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Attorney at Law

Admitted in Florida and Georgia (emeritus)

May 18, 2015
via upload by Issuer

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

Re: CleanPath Resources Corp.
Trading symbol: CLNP

Ladies and Gentlemen:

I have been engaged as special counsel to CleanPath Resources Corp, a Nevada corporation with its registered office located at Suite 120B, 2400 S. Cimarron Road, Las Vegas, NV 89117 ("Issuer"), to provide this letter with respect to the information ("Information") publicly disclosed by the Issuer and published through the OTC Disclosure and News Service, including all information published at http://www.otcmarkets.com/stock/CLNP/profile and related pages. The Issuer's common stock ("Securities") is quoted on OTCPink and is traded in the over-the-counter market. Please be advised that Pink OTC Markets is entitled to rely on this letter in determining whether the Issuer has made adequate current public information publicly available within the meaning of Rule 144(c)(2) under the Securities Act of 1933 ("Securities Act"). It should be noted that Rule 144(c)(2) does not define or provide a standard for public availability of information. In using this term, I refer to any information which is available to the public from any source, including information which requires payment of a fee to a public official. In particular, the Rule does not require publication of information on or through the OTC Disclosure & News Service.

The Information covered by this opinion includes and is limited to information under the Issuer's control on the "Company Info" tab and the items of information indexed on the "Filings and Disclosure" tab, as follows:

Information Item*	Period End Date	Publish Date
Annual Report - 2014	December 31, 2014	April 17, 2015

I am a citizen and resident of the United States of America. From time to time, I have provided and expect to provide legal services to the Issuer in the areas of corporate, business transactions and securities law. I now have and have had no other relationship with the Issuer. I am licensed to practice law in Florida and Georgia (emeritus). The subject matter of this letter covers the jurisdictions of the State of Nevada, and the laws of the United States of America. I have not relied on the work of any other attorney in rendering the opinions set forth below. I am permitted to practice before the U.S. Securities and Exchange Commission and am not prohibited from such practice.

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For the purpose of this letter, I have reviewed, to the extent I deem relevant to the matters covered by this letter, and relied upon the following:

Documents publicly available -

a. a true copy of Articles of Incorporation the Issuer filed July 7, 2004 and all amendments thereto;

b. registrations and reports filed by the Issuer's predecessor pursuant to the Securities Act of 1933 and the Securities Exchange Act of 1934 beginning December 17, 2004 and ending November 19, 2008 under certain previous names ending with CleanPath Resources Corp. (Commission File No. 000-52259);

c. information published by the Issuer through the OTC Disclosure & News Service on OTCMarkets at the Internet address of http://www.otcmarkets.com/stock/CLNP/profile and related pages, in particular, the documents listed on the "Filings and Disclosure" page in the active category;

d. a list of all transfer agents registered as of June 2, 2011 with the U.S. Securities and Exchange Commission ("Commission") pursuant to Section 17A of the Securities Exchange Act of 1934, as amended, as provided by the staff of the Commission;

e. the Issuer's web site at http://www.naturebev.com.

Documents not publicly available -

a. an agreement with Island Stock Transfer ("Transfer Agent") dated August 14, 2014 engaging that firm's services as the Issuer's transfer agent;

b. a copy of email from the Transfer Agent dated May 14, 2015 ("Position Report") advising of the total issued and outstanding shares of common stock on January 2, 2015 and provided to me by the Issuer.

I have also reviewed and relied upon such other documents and certificates of the Issuer and of public officials as I have deemed necessary and relevant to the subject matter this letter. I have assumed the due and proper election or appointment of all persons signing and purporting to sign the documents in their respective capacities, as stated therein, the genuineness of all signatures, the conformity to authentic original documents of the copies of all such documents submitted to me as certified, true, conformed and photocopied, including the quoted, extracted, excerpted and reprocessed text of such documents. As to matters of fact, I have relied on information obtained from public officials, officers of the Issuer and other sources, which I believe to be reliable.

I have also reviewed and am familiar with Rule 144 under the Securities Act and Rule 15c2-11 under the Securities Exchange Act of 1934 (the "Exchange Act"). It should be noted that the only information required by Rule 144(c)(2) that is required to be publicly available is limited to the information identified in paragraphs (a)(5)(i) to (xiv) and (a)(5)(xvi) of Rule 15c2-11. The required information is less extensive than the information identified in OTC Pink Basic Disclosure Guidelines Version 1.1, April 25, 2013.

The Information (i) constitutes “adequate current public information” concerning the Securities and the Issuer and “is available” within my understanding of 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 (see Appendix "A", hereto), (iii) complies as to form with OTC Pink Basic Disclosure Guidelines Version 1.1, April 25, 2013, and (iv) has been published through the OTC Disclosure & News Service.

I have been advised by the Issuer that X Tax Pros of Las Vegas, Nevada is responsible for the preparation of the financial statements contained in the Information. X Tax Pros represents that it provides a full range of financial and business advisory services to both individuals and businesses. The financial statements are not audited. The qualifications of Mr. Hazen to prepared the financial statements are set forth in his biographical information contained in the Information.

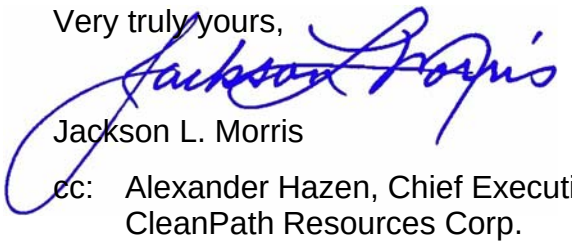
The Transfer Agent’s address is Suite 3012, 15500 Roosevelt Boulevard, Clearwater, Florida 33760. According to information obtained from the Commission, the Transfer Agent was registered with the Commission pursuant to Section 17A of the Exchange Act as of June 2, 2011 and I have no reason to believe such registration has been terminated. The Position Report states that the number of issued and outstanding shares of common stock at the close of business on the date thereof was 6,049,000,000 shares.

I have (i) personally met with management and a majority of the directors of the Issuer, (ii) reviewed the Information published by the Issuer through the OTC Disclosure & News Service and (iii) discussed the Information with management and a majority of the directors of the Issuer.

To the best of my knowledge, after inquiry of management and a majority of the directors of the Issuer, neither of the Issuer, any five percent holder of the Issuer's securities is, nor am I, currently under investigation by any federal or state regulatory authority for any violation of federal or states securities laws.

No person other than OTC Markets Group is entitled to rely on this letter. Notwithstanding this limitation of reliance, I hereby grant OTC Markets Group full and complete permission and right to publish this letter through the OTC Disclosure & News Service for viewing by the public and regulatory agencies; provided, that such permission to publish and the publication hereof shall not be deemed a waiver of the limitations of reliance set forth in this paragraph.

Very truly yours,



Jackson L. Morris

cc: Alexander Hazen, Chief Executive Officer
CleanPath Resources Corp.