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December 3, 2015

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

Re: Helix TCS, Inc.

Opinion of Counsel regarding Adequate Current Information and
Continuing Disclosure Requirements for the years ending December 2013 & 2014 and
quarter and nine months ending September 30, 2015.

Dear Sir or Madam:

This firm has acted as legal counsel for Helix TCS, Inc. (“HLIX” or “the Company”) and has been retained for the purpose of preparing this Opinion of Counsel, applying the applicable laws of the United States, regarding its corporate operations and level of disclosure of corporate information.

In the course of preparing this opinion, counsel has reviewed the following documents relating to the Company (together with the date they were posted through the OTC Disclosure and News Service as part of the reports posted with OTC Markets, as and if applicable):

- 1) Articles of Incorporation: For Helix TCS, Inc. as amended and reorganized and for the original Colorado predecessor (Spicy Pickle Franchising, Inc.), Corporation is in good standing with the State of Delaware as of the date above; and all amendments to Articles, Merger for Redomicile and Reorganization into Holding Company documents.
- 2) Various Amendments to the Articles of Incorporation and all pertinent Merger documents.
- 3) Corporate Bylaws for Helix TCS, Inc. and predecessors.
- 4) Other related corporate information as were necessary and provided by the corporation's management for the purposes of this letter; including Board Minutes and Stockholder lists.

5) Issuer's Annual Report for the years ended December 31, 2014 and 2013 filed on December 3, 2014, Information and Disclosure Statement as of December 3, 2015 filed on December 4, 2015, Quarterly Report filed on December 3, 2015, for September 30, 2015.

The opinions and conclusions contained in this Opinion Letter are based upon documentation and facts made available to this firm and discussions with Helix TCS, Inc.'s management and its Board of Directors, and are solely based on the accuracy of those documents and facts. Further, counsel has reviewed all prior disclosures posted by Helix TCS, Inc. with various News Services, as amended. All such amended information is believed to be accurate and reliable. In the event that the facts and information in any or all of such documents are determined not to be true, this opinion is rescinded and to be deemed null and void. Counsel has discussed the above documentation, and the underlying assumptions this firm is relying upon, with the Management of Helix TCS, Inc.

Helix TCS, Inc. ("Company") was redomiciled in February 2014 in Delaware as Capital Franchising, Inc. (predecessor), which executed a holding company Reorganization of corporate structure in 2014, pursuant to Delaware General Corporation Laws, Section 251 (g), resulting in the former subsidiary, Jubilee4 Gold, Inc. (now "Helix TCS, Inc.") being the holding company. Prior to Capital Franchising, Inc., the company name was Spicy Pickle Franchising, Inc. incorporated in Colorado The Fiscal Year End for the corporation is December 31st.

The Company's most recent Quarter End is September 30th, at September 30, 2015 the company had common shares issued and outstanding (pre-reverse split). As of December 3, 2015, the Company had 3,203,211 shares of its Common Stock outstanding (post reverse split one for 4) with approximately 327 stockholders of record. Of this amount approximately 320,110 shares are freely tradable and 2,882,045 shares are "restricted securities" as that term is used under the Securities Act of 1933. Helix TCS, Inc. is currently authorized to issue 200,000,000 total shares of common stock with \$0.001 par value, and 20,000,000 shares of Preferred Stock with \$0.001 par value. At December 3, 2015, the Company had no preferred shares authorized and outstanding.

Through December 3, 2015, a total of 3,203,211 Common Shares (post reverse split in October 2015) were issued and outstanding. Preferred Shares outstanding at December 3, 2015, were none.

The party responsible for the preparation of the unaudited consolidated financial statements of Helix TCS, Inc is Ben Borgers, he is a licensed Certified Public Accountant who provides services in the areas of audit, and business consulting.

The party acting as the transfer agent for Helix TCS, Inc. is:

Corporate Stock Transfer
3200 Cherry Creek Drive South
Suite 130
Denver, CO 80209
Phone: (303) 282-4800

Corporate Stock Transfer is registered with the Securities and Exchange Commission (SEC).

An inquiry to the transfer agent as of Helix TCS, Inc. resulting in a shareholder list was the source of confirmation of the common shares.

Further, to inquiry of management and directors of the corporation, and to the best of this firm's knowledge, neither the management, officers nor Board of Directors or any person or entity holding at least five percent (5%) of the corporation's stock is currently under investigation by any Federal or State regulatory authority for any violation of Federal or State securities law.

No person or entity other than OTC Market Group, Inc. is entitled to rely upon this opinion.. OTC Market Group, Inc. however, is granted full and complete permission and rights to publish this document via the OTC Disclosure and News Service for viewing by the general public and regulators. The public and OTC Market Group, Inc. may rely on the above in determining whether has made adequate current information publicly available within the meaning of Rule 144(c)(2) of the Securities Act of 1933, as amended. The information which has been posted via. OTC Disclosure and News Service constitutes adequate current public information, is available within the meaning of Rule 144(c)(2) of the Securities Act of 1933, as amended, and includes all the information that a broker-dealer would be required to obtain from an issuer in order to publish a quotation for its securities pursuant to Rule 15c2-1 1 under the Securities Exchange Act of 1934, as amended, and complies as to form with the OTC Market Group's Guidelines for Providing Adequate Current Information.

The author of this Opinion of Counsel is licensed in the State of Colorado. Counsel is a United States citizen, is permitted to practice before the SEC and has not been prohibited from such practice.

Sincerely,



Michael A. Littman

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