SICHENZIA ROSS FRIEDMAN FERENCE LLP

August 26, 2015

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

Re: Brainybrawn, Inc. (the "Issuer")

Ladies/Gentlemen:

We have been asked to provide you a letter with respect to the information publicly disclosed by the Issuer and published through the OTC Disclosure and News Service. This letter is solely for the information of OTC Markets Group Inc. ("OTC Markets Group") and the OTC Markets Group is entitled to rely on such letter in determining whether the Issuer has made adequate current information publicly available within the meaning of Rule 144(c)(2) under the Securities Act of 1933, as amended (the "Securities Act"). The undersigned grants OTC Markets Group full and complete permission and rights to publish this letter through the OTC Disclosure & News Service for viewing by the public and regulators.

The undersigned is a U.S. resident and has been retained by the Issuer for the purpose of rendering this letter and related matters. We currently serve as corporate and securities counsel for the Issuer. The undersigned has examined such corporate records and other documents and such questions of laws as deemed appropriate for the purposes of rendering this letter.

The undersigned is permitted to practice law in the State of New York, 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 connection with the opinion set forth below, we have examined such corporate records and documents including but not limited to the Issuer's Certificate of Incorporation, as amended, By-Laws, minutes of meetings and actions of its Board of Directors and such other documents as we deemed relevant and necessary as a basis for the opinion hereinafter set forth. In such examination, we have assumed the genuineness of all signatures set forth on each document, the authenticity of all original documents and the conformity to original documents of all copies of such documents as may have been supplied to us during the course of our examination.

In connection with the preparation of this letter, we have reviewed (i) the Annual Report –Financial Statements for the year ended March 31, 2015, published on the OTC Disclosure and News Service on June 30, 2015; and (ii) the Annual Report- Basic Disclosure for the year ended March 31, 2015 published on the OTC Disclosure and News Service on August 14, 2015 (the "Information").

The said Information (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, (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, as amended (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 through the OTC Disclosure and News Service. Furthermore, after reasonable investigation we have no reason to believe that such information contained an untrue statement of a material fact or omitted to state a material fact in order to make the statements made, in light of the circumstances under which they were made, not misleading.

The financial statements have not been audited. The financial statements contained in the Annual Report are prepared by Laxmikant Alai. Mr. Alai is an associated member of the Institute of Chartered Accountants of India and has experience in audit, accounting, direct and indirect taxation, company law matters and management consultancy.

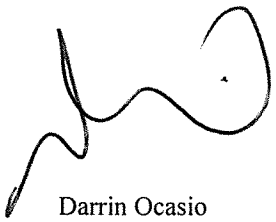
The Company's transfer agent is Globex Transfer LLC, which is registered with the SEC. We have reviewed a copy of the shareholder list prepared by the transfer agent as of March 31, 2015 and have received email confirmation from the transfer agent that the number of issued and outstanding shares of common stock as of August 13, 2015. Based on the foregoing, we confirmed the number of issued and outstanding shares of common stock set forth in the Information.

The undersigned has (i) personally met with the Issuer's management and a majority of its directors through video conference call, (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 states securities laws.

This letter is solely for the information of the addressee hereof and the other parties specifically identified in the first paragraph hereof, and is not to be quoted in whole or in part or otherwise referred to, nor is it to be filed with any governmental agency or other person without our prior written consent. Other than the addressee hereof and such other parties, no one is entitled to rely on this letter. This letter 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.

Thank you for your consideration and attention.

Very truly yours,



Darrin Ocasio