that is currently legal to sell at the state level in a number of states but which is still considered illegal under federal law.

Facts and Assumptions

In connection with rendering this opinion, I have investigated such matters and examined such documents as I have deemed necessary. In examining the documents, I have assumed the genuineness of signatures (both manual and confonned), the authenticity of documents submitted as originals, the conformity with originals of all documents furnished as copies, and the correctness of the facts set fofth in such documents. 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 set forth therein were not true.

This opinion is expressed solely on the facts and assumptions set forth herein, and is specifically limited to the investigation and examinations stated and such other investigation as I deemed necessary. This opinion covers a review ofthe business and products offered by the Company and whether the Company is engaged in any business activity which is illegal under federal law, specifically the production, sale, or distribution of products in the marijuana category that contain high levels ofthe chemical THC.

Pursuant to this engagement, I have examined the following specific documents or made the following inquiries:

a. Review of the Company website located at www.calbayco.com;

b. A review of the current business plan of the Company which describes the different product offerings and technologies used by the Company in its products;

c. A copy of the Company's filings with the OTC Markets;

d. A copy of the Board Resolutions for Cal-Bay International, Inc.

Discussion

The Company's most recent Financial Report was for the quarterly period ended June 30, 2013 which was filed on September 18, 2013. The Company is a reporting Company on the OTC Markets. A review of the Company's most recent filings for the period ended June 30, 2013 indicates that the Company is an active Company with assets and therefore not a Shell Company. The Company is current in its reporting status pursuant to the OTC Markets and as such satisfies the requirements of Rule 144(c)(2) which specifies that if the issuer is not subject to the reporting requirements of section 13 or 15(d) ofthe Exchange Act, there is publicly available the information concerning the issuer that would be sufficient to give potential investors adequate information about the Company's business, finances, and officers and directors. The Company is current on its filings with the OTC Markets and has therefore posted adequate current information.

Cal-Bay International, is a Publicly Traded diversified Investment Holding Corporation. The Company is constantly developing and searching for operational business acquisitions in specific sectors for development, growth and profitability. Cal-Bay's goal is to develop multiple profit centers and residual income thus creating a stable consolidated financial environment for both the parent company and its subsidiaries, allowing for continued expansion in all areas of the relevant business sectors.

Through Cal-Bay's targeted acquisition goals, the Company is focused on revenue operations in the retail marketplace. The focus is on designing, constructing and marketing State of the Art Vending & Kiosk technologies, along with related product(s) manufacture and distribution. Additionally the Company intends to launch several retail oriented E-Commerce storefronts by May 2014.

The Company maintains four different divisions and product categories:

(1) Cal-Bay Financial a wholly owned subsidiary, recently announced the development of a merchant processing network introduced as the CB Green Card, a Pre-Paid Gift and Loyalty Program charge card, using a closed loop network, which is intended for use by way of an exclusive Cal-Bay Financial Services processing terminal which will allow a seamless transaction for the customer's purchase and would further create a full report for the dispensary and transfer of funds from the point of sale to their US banking institution, additionally showing a full sales reporting operation to the tax collectors and at the same time legally processing the

funds to the dispensary's bank, as would a regularly operating business transacting with a merchant card processing account.

(2) Cal-Bay International 's Pharmacy Vending division is developing a proprietary automated Kiosk Vending system called PHARMACY-VEND, which operates much like a bank ATM, but with a significantly higher degree of security allowing secured prescription vending of medications directly to patients at the point-of-care, including Pharmacies, Hospitals, Dispensaries, and Clinics. The Vending dispensation systems are designed for prescription fulfillment use and will be typically positioned adjacent to the actual pharmaceutical dispensary. PHARMACY-VEND is designed to dramatically improve prescription fill times and reduces the downstream costs associated with patient prescription pick-up times. Additionally, PHARMACY-VEND offers a level of convenience to enhance patient satisfaction and give health care facilities a competitive edge. Pharmacy-Vend's advanced technology equipment is designed to cut rising costs and give patients a better, faster and secure way ofproviding immediate access to acute medications.

(3) The Company is in the process of creating a wholly owned leasing division for the Vending Equipment divisions of Cal-Bay International. When fully operational this entity will purchase the equipment from Pharmacy Vending and create a lease agreement between the end user and Cal-Bay Leasing generating a stream of residual income for the Leasing Company. The end result is the creation of two Profit Centers for the Holding Company which would be reflect in the Company's consolidated financial statement.

(4) Cal-Bay recently acquired the proprietary all natural plant enhancement technology for retail and wholesale distribution known as Snapgrovfth. Experimental results using Snapgrowth show improvements in plant growth size and speed of growth. The proprietary formula comprises all natural ingredients with no preservatives and no harmful additives. The test results were finalized in 2013 and overall were consistent with only slight variations noted which were dependent upon, soil and air conditions, climate and natural light.

Based upon this review it is apparent that none of the Company subsidiaries and technologies used are involved in the medical marijuana or consumer marijuana fields. The Company does have plans at some point to develop Hemp based products but only in compliance with State and Federal laws. On this basis the Company currently is not involved in the medical marijuana or consumer marijuana industries and therefore is not in violation of any state or federal laws with respect to medical or consumer marijuana use.

The Company is currently a non-reporting issuer in that it is currently not subject to the reporting requirements of section 13 or 15(d) of the Exchange Act. The Company however has made available to the public adequate current information pursuant to the rules of the OTC Markets thereby satisfying 144(c)(2). The debt transaction that underlies the issuance of the shares occurred more than one year ago and the Company is currently not a Shell Company and never has been a Shell Company in that the Company was not a Company that had:

(A) No or nominal operations; and (8) Either:

(1) No or nominal assets; or (2) Assets consisting solely of cash and cash equivalents; or (3) assets consisting of any amount of cash and cash equivalents and nominal other assets.

Based on my examination of the above-described documents and relevant law and subject to the limitations expressed herein, I am of the opinion that the Company is not involved in the medical or consumer marijuana industries and is therefore not in violation or potential violation of any State or Federal laws concerning this field.

This opinion is given only with respect to the specific information relating to the Company's markets, subsidiaries and technologies and may be relied upon by the Company, its transfer agent, any broker-dealers and any clearinghouses working with Broker-Dealers.

Very truly yours,



Joseph Pittera