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October 26, 2016

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

RE: *Legal Opinion concerning Adequate Current Information of
Sino Bioenergy Corp.
(Symbol – SFBE)*

Ladies/Gentlemen:

You are entitled to rely on this letter in determining whether Sino Bioenergy Corp. (the “Issuer”) has made adequate current information publicly available within the meaning of Rule 144(c)(2) under the Securities Act of 1933.

I am a resident of the United States and have been retained by the Issuer for the purpose of rendering this letter and related matters. This firm’s relationship with the Issuer includes, over and above writing this letter, serving as special securities counsel for the Issuer, which duties include preparing or reviewing disclosure information and press releases, interfacing with the chief financial officer and independent accountants, and giving general legal advice to management.

I have examined such corporate records and other documents and such questions of law as I have considered necessary or appropriate for purposes of writing this letter. In all such examinations, I have assumed the genuineness of all signatures, the authenticity of all documents submitted to me as originals, the conformity to original documents of all documents submitted to me as copies and the authenticity of all originals of such documents submitted as copies. Further, in all such examinations, I may have relied on information obtained from public officials, officers of the Issuer, and other sources, and represent that all such sources are believed to be reliable.

This letter relates to the laws of the United States, specifically Federal securities law. I have been a member in good standing of the bar of the State of California since 1980, and am permitted to practice before the Securities and Exchange Commission (the “SEC”) and I have not been prohibited from practice thereunder.

The Issuer is not a reporting company and, therefore, does not file annual or other reports with the SEC. I have reviewed publicly available information relating to the Issuer Including:

- (i) the Issuer's profile posted on the OTC Markets Group website;
- (ii) its audited financial statements for the period ended December 31, 2008, filed with the SEC Markets Group on April 15, 2009;
- (iv) its unaudited interim Quarterly Reports for the first, second and third quarters of the year ended December 31, 2009, filed with the SEC on July 15, 19 and 19 of 2011, respectively;
- (vi) its unaudited interim Quarterly Report for the first quarter of 2011, filed with the OTC Markets Group on January 28, 2013;
- (viii) various exhibits to include the Articles of Incorporation and amendments, and the Bylaws, all filed with the OTC Markets Group on January 29, 2013;
- (ix) its unaudited interim Quarterly Reports, for the second and third quarters of 2011, filed with OTC Markets Group on January 31 and February 2, 2013, respectively;
- (x) its unaudited Annual Report for the year ended December 31, 2011, filed with OTC Markets Group on February 4, 2013;
- (xi) its unaudited interim Quarterly Reports for the first, second and third quarters of 2012, filed with OTC Markets Group on February 7, 8 and 11, 2013, respectively;
- (xii) its unaudited Annual Report for the year ended December 31, 2012, filed with OTC Markets Group on February 14, 2013;
- (xiii) its unaudited interim Quarterly Reports for the first, second and third quarters of 2013, filed with OTC Markets Group on July 28, August 12 and Nov 14, 2013, respectively;
- (xiv) its unaudited Annual Report for the year ended December 31, 2013, filed with OTC Markets Group on August 23, 2016;
- (xv) its unaudited interim Quarterly Reports for the first, second and third quarters of 2014, filed with OTC Markets Group on August 26, 31 and September 6, 2016, respectively;
- (xvi) its unaudited Annual Report for the year ended December 31, 2014, filed with OTC Markets Group on September 11, 2016;
- (xvii) its unaudited interim Quarterly Reports for the first, second and third quarters of 2015, filed with OTC Markets Group on September 15, 20 and 25, 2016, respectively;
- (xviii) its unaudited Annual Report for the year ended December 31, 2015, filed with OTC Markets Group on September 30, 2016; and
- (xix) its unaudited interim Quarterly Reports for the first and second quarters of 2016, filed with OTC Markets Group on October 6 and 21, 2016, respectively.

All of the above reports constitute the "Information" available to the public. The Company's financial statements provided in the Information have not been audited.

It is my opinion that the Information (i) constitutes adequate current public information concerning the Issuer's securities and it is available within the meaning of Rule 144(c)(2) under the Securities Act of 1933; (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 pursuant to Rule 15c2-11 under the Securities Exchange Act of 1934 (the "Exchange Act"); (iii) complies as to form with the OTC Markets Group's 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.

The person responsible for the preparation and compilation of the financial statements contained in the Information is Vincent Paragas. Mr. Paragas is qualified to compile and certify the financial statements because of his CPA certification and his five years of experience filing statements for the corporate and financial services industry. The financial statements are generally prepared by staff personnel, delivered to an assembly person, and then, as necessary, reviewed by Hoi Ming Chan, as to any material changes to operations or presentation, and then approved and certified by Mr. Paragas.

The Issuer's transfer agent is Transfer Online, Inc., which is registered with the SEC. The method used to confirm the number of outstanding shares of common stock set forth in the Information was to contact the Issuer's transfer agent and receive confirmation as to the number of outstanding shares. As of December 31, 2015, the total outstanding shares of common stock of the Issuer was 711,915,750, and at June 30, 2016, a total of 711,915,750 were outstanding.

I have personally met with management and a majority of the directors of the Issuer. I have reviewed the Information published by the Issuer through the OTC Disclosure and News Service. I have discussed the Information with management and a majority of the directors of the Issuer.

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

No person other than the OTC Markets Group is entitled to rely on this letter. However, I hereby grant the OTC Markets Group full and complete permission and rights to publish the letter through the OTC Disclosure and New Service for viewing by the public and regulators.

I have compiled a list below, as about October 26, 2016, of the names of each executive officer, director, general partner and other control person of the Issuer and promoter, finder, consultant or any other advisor of the Issuer who assisted, prepared or provided information with respect to the Issuer's disclosure or who received securities as consideration for services rendered to the Issuer and the following information related to each: (i) their full name, (ii) their business address, (iii) the number and class of the Issuer's securities beneficially owned by each of them (iv) with respect to each of the securities described in the preceding clause whether or not the certificate or other document that evidences the securities contains a legend stating that the securities have not been registered under the Securities Act and setting forth the referring to restrictions on transferability and sale of the securities and (v) a complete description of the consideration received by the Issuer in connection with each issuance of shares to any of them including, without limitation, the nature of any services performed for or on behalf of the Issuer. For purpose of this letter, the term "control person" includes (i) any person controlling, under common control with, or controlled by, the Issuer or (ii) any person who obtained securities of the Issuer in connection with a negotiation with the Issuer within the three-year period prior to the date of the opinion. With respect to any of the Issuer's control persons that is an entity and any parent entity of any control person, this letter provides the information described in the first sentence of this paragraph for each control person of such entity or parent entity.

- (I) **Name: Ming H. Chan**
President, Secretary, Director
 - (ii) Business Address: Number 19-21, 9F Kam Chung Commercial Building, Hennessy Road, Wan Chai
 - (iii) Number and Class of Shares Beneficially Owned: 6,097,561 Common Shares, plus 3,048,780 Common Shares owned by his wife, Florence Yuet Kwan Tsun
 - (iv) Shares are restricted
 - (v) Acquired shares for his interest in the Torino Resources acquisition
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- (i) **Name: Florence Yuet Kwan Tsun,**
 - (ii) Business Address: 31 Green Meadows Circle, Toronto, Ontario Canada M2J 5G6
 - (iii) Number and Class of Shares Beneficially Owned: 3,048,780 Common Shares (plus 6,097,561 shares of common stock owned by her husband, Ming Chan)
 - (iv) Shares are restricted
 - (v) Acquired shares for her interest in the Torino Resources acquisition
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- (i) **Name: JianChao Zhang**
 - (ii) Business Address: 5 Wuwu Road, Zhongshan District Dalian, 116001 China
 - (iii) Number and Class of Shares Beneficially Owned: 117,118,688 Common Shares
 - (iv) Shares are restricted
 - (v) Acquired shares for interest in Dalian Xinbao acquisition
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- (i) **Name: Pan Ning**
 - (ii) Business Address: 19-21 Kam Chung Commercial Building, Hennessy Road, Wan Chai Hong Kong, China
 - (iii) Number and Class of Shares Beneficially Owned: 60,000,000 Common Shares
 - (iv) Shares are restricted
 - (v) Bought shares in private transaction
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- (i) **Name: Shen Xing Hua**
 - (ii) Business Address: 9F Kam Chung Commercial Building, Wanchai, Hong Kong China
 - (iii) Number and Class of Shares Beneficially Owned: 48,400,000 Common Shares
 - (iv) Shares are restricted
 - (v) Acquired shares for interest in Fu Hua acquisition
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- (i) **Name: Huizhou Shi Ji Wufeng Agricultural Biotechnology Co., Ltd**
 - (ii) Business Address: 9F Kam Chung Commercial Building, 19-21, Hennessy Rd., Wanchai, Hong Kong China
 - (iii) Number and Class of Shares Beneficially Owned: 82,500,000 Common Shares
 - (iv) Shares are restricted
 - (v) Acquired shares for 55% interest in Huizhou Shi Ji Wufeng business
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- (i) **Name: Xie Wan Cheng**
 - (ii) Business Address: Room 3B10, Building No 19 Da Yun Ruan Jian Yuan, Long Gang District, Shen Zhen City, Guang Dong 518000, China
 - (iii) Number and Class of Shares Beneficially Owned: 50,000,000 Common Shares
 - (iv) Shares are restricted

(v) Acquired shares in private transaction

I have made specific inquiry of each of the persons listed above, persons engaged in promotional activities regarding the Issuer, and persons owning more than ten percent (10%) of the Securities (collectively, the "Insiders"), and based upon such inquiries and other information available to counsel, there were sales of restricted shares during the preceding 3-year period, in compensation of services rendered, to Dennis Burns (investor relations work - 2,524,930 shares), Gilbert Loke (prior chief financial officer - 2,286,585 shares), Matthew Mecke (former CEO - 670,385 shares) and Gary Richards (Nevada resident agent - 50,000 shares). Nothing has come to the attention of counsel indicating that any of the Insiders is in possession of any material non-public information regarding the Issuer of the Securities that would prohibit any of them from buying or selling the Securities under Rules 10b-5 or 10b5-1 under the Exchange Act.

I trust this information complies with your request. If you need additional information please contact me.

Very truly yours,

DIETERICH & ASSOCIATES

Signed: *Christopher Dieterich*