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May 14, 2014

Raj Jaghai
FINRA – Corporate Actions
9509 Key West Avenue
Rockville, MD 20850

RE: Legal Opinion for GreenGold Ray Energies, Inc. and its Successors

Dear Mr. Jaghai;

I have been retained as special counsel to GreenGold Ray Energies, Inc. (the "Issuer") for the purpose of rendering a legal opinion as to whether the Issuer's shares of common and preferred stock have been duly authorized, validly issued, and whether such shares are free and clear of any liens, fully paid and non-assessable.

During my investigation, I have established that GreenGold Ray Energies is Corporation duly organized in the State of Tennessee on December 17, 2013 and that the Issuer is in good standing. The Issuer's predecessor was originally incorporated in the State of Texas on August 4, 1982 as Waste Recovery, Inc., and changed its name to GreenGold Ray Energies, Inc. on April 15, 2008. The Issuer's Plan of Merger filed on November 12, 2013, was completed and was made effective on April 4, 2014 in the State of Texas and was made effective on April 21, 2014 in the State of Tennessee. The Issuer has affirmed that to its knowledge, there are presently no law suits pending against the Issuer.

Based on the foregoing and subject to the qualifications and limitations stated in this letter, I am of the opinion:

1. That all issued and outstanding shares of both common and preferred stocks have been duly authorized, validly issued, and are free and clean of any liens, fully paid and non-assessable; and

2. That the current total issued and outstanding common shares (CUSIP No. 395257 108) are 16,493,536,422; and

3. That the 6,029,250,000 shares which the Issuer alleged were disputed, and illegally converted by "Jatropha Prime Energies" were in fact shares misappropriated or stolen from the true and legitimate beneficial owner "Au Marcge Minerals AG" and "Fordee CA Trust" the Nominee Name of BCHI Philippines; and

4. That such 6,029,250,000 disputed shares were in fact illegally distributed, and once this was discovered, a stop transfer was completed by the Transfer Agent, which prevented further transfer to "Jatropha Prime Energies" and were subsequently deleted from the Shareholders' List of GreenGold Ray Energies on March 4, 2014; and

5. That the 6,029,250,000 disputed shares were then in fact validly and rightfully cancelled by the Issuer's Board of Directors in accordance with the statutes and Bylaws of the Issuer at the request of the true beneficial owner which prevented the disputed shares from mixing with the clean outstanding shares; and

6. That the 6,029,250,000 disputed shares were reissued to the true beneficial owner on March 4, 2014 and that such shares are validly issued, and are free and clear of any liens, fully paid and non-assessable; and

7. That the total 16,493,536,422 issued and outstanding common shares have no impediment or limitation that would prevent the shareholders from trading their shares of the common stock, provided that the transfer of such shares are registered under a Registration Statement or qualify for an exemption from registration, and satisfy the requirements under the Securities Act of 1933.

For purposes of this opinion, I have been furnished with and have examined originals or copies, certified or otherwise identified to my satisfaction, of all such records of the Company, agreements, and other instruments, certificates of officers and representatives of the Company, certificates of public officials and other documents as I have deemed it necessary to require as a basis for the opinions hereafter expressed.

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

1. All documents on file with the States of Tennessee and Texas which show that presently, GreenGold Ray Energies, Inc. is duly registered and was chartered in the State of Tennessee on December 17, 2103 and is in Good Standing until April 1, 2015; and

2. The "Articles of Merger" and the "Certificate of Series of Shares Designation" filed stamped in the State of Tennessee and effective as of April 21, 2014 as the surviving State of Jurisdiction; and

3. The "Articles of Merger" & "Certificate of Series of Shares Designation" filed stamped in the State of Texas and effective as of April 4, 2014; and

4. The Issuer's SEC Form 8-K as filed on March 3, 2014 which provides a detailed history of the Issuer and it's control changes; and

5. Certain other documents and factual matters with respect to the Issuer including such Board of Director's Resolutions, Transfer Agent Instructions, Stop-Orders, Shareholder Reports, and other correspondence from the Issuer and the Transfer Agent documenting the history and current status of the 6,029,250,000 disputed shares referenced above.

As to questions of fact material to such opinions, I have, where relevant facts were not independently established, relied upon statements by principal officers of the Company. I have made such further legal and actual examination and investigation as I deem necessary for purposes of rendering this opinion. In my examination I have assumed the genuineness of all signatures, the legal capacity of natural persons, the correctness of facts set forth in certificates, the authenticity of all documents submitted to me as originals, the conformity to original documents of all documents submitted to me as certified or photostatic copies, and the authenticity of the originals of such copies. I have also assumed that such documents have been duly authorized, properly executed, and delivered by each of the parties thereto other than the Company.

This opinion is based expressly on the facts stated herein, and may not be relied upon in the event that other facts, not presently known to us, come to light. Opinion letters of counsel are not binding upon the Securities and Exchange Commission (SEC) or the Courts, and to the extent that persons relying upon this letter may have knowledge of facts and circumstances that are contrary to those upon which this opinion is based, this opinion would not be applicable. I am admitted to practice law in the State and Federal Courts of Maryland. The opinions expressed above are limited to the Federal Laws of the United States of America and no opinion is provided regarding any federal or state law not specifically referenced herein.

The opinions set forth herein are expressed as of the date hereof and remain valid so long as the documents, instruments, records and certificates we have examined and relied upon as noted above are unchanged and the assumptions we have made, as noted above, are valid. If any facts or documents are determined to be incorrect, misstated, or misrepresented, then the opinion or opinions expressed herein may not continue to be valid. Furthermore, the opinions herein are rendered as of the date hereof, and we disclaim any undertaking to advise you hereafter of developments later occurring or coming to our attention, whether or not the same would (if now existing and known to this office) cause any change or modification herein.

This opinion may be relied upon by the Financial Industry Regulatory Authority ("FINRA"). This opinion may not be relied upon by any other party for any other purpose and may not be reproduced or distributed (except to governmental or regulatory agencies as required by regulation or law) without the prior written permission of named counsel.

Sincerely,



Matheau J. W. Stout