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April 14, 2015

OTC Markets Group Inc.
304 Hudson Street, 2nd Floor
New York, NY 10013

Re: Gold Mining USA, Inc. - "GMUI" – Annual Report for the year ended December 31, 2015; Quarterly reports for the quarters ended March 31, 2015; June 30, 2015, September 30, 2015 and March 31, 2016

Ladies and Gentlemen:

This letter is written on behalf of our client Gold Mining USA, Inc., a Florida corporation, (the "Company"). OTC Markets Group Inc. is entitled to rely on this letter in determining if the Company has made adequate public disclosure of current information within the meaning of Rule 144(c)(2) under the Securities Act of 1933, as amended (the "Securities Act"). We are attorneys admitted to the bar of the State of Nevada and resident in the State of Nevada. We are permitted to practice before the Securities and Exchange Commission and have not been prohibited from practice thereunder. We act as special outside securities counsel to the Company.

We have examined such current corporate records and other documents and questions of law as we consider necessary for the issuance of this letter. We have relied on information obtained from public officials, officers of the issuer and other sources. We represent that all such sources are believed to be reliable.

The financials were prepared by Brian Jenkins in collaboration with management. Mr. Jenkins has represented to us that he has over 10 years of professional experience and has provided full service accounting services to various companies. Mr. Jenkins is qualified to prepare the financial statements based on his business and accounting experience. None of the December

31, 2015 annual financial statements or the March 31, 2015, June 30, 2015, September 30, 2015 or March 31, 2016 quarterly financial statements posted by the Company on the OTCDisclosure and News Service, included an auditor's certification.

We have relied on (a) the Annual Report for the year ended December 31, 2015, posted on the OTC Disclosure and News Service on April 4, 2016, as well as (b) the Quarterly Reports for the quarters ended March 31, 2015, June 30, 2015, September 30, 2015 and March 31, 2016, which were posted on June 1, 2015, August 17, 2015, December 8, 2015 and April 4, 2016, respectively and (c) Disclosure Statements posted May 22, 2015, September 29, 2015, December 8, 2015 and March 31, 2016. This information constitutes (i) "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 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' Guidelines for Providing Adequate Current Information, which are located on the internet at www.otcmarkets.com and (iv) has been posted through the OTC Disclosure and News Service. However, our opinion does not alleviate the professional responsibilities of brokers, dealers and investors to conduct their own due diligence.

In examining the foregoing documents, we have assumed the authenticity of signatures (both manual and conformed), the authenticity of documents submitted as originals, the conformity with originals of all documents furnished as copies, and the correctness of facts set forth in such documents. We have also assumed all oral representations in connection with this matter to be accurate. Nothing came to our attention during the course of our investigation that led us to conclude that any of such documents were not genuine or authentic or that the facts set forth therein were not true.

The Issuer's transfer agent is Empire Stock Transfer, 1859 Whitney Mesa Dr., Henderson, NV 89014. The transfer agent is registered with the Securities and Exchange Commission. The method used by us to confirm the number of outstanding shares was a review of the issuer's filings. We have reviewed the information, as amended, published by the Company through the OTC Disclosure and News Service, met in person with the Company's management and a majority of the Board of Directors to discuss the information and quality assurance with respect to such information.

After personal consultation with the Company's management and a majority of the Board of Directors, we are satisfied that neither the Company, any individual officer or 5% shareholder, nor this law firm, is currently under investigation in any jurisdiction.

THE FOREGOING OPINIONS ARE SUBJECT TO THE FOLLOWING ASSUMPTIONS, EXCEPTIONS, LIMITATIONS AND QUALIFICATIONS.

The opinions expressed in this letter are rendered as of the date hereof and are based on our understandings and assumptions as to present facts, and on the application of applicable law as the same exists on the date hereof. We assume no obligation to update or supplement this opinion letter after the date hereof with respect to any facts or circumstances that may hereafter come to our attention, or to reflect any changes in the facts or law that may hereafter occur or take effect. We give OTC Markets Group Inc. permission to publish this letter in the OTC Disclosure and news Service for viewing by the public and regulators.

Very truly yours,

BAUMAN & ASSOCIATES LAW FIRM

By Frederick C Bauman

Frederick C Bauman
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