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September 2, 2015

The OTC Markets Group
304 Hudson Street, 3rd floor
New York, New York 10013

RE: McKenzie Bay International, Ltd. – OTC Markets Attorney Letter
[J&H File No. 3798.02]

Dear Sir or Madam:

This firm represents McKenzie Bay International, Ltd. ("Issuer") and we have been retained by the Issuer for the purpose of rendering this letter and related matters. The undersigned is a U.S. resident and the Firm is regular disclosure counsel to the Issuer, but independent of the Issuer.

We have examined such documents, corporate records and other instruments as have been provided to us for the purpose of writing this letter, and have considered such questions of law as we have considered necessary and appropriate for the purpose of preparing this letter.

We are licensed to practice law only in the States of Georgia and Tennessee, and we express no opinions with respect to the effect of any laws other than the laws of those states and the federal laws of the United States of America.

The undersigned is permitted to practice before the United States Securities Exchange Commission ("SEC"), and has not been prohibited from practicing before the SEC.

As to matters of fact, we have relied in part on originals or copies, certified or otherwise identified to our satisfaction of such records of the Company and such agreements, certificates of public officials, information obtained from public officials, certificates of officers, information obtained from officers and directors of the Company or representatives of the Company, and others, and such other statements, documents, certificates and corporate or other records as we have deemed necessary or appropriate as a basis for this letter, and we believe all such sources to be reliable.

In connection with the preparation of this letter, we have specifically reviewed the Annual Report of the Issuer for the period ending March 31, 2015, which was which was posted on the OTC Disclosure and News Service on June 30, 2015, and which contains the information concerning the Issuer and the Securities that are publicly available on such services. ("Information").

Based on our review, we believe that the Information constitutes "adequate current public information" concerning the Securities and 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 will be required to obtain from the Issuer to publish a quotation for the securities under Rule 15c2-11 under the Securities Exchange Act 1934 ("Exchange Act") (iii) complies as to form with the OTC Markets Group's OTC Pink

Disclosure Guidelines, which are located on the internet and at www.otcmarkets.com and (iv) has been posted through the OTC Disclosure and News Service.

The financial statements contained in the Information were prepared by Gary Westerholm, Vice President of Finance of the Company and they were reviewed but not audited by Harold Telnors, CPA located at 25201 Michigan Avenue, Dearborn, Michigan 48124. Mr. Telnors is a Certified Public Accountant and a member of the Michigan Association of Public Accountants.

The Issuer's transfer agent is Signature Stock Transfer, Inc., located in Plano, Texas and the transfer agent has represented to us that it is registered with the SEC. The number of outstanding shares set forth in the Annual Report was obtained from the shareholders' list provided by the Transfer Agent.

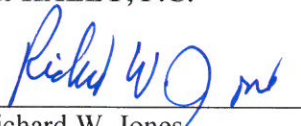
The undersigned has personally (i) met with management and a majority of the directors of the Issuer by teleconference, (ii) reviewed the Information, as amended, published by the Issuer through the OTC Disclosure and News Service and (iii) discussed the Information with management and a majority of the directors of the Issuer.

To the best knowledge of the undersigned and after inquiry of management and the directors neither the Issuer, any 5% holder nor counsel is currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws.

This letter is submitted to the OTC Markets Group and no person other than the OTC Markets Group is entitled to rely on it. However, the Firm hereby grants OTC Markets Group full permission and rights to publish the letter through the OTC Disclosure and News Service for viewing by the public and regulators. Moreover, the OTC Markets Group is entitled to rely on this 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.

Sincerely,

JONES & HALEY, P.C.

By: 
Richard W. Jones

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