DAVID M. SEEBERGER ATTORNEY AT LAW 9101 LBJ FREEWAY, SUITE 200 DALLAS, TEXAS 75243

Telephone (214) 764-3964

Facsimile (214) 593-5617

November 2, 2015

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

Re:

Totally Hemp Crazy, Inc. ("THCZ")

Dear Sir/Madam:

OTC Markets Group, Inc. is entitled to rely on this letter in determining if Totally Hemp Crazy, Inc. has made adequate public disclosure of current information within the meaning of Rule 144(c)(2) promulgated under the Securities Act of 1933, as amended.

I am a resident of the United States and have been retained by Totally Hemp Crazy, Inc. ("THCZ") for the purpose of rendering this letter and related matters. I have been retained solely for the purpose of reviewing the current information supplied by THCZ.

I am authorized to practice law in the United States, the State of Texas, and the United States District Courts for the Northern and Eastern Districts of Texas and I am in good standing. I am permitted to practice before the Securities and Exchange Commission and have not been prohibited from practice thereunder.

I have examined such corporate records and other documents and such questions of law as I considered necessary or appropriate for the purposes of rendering this letter. For purpose of this letter, I have assumed:

- The genuineness of all signatures and the authenticity and completeness of all corporate records, certificates of officers, certificates of public officials, and other documents and instruments submitted to me as originals;
- 2. The conformity of authentic originals of all corporate records, certificates of officers, certificates of public officials, and other documents and instruments submitted to me as certified, conformed, photo static or facsimile copies thereof; and
- 3. The accuracy and adequacy of disclosures made to me by THCZ, THCZ 's management, and THCZ's Board of Directors including, without limitation, the financial information contained in the information I received. I have no reason to believe that such records, certificates and other documents are not accurate, authentic or reliable and I make no assurance as to the accuracy and adequacy of such documents.

In connection with this letter, I have reviewed the following THCZ filings (the information posted under Filings on the OTC Disclosure and News Service at www.otcmarkets.com):

- 1. THCZ's Annual Report information and OTC Pink Guidelines as of June 30, 2015, as posted on the OTC Disclosure and News Service on July 16, 2015.
- 2. THCZ's Annual Report 4th quarter and annual report as of June 30, 2015, as posted on the OTC Disclosure and News Service on July 16, 2015. The information contained in both of these is contained within one filing on July 16, 2015.

In issuing this letter, I represent the following:

- 1. The foregoing and any following additional information (i) constitutes adequate current public information concerning the Securities and THCZ 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 THCZ to publish a quotation for the Securities under Rule 15c2.11 under the Securities Act of 1934 (the "Exchange Act"); (iii) complies as to form with the Pink Sheets Guidelines for Providing Adequate Current Information, which are located on the Internet at www.pinksheets.com; and (iv) has been posted through the OTC Disclosure and News Service.
- 2. The financial statements of THCZ contained in the Information were prepared by James Stock in accordance with GAAP standards and were not audited. Mr. Stock has experience with reporting such financial statements through his experience in business and is qualified to prepare and issue such financial statements. Mr. Stock has served as an auditor and accountant for numerous companies. Mr. Stock's industry experience includes food and beverage, technology and oil and gas companies. Mr. Stock graduated from Southern Methodist University in Dallas, Texas.
- 3. The Issuer's transfer agent (the "Transfer Agent") is Signature Stock Transfer, Inc. of Plano, Texas. The Transfer Agent is registered with the Securities and Exchange Commission. Transfer Agent confirms that 400,356,154 shares are issued and outstanding. The method used by counsel to confirm the outstanding shares was an inquiry of Transfer Agent.
- 4. I have met in person with THCZ Management, reviewed the Information and Disclosure Statement as of June 30, 2015 and published through OTC Disclosure and News Service, and discussed the information with Management and the Directors of THCZ.
- 5. To the best of my knowledge, after inquiry of Management and the Board of Directors of THCZ, the neither THCZ, nor any of its Officers and/or Directors, or any 5% shareholder is currently under investigation by any Federal or State regulatory authority for any violation of federal or state securities laws.

The representations made by me in this letter are expressed as of the date hereof and remain valid so long as the documents, instruments, records and certificates I have examined and relied upon as noted above, are unchanged and the assumptions I have made, as noted above, are valid. This letter may be relied upon by the Pink OTC Markets, Inc. and may not be relied upon by any person or entity without my prior consent; however, I hereby grant OTC Markets Group, Inc. full and complete permission and rights to publish the letter through the OTC Disclosure and News Service for viewing by the public and regulators.

David M. Seeherger