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July 30, 2015

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

Re: Fidelity Holding Corp. (the "Issuer")

Gentlemen:

Fidelity Holding Corp., a Colorado corporation, (the "Issuer"), has requested our opinion with respect to the Reports publicly disclosed by the Issuer and published in the OTC Disclosure and News Service on April 14, 2015, for the period ending December 31, 2014. This opinion is solely for the information of the addressee hereof and OTC Markets Group, Inc. is entitled to rely on such 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. The undersigned grants OTC Markets Group, Inc. full and complete permission and rights to publish the letter in the OTC Disclosure and News Service for viewing by the public and regulators.

The undersigned is a U.S. resident and was retained by the Issuer for the purpose of rendering this opinion and related matters. We currently serve as general counsel and regular disclosure counsel for the Issuer. This opinion is based on our knowledge of the law and facts as of the date hereof. The undersigned has examined such corporate records and other documents and such questions of laws as deemed appropriate for the purposes of rendering this opinion.

The undersigned was admitted to the Bar of the State of California in 1993, and the Bar in the State of Nevada in 1994. The undersigned is permitted to practice before the Securities and Exchange Commission ("SEC") and has never been barred from practice in any of the foregoing jurisdictions.

In rendering the legal opinion contained in this letter, we have reviewed such corporate records and other documents and have asked such questions as I have considered necessary or appropriate for the purpose of writing this letter. I have specifically reviewed the Issuer's annual disclosure statement for the period ended December 31, 2014 and published in the OTC Disclosure and News Service on April 14, 2015. I have relied on publicly available information from the Secretary of State of the State of Nevada and information obtained from the Issuer's sole officer and director. I believe the sources I have relied upon are reliable. I have assumed the authenticity and accurateness of all materials reviewed and information received.

Regarding the common stock of the Issuer, par value $0.0001 (the "Securities"), in the opinion of the undersigned, the Report for the period ended December 31, 2014, as published on the OTC Disclosure and News Service on April 14, 2015 (i) constitutes "adequate current public information" concerning the Securities of the Issuer and "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 under Rule 15c2-11 under the Securities Exchange Act of 1934 (the "Exchange Act"), (iii) complies as to form with the OTC Markets Group's OTC Pink Disclosure Guidelines, which are located on the Internet at www.otcmarkets.com, and (iv) has been posted in the OTC Disclosure and News Service.

Michael Bozner, Chief Financial Officer of the Issuer, is responsible for the preparation of the unaudited financial statements contained in the Report. The qualifications of Mr. Bozner are outlined in his biographical information set forth in the Report.

The Company's transfer agent is Quicksilver Stock Transfer, and to the best of my knowledge is registered with the SEC. We have reviewed a copy of the shareholder list prepared by the transfer agent as of December 31, 2014, and the current date to confirm that the number of outstanding shares set forth in the Information is correct.

The undersigned has (i) personally met with the Issuer's management and a majority of its directors, (ii) reviewed the Information published by the Issuer on the OTC Disclosure and News Service, and (iii) discussed the Information with management and a majority of the directors of the Issuer. To the best of our knowledge, and after reasonable inquiry of the Issuer's management and directors, there is no officer, director, 5% holder, or counsel currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws.

Other than the addressee hereof and such other parties, no one is entitled to rely on this opinion. We hereby grant OTC Markets Group full and complete permission and rights to publish this letter through the OTC Disclosure and News Service for viewing by the public and regulators. This opinion is based on our knowledge of the law and facts as of the date hereof. We assume no duty to communicate with you with respect to any matter which comes to our attention hereafter.

Sincerely,

Thomas C. Cook, Esq.