

*Law Offices of*  
***Dieterich & Associates***

*11835 W. Olympic Boulevard  
Suite 1235E*

*Los Angeles, California 90064*

*(310) 312-6888*

*FAX (310) 312-6680*

*[venturelaw@gmail.com](mailto:venturelaw@gmail.com)*

*Christopher Dieterich*

*Mike Khalilpour*

*Bryon Y. Chung*

*Of Counsel*

*J. John Combs*

May 28, 2015

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

RE: *Legal Opinion concerning Adequate Current Information of  
Vanguard Mining Corporation  
(Symbol – VNMC)*

Ladies/Gentlemen:

You are entitled to rely on this letter in determining whether Vanguard Mining Corporation (the “Issuer”) has made adequate current information publicly available within the meaning of Rule 144(c)(2) under the Securities Act of 1933.

I am a resident of the United States and have been retained by the Issuer for the purpose of rendering this letter and related matters. This firm’s relationship with the Issuer includes, over and above writing this letter, serving as special securities counsel for the Issuer, which duties include preparing or reviewing disclosure information and press releases, interfacing with the chief financial officer and independent accountants, and giving general legal advice to management.

I have examined such corporate records and other documents and such questions of law as I have considered necessary or appropriate for purposes of writing this letter. 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 represent that all such sources are believed to be reliable.

This letter relates to the laws of the United States, specifically Federal securities law. I have been a member in good standing of the bar of the State of California since 1980, and am permitted to practice before the Securities and Exchange Commission (the “SEC”) and I have not been prohibited from practice thereunder.

The Issuer is not currently a reporting company and, therefore, does not file annual or other reports with the SEC. I have reviewed publicly available information relating to the Issuer Including:

- (I) the Issuer's profile posted on the OTC Markets Group website;
- (ii) its Initial Company information and Disclosure Statement filed with the OTC Markets Group on July 12, 2011 (including additional exhibits, Articles of Incorporation, Bylaws, supplemental mining information and Annual Statements for December 31, 2010 and 2009), all unaudited, also filed on July 12, 2011;
- (iii) its Quarterly Reports for the period ending March 31, 2011, along with the Attorney Letters for current information for both December 31, 2010 and March 31, 2011 reports; all filed on July 12, 2011, with OTC Market Group;
- (iv) its Annual Report for the periods ended December 31, 2012, and December 31, 2013, both filed on March 21, 2014, followed by the Attorney Letters with respect to current information for those two reports, filed on March 24, 2014, with the OTC Markets Group;
- (v) its Quarterly Report for the period ended March 31, 2014, filed on May 15, 2014, with OTC Markets Group
- (vi) its Quarterly Report for the period ended June 30, 2014, filed August 15, 2014, and amended on October 6, 2014, and the Quarterly Report for the period ending September 30, 2014, filed on November 14, 2014;
- (vii) its Annual Report for the period ending December 31, 2014, filed with the OTC Markets Group on May, 27, 2015 and updated on May 28, 2015; and
- (viii) its Quarterly Report for the period ending March 31, 2015, filed with the OTC Markets Group on May 27, 2015.

All of the above reports constitute the "Information" available to the public. The Company's financial statements provided in the Information have not been audited.

It is my opinion that the Information (I) constitutes adequate current public information concerning the Issuer's securities and it is available within the meaning of Rule 144(c)(2) under the Securities Act of 1933; (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 pursuant to Rule 15c2-11 under the Securities Exchange Act of 1934 (the "Exchange Act"); (iii) complies as to form with the OTC Markets Group's Guidelines for Providing Adequate Current Information, which are located on the Internet at [www.otcmarkets.com](http://www.otcmarkets.com); and (iv) has been posted through the OTC Disclosure and News Service.

The person responsible for the preparation and compilation of the financial statements contained in the Information is Rao Mankal. Mr. Mankal is qualified to compile and certify the financial statements because of his over 30 years of senior executive experience in public and private companies, and his international work experience in rehabilitation projects of the World Bank and International Finance Corporation. Mr. Mankal has a Bachelor's Degree of Commerce from Bangalore University, India, and is a Certified Chartered Accountant, a Certified Management Accountant (by the Institute of Management Accountants, USA) and a Cost Accountant, certified by the Institute of Cost Management Accountants of India.

The Issuer's transfer agent is Transfer Online, Inc., which is registered with the SEC. The method used to confirm the number of outstanding shares of common stock set forth in the Information was to contact the Issuer's transfer agent and receive confirmation as to the number

of outstanding shares. As of December 31, 2014, the total number of outstanding shares of common stock of the Issuer was 144,000,132.

I have personally met with management and a majority of the directors of the Issuer. I have reviewed the Information published by the Issuer through the OTC Disclosure and News Service. I have 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 the directors of the Issuer, neither counsel nor any officer, director or 5% holder of the securities of the Issuer is currently under investigation by any federal or state regulatory authority for any violation of federal or states securities laws.

No person other than the OTC Markets Group is entitled to rely on this letter. However, I hereby grant the OTC Markets Group full and complete permission and rights to publish the letter through the OTC Disclosure and New Service for viewing by the public and regulators.

I have compiled a list below, as about May 28, 2015, of the names of each executive officer, director, general partner and other control person of the Issuer and promoter, finder, consultant or any other advisor of the Issuer who assisted, prepared or provided information with respect to the Issuer's disclosure or who received securities as consideration for services rendered to the Issuer and the following information related to each: (I) their full name, (ii) their business address, (iii) the number and class of the Issuer's securities beneficially owned by each of them (iv) with respect to each of the securities described in the preceding clause whether or not the certificate or other document that evidences the securities contains a legend stating that the securities have not been registered under the Securities Act and setting forth the referring to restrictions on transferability and sale of the securities and (v) a complete description of the consideration received by the Issuer in connection with each issuance of shares to any of them including, without limitation, the nature of any services performed for or on behalf of the Issuer. For purpose of this letter, the term "control person" includes (i) any person controlling, under common control with, or controlled by, the Issuer or (ii) any person who obtained securities of the Issuer in connection with a negotiation with the Issuer within the three-year period prior to the date of the opinion. With respect to any of the Issuer's control persons that is an entity and any parent entity of any control person, this letter provides the information described in the first sentence of this paragraph for each control person of such entity or parent entity.

- (I) ***Name: Son Anh Duong***  
Large Shareholder, Chairman, President
- (ii) Business Address: 62 Nguyen Huy Tuong St. Thanh Xuan Trung Ward, Thanh Xuan District, Hanoi, Vietnam
- (iii) Number and Class of Shares Beneficially Owned: 111,066,640 Common Shares
- (iv) Shares are restricted
- (v) Acquired shares by purchase, for cash, from a previous shareholder
  
- (I) ***Name: Timothy Pham***  
Secretary
- (ii) Business Address: 5348 Vegas Drive, Las Vegas, NV 89108
- (iii) Number and Class of Shares Beneficially Owned: 50,000 Common Shares
- (iv) Shares are restricted

- (v) Acquired shares by exchange of services rendered to the Company
- (I) ***Name: Madhava Rao Mankal,***  
Chief Financial Officer
- (ii) Business Address: 7476 Sungold Avenue, Corona, CA 92880
- (iii) Number and Class of Shares Beneficially Owned: 200,000
- (iv) Shares are restricted
- (v) Acquired shares as an employment inducement

I have made specific inquiry of each of the persons listed above, persons engaged in promotional activities regarding the Issuer, and persons owning more than ten percent (10%) of the Securities (collectively, the “Insiders”), and based upon such inquiries and other information available to counsel, there were no sales of shares, and there were no redemptions. Not one of these shares was sold into the open marketplace. Nothing has come to the attention of counsel indicating that any of the Insiders is in possession of any material non-public information regarding the Issuer of the Securities that would prohibit any of them from buying or selling the Securities under Rules 10b-5 or 10b5-1 under the Exchange Act.

I hereby grant OTC Markets Group full and complete permission and right to publish this Opinion Letter in the OTC Disclosure and News Service in connection with Vanguard Mining Corporation’s Annual Report for the year ended December 31, 2014, for viewing by the public and regulators. No other person, entity, agency or body is entitled to rely upon this letter.

Respectfully,

**DIETERICH & ASSOCIATES**

*/s/ Christopher Dieterich*

Christopher Dieterich