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April 29, 2016

OTC Markets Group, Inc.

Re: Zerez Holdings, Inc. Annual Report

Dear Sir/Madam:

We have acted as counsel to Zerez Holdings, Inc.(the "Company") for specific securities and corporate issues, and were retained for the purpose of reviewing the current information supplied by the Company. We are domiciled in Utah and are licensed to practice law in Utah and Texas. We are residents of the United States. OTC Markets may rely upon this letter in determining whether the Company has made adequate current Information publicly available in accordance with Rule 144 (c)(2) under the Securities Act of 1933.

We have (i) consulted with management of the Company, (ii) reviewed the annual financials ended December 31, 2015 filed with the OTC Disclosure and News Service on www.otcmarkets.com and posted on March 30, 2016; and (iii) discussed the information with management and directors of the Company.

To the best of our knowledge, after inquiry of management, the Chief Executive Officer, Board of Directors and all other control persons of the Company, 5% holders of securities of the Company, and corporate counsel, none of these parties are currently under investigation by any federal or state regulatory authority for any violation federal or states securities laws. There are no family relationships or related party transactions with Zerez Holdings, Inc.to disclose in its filings or in the Attorney Letter.

This letter covers the laws of the United States and does not depend on another law firm's opinion or letter. We are permitted to practice before the Securities and Exchange Commission without prohibition.

The person responsible for the preparation of the financial statements for the report referenced above, which are unaudited, is Rachel Boulds. Ms. Boulds is a qualified accountant and has worked as an accountant for public companies for several years.

We may rely on information obtained from public officials, officers of the Company and we believe that these sources are reliable. In rendering our letter, we have examined the following:

1. Corporate records and other documents of the Company;

2. Financial Statements including: Balance Sheet, Income Statement, Statement of Cash Flows, Statement of Changes in Shareholders' Equity, and Notes to the financial statements for the Annual Report;

3. Annual with its exhibits;

4. Representations to us made by the officers and directors of the Company, which we deem as reliable;

5. Review of the Shareholder's List provided by the Company's transfer agent Action Stock Transfer Corporation 2469 E. Fort Union Blvd Ste 214, Salt Lake City, Utah 84121, 801 274-1088 indicating the shares outstanding; and

6. Our meetings with management.

This Letter is governed by and shall be interpreted in accordance with the Legal Opinion Accord (the "Accord") of the American Bar Association Section of Business Law (1991). As a consequence, it is subject to a number of qualifications, exceptions, definitions, limitations on coverage, and other limitations, all as more particularly described in the Accord, and this Letter should be read in conjunction therewith. The law relevant to the opinions expressed herein is limited to the laws of the United States of America.

Based upon the foregoing and subject to the qualifications hereinafter set forth, we are of the opinion that the Initial Company Information and Disclosure Statement:

1. Constitutes "adequate current public information" concerning the securities and the Company "is available" within the meaning of Rule 144(c)(2) under the Securities Act of 1933;

2. Includes all of the information that a broker-dealer would be required to obtain from the Company to publish a quotation for the securities under Rule 15c2-11 under the Securities Exchange Act of 1934;

3. Complies as to form with the OTC Markets' Guidelines for Providing Adequate Current Information, which are located on the internet at www.otcmarkets.com;

4. Has been posted through the OTC Disclosure and News Service; and

5. Action Stock Transfer Corporation is registered under the Securities Exchange Act of 1934.

This Letter may be relied upon by OTC Markets, Inc., but may not be used or relied on by any other person for any other purpose whatsoever, without in each instance our prior written consent. OTC Markets may publish this Letter through the OTC Disclosure and News Service for viewing by the public or regulators.

Very truly yours,

/s/ John D. Thomas
John D. Thomas, P.C.