DART BUSINESS SERVICES, LLC

February 8, 2017

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

Re: Power Clouds Inc. (“PWCL”)

Dear Sir or Madam:

Power Clouds Inc., a Nevada corporation (the “Issuer” or the “Company”) has requested the undersigned to issue an opinion as to its compliance with the Guidelines for Providing Adequate Current Information as published and proscribed by OTC Markets Group, Inc. as well as other information relevant to its labeling of “Caveat Emptor” per Exhibit B, Item 14 of the Attorney Agreement by and among OTC Markets Group and the undersigned as special corporate counsel. The opinion is solely for the information of the addressee hereof and OTC Market Group is entitled to rely on such letter in determining whether the Issuer has made adequate current Information publicly available within the meaning of Rule 144(c)(2) under the Securities Act of 1933.

The undersigned is a resident of the United States and authorized to practice law in the State of California. The jurisdiction covered by this letter is limited to the laws of the United States. The undersigned is permitted to practice before the U.S. Securities and Exchange Commission (the “SEC”) and has not been prohibited from practice thereunder.

In connection with the rendering of this opinion, the undersigned has examined such corporate records and other documents and such questions of law as counsel considered necessary or appropriate for purposes of rendering this letter.

As to matters of fact, the undersigned relied on information obtained from public officials, officers of the Issuer and other sources, where such sources are believed to be reliable. In rendering this opinion, the undersigned has examined such corporate records and other documents, including, but not limited to, the following documents:

(a) Shareholder’s Lists of the Issuer as received from the Issuer’s Transfer Agent, Cleartrust LLC, as of February 8, 2017 and September 30, 2016;
(b) Certificate of Incorporation of the Company and all amendments thereto;
(c) Bylaws of the Company;
(d) Corporate minutes of the board of directors and shareholders; and
(e) Such other corporate records and previous filings as were necessary and provided by management for purposes of this letter.

For the purposes of rendering this opinion, the undersigned has specifically also reviewed the following documents:

1. Quarterly Reports published through the OTC Disclosure and News Service on the following dates:
    a. FY2014: April 23, 2014, July 24, 2014 and November 19, 2014; and
    b. FY2015: May 20, 2015, September 16, 2015 and November 20, 2015.

2. Supplemental Information Statements published through the OTC Disclosure and News Service on the following dates:

   April 28, 2014, June 4, 2014, June 11, 2014, July 17, 2014, November 4, 2014, March 31, 2015, April 7, 2015, April 9, 2015, April 22, 2015, June 4, 2015, July 28, 2015, August 3, 2015, October 13, 2015 and February 2, 2016.

3. Company Audited Annual Report for the years ended December 31, 2014 and 2015 published through the OTC Disclosure and News Service on April 25, 2016 and Company Annual Report for the years ended December 31, 2013 and 2014 published through the OTC Disclosure and News Service on April 15, 2015.

The undersigned has assumed that (i) all information contained in all documents reviewed by me is true and correct, (ii) all signatures on these documents reviewed by me are genuine, (iii) all documents submitted to me as originals are true and complete, (iv) all documents submitted to me as copies are true and complete copies of the originals thereof, and (v) each natural person signing any document reviewed had the legal capacity to do so. The terms used in this opinion shall have the meaning ascribed to them in the documents relied upon in rendering this opinion.

On April 25, 2016, the Issuer posted on the OTC Markets its financial statements for the twelve months ended December 31, 2015, including, by reference, its current unaudited consolidated balance sheets, consolidated statement of cash flow and consolidated statement of stockholders' equity. The undersigned has reviewed such document and finds it to be suitable for public disclosure.

Based on the examination set forth above, the undersigned is of the opinion that the information (i) constitutes "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, as amended, (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.

The Issuer's unaudited interim financial statements for the 12 months ended December 31, 2014 and 2015 were prepared by Vincent Browne, the Company's Chief Financial Officer, Corporate Secretary and Director. Mr. Browne graduated from the University College in Dublin, Ireland with a Bachelor of Commerce (Accounting) Degree in 1991. Since then Mr. Browne has worked in various accounting and management functions within multinational, private and U.S. public companies. The Company and Mr. Browne has represented to me that the financial statements were prepared in accordance with U.S. Generally Accepted Accounting Principles.

The Issuer's transfer agent is ClearTrust, LLC, 16540 Pointe Village Dr., # 206, Lutz, FL 33558, and is registered with the SEC. The method used to confirm the number of outstanding shares of the Issuer's stock as set forth in the Disclosure Statement was through email contact with the transfer agent and receipt of written confirmation as to the number of outstanding shares.

The undersigned has (i) previously personally met with management and the directors of the Issuer, (ii) reviewed the information, as amended, published by the Issuer on the OTC Markets Disclosure and News Service, and (iii) discussed the information with management.

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

Moreover, based on my inquiry and the information received by me, the Company and its officers and directors are not involved in, nor have paid for, any stock promotion and are not aware of any spam campaign or other action that would cause OTC Markets Group to have labeled the Company "Caveat Emptor."

The Issuer's executive officers, directors, general partners and other Control Persons [as defined in Exhibit B Item 14 of the Attorney Agreement, a 'Control Person' includes 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] of the Issuer are:

i. Vincent Browne: Chief Financial Officer and Director
   a. Unit 3, Apex House, Sandyford Ireland
   b. Holds: a total of 32,039,355 shares of common stock and 30,000,000 shares of Series D Convertible Preferred Stock: Including: 24,789,355 common shares and 30,000,000 shares of Series D Convertible Preferred Stock held indirectly through his ownership and control of Power Clouds Holdings Pte. Ltd.; 6,000,000 common shares held indirectly through his control of Vestco Corp., 1,250,000 common shares held indirectly though his control of Debrun Capital Inc.
   c. All of the above securities contain a legend stating that the securities have not been registered under the Securities Act and setting forth or referring to restrictions on transferability and sale of the securities.
   d. On April 23, 2014 the Company issued 29,802,082 (post-split) shares of the Company's common stock to World Payment Solutions, Ltd. (which were subsequently assigned to Mr. Fabio Galdi and then assigned to Power Clouds Holdings Pte. Ltd.) in exchange for the conversion of 80 shares of Series B Convertible Preferred Stock, and the Company issued 36,987,273 (post-split) shares of the Company's common stock in exchange for the conversion of Series A Convertible Preferred Stock. On July 24, 2015 the Company issued 1,250,000 common shares to Debrun Capital in exchange for executive officer services rendered and on August 29, 2016 the Company issued 6,000,000 common shares to VestCo Corp. in exchange for executive officer services rendered.

ii. Roberto Forlani: Chief Executive Officer and Director
   a. Bucuresti, Sectorul 4, Str. Cal. Vacaresti, Nr. 209, BI. 85A, Sc. B., Ap. 49, Romania
   b. Holds: 18,500,000 common shares
   c. All of the above securities contain a legend stating that the securities have not been registered under the Securities Act and setting forth or referring to restrictions on transferability and sale of the securities.

iii. Gaia Energy S.R.L.: a Control Person: owned and controlled by Lorenzo Silvestre
   a. Address: Corso Cirillo 83,80028 Grumo Nevano, Italy
   b. Holds: 4,200,000 common shares

c. All of the above securities contain a legend stating that the securities have not been registered under the Securities Act and setting forth or referring to restrictions on transferability and sale of the securities

d. On July 26, 2016 the Company issued 4,200,000 shares of its common stock to Gaia in exchange for certain assets of one of Gaia's subsidiary companies in Italy.

iv. Anch Holdings Ltd. and AwaySim Ltd.: Control Person: owned and controlled by Sean McVeigh

a. 13 Classon House, Dundrum Business Park, Dundrum, Dublin 14, Ireland

b. Holds: 3,937,005 + 200,000 shares of common stock

c. All of the above securities contain a legend stating that the securities have not been registered under the Securities Act and setting forth or referring to restrictions on transferability and sale of the securities

d. On March 31, 2015, the Company issued 3,937,005 shares of its common stock to Anch Holdings and 200,000 shares to AwaySim in exchange for the Company's subsidiary at the time, World Media & Technology Corp., to receive 350 shares of PayNovi Ltd. common stock; PayNovi is a company under common control with Anch Holdings and AwaySim Ltd.

v. Francesco Messina: a Control Person

a. Address: Bucuresti, Sectorul 4, Str. Cal. Vacaresti, Nr. 209, BI. 85A, Sc. B., Ap. 49, Romania

b. Holds: 1,000,000 common shares

c. All of the above securities contain a legend stating that the securities have not been registered under the Securities Act and setting forth or referring to restrictions on transferability and sale of the securities

d. On July 20, 2016, the Company issued 1,000,000 common shares to Mr. Messina in exchange for management services rendered in the Company's Romanian subsidiary.

vi. World Global Cash Pte. Ltd. (WGC): Control Person: owned and controlled by Fabio Galdi:

a. Address: 21 Bukit Batok Crescent, #03-76, WCega Tower, Singapore 658065

b. Holds: 1,000,000 common shares

c. All of the above securities contain a legend stating that the securities have not been registered under the Securities Act and setting forth or referring to restrictions on transferability and sale of the securities

d. On March 28, 2014, the Company issued 50,000,000 shares (1,000,000 post-split) to WGC in exchange for the acquisition of its subsidiary, World Global Assets Pte. Ltd.

vii. Nicola Greico: Control Person

a. Address: #206 Hills Yokohama Kitakaruizawa, 55-7 Kitakaruizawa, Nishi-ku, 220-0001 Yokohama Japan

b. Holds: 500,000 common shares

c. All of the above securities contain a legend stating that the securities have not been registered under the Securities Act and setting forth or referring to restrictions on transferability and sale of the securities

d. On July 20, 2016, the Company issued 500,000 common shares to Mr. Greico in exchange for management services rendered in the Company's Japanese subsidiary.

viii. Andrew S. Austin & Fox Avon: Control Person: owned and controlled by Andrew S. Austin

a. Address: 3990 Old Towne Ave., #A-106, San Diego, CA 92110

b. Holds: 400,000 common shares
c. All of the above securities contain a legend stating that the securities have not been registered under the Securities Act and setting forth or referring to restrictions on transferability and sale of the securities
d. On November 17, 2015 and September 27, 2016, the Company issued a total of 400,000 common shares to Fox Avon and Andrew S. Austin pursuant to a Consulting and Marketing Agreement by and among the Company and Fox Avon Marketing Group, as amended, for advisory services rendered related to investor communications and public relations with existing shareholders, broker dealers, and other investment professionals as to the Company's current and proposed activities.

ix. MK Consulting Group LLC: Control Person: owned and controlled by Marshall Klein
a. Address: 4063 Via Del Conquistador, San Diego, CA 92117
b. Holds: 100,000 common shares
c. All of the above securities contain a legend stating that the securities have not been registered under the Securities Act and setting forth or referring to restrictions on transferability and sale of the securities
d. On September 27, 2016, the Company issued 100,000 common shares to MK Consulting as part of the Consulting and Marketing Agreement with Fox Avon – see Fox Avon above.

x. ERC Energie Rinnovabili (ERC): Control Person: owned and controlled by Antonio Barabino
a. Address: Genova, Largo San Giuseppe 3/32 C.F./P.I. 07011030967, Italy
b. Holds 50,000 common shares
c. All of the above securities contain a legend stating that the securities have not been registered under the Securities Act and setting forth or referring to restrictions on transferability and sale of the securities
d. On March 10, 2016, the Company issued 50,000 common shares to ERC in exchange for business development services related to solar plant business operations in Italy.

As per Item 14 of Exhibit B, I have been informed by Vincent Browne, Chief Financial Officer of the Company, and I am relying upon his statements and representations without other or further investigation other than reviewing the Company's reports and with no reason to question such statements and investigations that there has been no securities of the Company issued to any persons or entity including any controlled person for services or otherwise during the time frame of February 8, 2014 to the date of this opinion, other than as described above.

Based on the Company's shareholders list as of September 30, 2016 and as of February 8, 2017, the total common stock issued and outstanding is as follows:

Shareholder:	As of September 30, 2016	As of February 8, 2017
Power Clouds Holdings Pte. Ltd. (restricted) (1)	54,789,355	54,789,355(3)
Vincent Browne (restricted) (2)	7,250,000	62,039,355(3)
Roberto Forlani (restricted)	18,500,000	18,500,000
Total Restricted Securities:	92,176,360	92,076,360(3)
Cede & Co. (unrestricted and cleared securities)	4,096,216	4,196,216

Other Unrestricted Securities (without Cede):	204,522	204,522
Total Unrestricted:	4,300,738	4,400,738
Total Issued and Outstanding Shares	96,477,098	96,477,098(3)

(1) As of September 30, 2016, Power Clouds Holdings Pte. Ltd. was owned and controlled by Fabio Galdi; on December 28, 2016 Power Cloud Holdings Pte. Ltd.'s ownership and control was transferred to Vincent Browne
(2) Includes shares held indirectly through his ownership and control of VestCo Corp. and Debrun Capital Inc., and as of February 8, 2017 also includes shares held indirectly through his ownership and control of Power Clouds Holdings Pte. Ltd.
(3) Includes 30,000,000 Series D Convertible Preferred Shares

OTC Markets is entitled and authorized to rely on this letter in determining whether the Company has made adequate information publicly available within the meaning of Rule 144(c)(2) under the Securities Act. No person or entity other than OTC Markets is entitled to rely on this letter, but permission is granted to OTC Markets to publish this letter in the OTC Markets News Service for viewing by the public and regulators. This letter may not be used or relied upon by any other person for any other purpose whatsoever, without in each instance, the undersigned's prior written consent. This opinion is based on the undersigned's knowledge of the law and facts as of the date hereof. The undersigned assumes no duty to communicate with you with respect to any other matter which comes to the undersigned's attention hereafter.

Respectfully submitted,

Taliesin Durant, Esq.
Founder & President
DART Business Services, LLC