

**STEPHEN MILLS**  
**Attorney at Law**  
**PO Box 281077**  
**Nashville, TN 37228**  
**615-366-0690**  
**February 20, 2017**

OTC MARKET GROUPS, INC.  
RE: NORTH SPRINGS RESOURCE CORP. (NSRS)  
ANNUAL DISCLOSURE 2016

Dear Sir or Madam:

We have acted as counsel to NSRS (the "Company") on specific securities and corporate issues, and were retained for the purpose of reviewing the current information supplied by the Company. We are domiciled and licensed in the State of Tennessee. 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) personally met with management and all directors of the Company, (ii) reviewed the annual financials ended April 30, 2016 filed with the OTC Disclosure News Service on [www.OTCmarkets.com](http://www.OTCmarkets.com) and posted on January 4, 2017 and (iii) discussed the information with management and the director(s) of the Company.

To the best of our knowledge, after inquiry of management, including the Chief Executive Officer, the 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 of federal or state securities laws. There are no family relationships or related party transactions with NSRS 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. A representative of the Company is responsible for the preparation of the financial statements in accordance with GAAP, under the supervision of the CEO and are unaudited.

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

1. Corporate records and other documents of the company.
2. Financial documents including: Disclosure and financial statements for the periods ending October 15, 2015, January 31, 2016, April 30, 2016, July 31, 2016, October 31, 2016, all filed on February 6, 2017; Balance Sheet, Income Statement, Statement of Cash Flows, Statement of Changes in Shareholder's Equity and notes to the financial statements for the year ending April 30, 2016 all prepared by Patrick Thomas. Mr. Thomas has an accounting degree and over 19 years of accounting experience including all aspects of accounting including the preparation of financial statements and documents.
3. 2015 and 2016 Annual Disclosure Statements.
4. Representations made to us by the officers and directors of the Company which we deem as reliable.
5. Review of the Shareholders' list provided by the Company's transfer agent: Action Stock Transfer Corp. 2469 E. Fort Union Boulevard Suite 214, Salt Lake City, UT 84121 801-274-1088 indicating the shares outstanding and confirming that Action Stock Transfer Corp. is registered with Securities and Exchange Commission.
6. Site visit.

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, limitation 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 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 Market Guidelines for providing adequate Current Information, which are located on the internet at [www.otcmarkets.com](http://www.otcmarkets.com).
4. Has been posted through the OTC Disclosure and News Service; and
5. Action Stock Transfer Company is registered under the Securities and Exchange Act of 1934.

This letter may be relied on by OTC Markets, Inc. but may not be used or relied upon by any other person for any other purpose whatsoever, without in each instance our prior

written consent. OTC Markets may publish this letter through OTC Disclosure and News Service for viewing by the public or regulators.

Pursuant to Exhibit B of the OTC Attorney Letter Agreement, I have made the following conclusions and statement of facts concerning the issuance of shares to the following shareholders:

- a. Patrick Thomas-President -NSRS 2521 Fountain Cove, Carrollton, TX 75007. Mr. Thomas owns no shares of NSRS and has never been issued any shares by the Company.
- b. James Pulver-CEO, Chairman and Director- NSRS 11705 Boyette Road, Suite 437 Riverview, FL 33569. Mr. Pulver is the owner of 258,002,500 shares of restricted common stock. and 10,000,000 shares of restricted Class A Preferred shares. Included in the number of common shares are 57,950,000 shares of common stock issued to Mr. Pulver on November 2, 2015 and 200,000,000 shares of common stock on August 31, 2016. Mr. Pulver purchased 52,500 shares of restricted common stock from Harry Lappa on November 17, 2015. Mr. Pulver was awarded 5,000,000 shares of Class A Preferred shares on November 17,2015 and 5,000,000 shares of Class A Preferred shares on April 26, 2016 for a total of 10,000,000 shares of Class A Preferred shares. Mr. Pulver was issued these shares as compensation for his services as CEO. On October 29, 2015, 5,000,000 shares of restricted common stock were issued in error to Mr. Pulver. These shares should have been Class A Preferred shares and the 5,000,000 shares of common stock issued in error were canceled on November 17, 2015.
- c. Harry Lappa- Former CEO-NSRS 3206 Westminster Road, Regina SK Canada S4V 0S2. Mr. Lappa is the owner of 2,500,000 shares of restricted common stock issued to him on November 2, 2015 for his past services as CEO.

- d. Ambrose and Keith, Inc. – This company listed address is 4510 E. Hamblin Drive, Phoenix, AZ 85050. The sole principal of this company is Chris Davies whose address is 6520 SW 72<sup>nd</sup> Court, Miami, FL 33143. Ambrose and Keith, Inc. was issued 6,000,000 shares of restricted common stock but is currently listed as owning no shares of NSRS. These shares were issued as payment to Ambrose and Keith, Inc. for notes that Ambrose and Keith purchased dating back to 2011. These notes were disclosed in prior financial reports. These shares were transferred from Ambrose and Keith on February 24, 2016.
- e. Kunimitsu Misawa-3459 McLaughlin Avenue, Los Angeles, LA 90066. Mr. Misawa was issued 1,000,000 shares of restricted common stock on November 2, 2015 for business consulting services that included advising business strategy and sales for three months ending September 30, 2015.
- f. David Rakiec- 8926 Midvalley Drive W. Jordan, UT 84088. Mr. Rakiec was issued 1,000,000 shares of restricted common stock on November 2, 2015 for business consulting services that included advising business strategy and sales for three months ending September 30, 2015.
- g. Paul Swinson-191 E. Willoughby Street, Apt 3E, Brooklyn, NY 11201. Mr. Swinson . was issued 400,000 shares of restricted common stock on November 2, 2015 for general business consulting services such as product marketing for four weeks ending September 1, 2015.
- h. William E. and Virginia B. Malossi, 7520 SW 42<sup>nd</sup>, Davie, FL 33314. Mr. and Mrs. Malossi was issued 1,050,000 shares of restricted common stock on November 2, 2015 for general business consulting services such as product marketing for four weeks ending August 10, 2015.
- i. Monica Morales-5401 Baltimore Drive, Apt 39, La Mesa, CA 91942. Ms. Morales

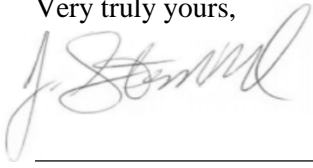
was issued 100,000 shares of restricted common stock on November 2, 2015 for business consulting services such as product marketing for one week ending September 2, 2015.

- j. Anthony Papa, Jr. 162 Rhyne Road, Cupecoy St. Marriten, Netherlands, Antilles. Mr. Papa purchased \$26,981.00 of a promissory note from Island Capital, Inc. and converted \$13,490.50 into 13,490,500 free trading shares of common stock on September 6, 2016.
- k. Island Capital, Inc-1250 US 1 Highway, Key West, FL 33040. Mike Barron is the CEO of Island Capital, Inc. and his business address is the same as Island Capital, Inc. Island Capital, Inc. purchased \$100,000.00 of a promissory note owed to Kunimitsu Misawa by the Company and converted \$13,477.00 it into 13,477,000 free trading shares of common stock on September 6, 2016 and converted additional \$13,477.00 into 13,477,000 free trading shares of common stock on September 15, 2016.
- l. Jack Stein, 1250 US 1 Highway, Key West, FL 33040. Mr. Stein purchased \$13,490.50 of a promissory note from Anthony Papa, Jr. and converted into 13,490,500 free trading shares of common stock on September 16, 2016.
- m. Thomas Collins-600 Park Meadow Drive, Weatherford, TX 76087. Mr. Collins converted \$20,000.00 of a promissory note purchased from Island Capital, Inc. into 20,000,000 shares of unrestricted common stock on October 5, 2016.
- n. Jeff Gilfillan - PO Box 31832 Des Peres, MO 63131. Mr. Gilfillan was issued 100,000 shares of Preferred A restricted stock on June 17, 2016 for business consulting services that included advising business strategy for three months ending May 31, 2016.
- o. All the above certificates were issued baring the legend stating that the securities were not registered under the Securities Act and setting forth or referring to restrictions on

transferability and the sale of securities.

- p. Counsel has made specific inquiry of each persons listed above, persons engaged in promotional activities regarding the Issuer, and persons owning more than 10% of the Securities (collectively the “Insiders”) and found that only Ambrose and Keith, Inc. have sold any of the securities listed herein within the past 12 months. There were no promoters authorized by NSRS. The sale by Ambrose and Keith, Inc. was done pursuant to Rule 4(a)(1). On February 2, 2016, Attorney Duncan J. Farmer issued an opinion that the shares were eligible to be issued without restrictions pursuant to Rule 4(a)(1). (Attached hereto and incorporated herein as Exhibit A) Pursuant to the documents reviewed by Mr. Farmer, A&E Partners Development Inc. issued promissory notes to Chadwick and Collins as follows: Notes dated September 9, 2011 in the amount of \$75,471.00 and \$5,775.00 and a note in the amount of \$75,000.00 dated April 24,2012. Mr. Farmer confirmed the payment of the funds by Chadwick and Collins on the dates of the notes. On August 7, 2013, NSRS purchased A&E Partners Development Inc. and assumed the notes owed to Chadwick and Collins. On August 7, 2013, Chadwick and Collins converted the notes into 6,000,000 shares of the Issuer’s common stock. Chadwick and Collins then assigned the notes to Ambrose and Keith, Inc. Mr. Farmer issued his opinion that the shares were eligible to have the restrictions lifted and Ambrose and Keith then sold the shares. Mr. Farmer’s opinion was requested by Mr. Christopher Davies, managing partner for Ambrose and Keith, Inc., and was not sought by NSRS. Duncan Farmer, Esq. is not associated with NSRS.
- q. Nothing else has come to the attention of Counsel that would prohibit any of them from buying or selling the Securities under Rules 10b-5 or 10b-5-1 under the Exchange Act.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Stephen Mills", written in dark ink. The signature is positioned above a horizontal line.

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Stephen Mills, Esq.



## EXHIBIT A

# DUNCAN J. FARMER, Esq. LLC

CREATIVE SOLUTIONS

Justeene Blankenship  
Action Stock Transfer  
2469 East Fort Union Blvd  
Suite 214  
Salt Lake City, Utah 84121

*Re: Legal Opinion – Conversion of Promissory Note and Removal of Restricted Legend*

*Issuer: North Springs Resources Inc.*

*Shareholder: Ambrose & Keith, Inc.*

*Number of Common Shares: 6,000,000*

*February 2, 2016*

Ladies and Gentlemen:

This letter is in response to a request that I express an opinion as to whether Ambrose & Keith, Inc. (the "Shareholder") may sell up to 6,000,000 shares of North Springs Resources Inc. (the "Issuer") common stock (the "Shares"), without registration under the Securities Act of 1933, as amended (the "Securities Act"), pursuant to an exemption from registration requirements as set forth under section 4(a)(1) of the Securities Act. This letter is intended to be relied upon by the Issuer, its registrar and transfer agent, the Shareholder, the Shareholder's Transfer Agent and the Shareholder's Broker-Dealer in removing the restrictive legend on the shares and in registering transfer of the Shares without restriction in accordance with the conditions set forth herein.

## FACTS AND ASSUMPTIONS

In connection with rendering this opinion, I have investigated such matters and examined such documents as I have deemed necessary and appropriate under the Securities Act and applicable state laws. In examining the documents, I have assumed the genuineness 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 the facts set forth in such documents and provided to me orally by representatives of the Issuer and Shareholder. Nothing came to my attention during the course of my investigation that led me to conclude that such documents and statements were not genuine or authentic or that the facts set forth therein and orally indicated were not true. Any opinion expressed herein relates only to the Shares and should not be relied on by any

other person or in connection with any other transaction.

This opinion is expressed solely on the facts and assumptions set forth herein and is specifically limited to the investigation and examinations stated and such other investigation as I deemed necessary. After such investigation I know of no facts that lead me to conclude that any opinion set forth below would not be correct. This opinion relates to a conversion of debt into common stock of the Issuer (the "Conversion") and is premised on the understanding that the facts and assumptions set forth herein are correct and the Conversion will not cause the Shareholder to own more than 9.99% of the common stock of the Company. The Issuer has confirmed that at no time can the three promissory notes converted allow for the conversion of more than 9.99% of the issued and outstanding stock of the Issuer. If any facts and assumptions are incorrect or the Conversion causes Ambrose & Keith to hold more than 9.99% of the common stock of the Issuer, the exemption from the registration requirements of the Securities Act set forth in Rule 144 may no longer be available and such circumstance shall invalidate this opinion.

Pursuant to this engagement, I have examined the following specific documents or made the following inquiries:

1. Copies of three Promissory Notes payable from A&E Partners Property Development, Inc. to Chadwick & Collins dated September 9, 2011 in the amount of \$75,471.00, dated September 9, 2011, in the amount of \$5,775.00 and dated April 24, 2012 in the amount of \$75,000.00.
2. A copy of a Share Purchase, Assignment and Assumption of Debt Agreement dated August 7, 2013 whereby Issuer acquired all of the shares of A&E Partners Property Development Inc. by assuming all of the promissory note debt obligations owed by A&E Partners Property Development to Chadwick & Collins.
3. Copies of A&E Partners Property Development, Inc. bank records with Citibank CBO Services showing fund transfers from Chadwick & Collins in the amount of the Promissory Notes on September 8, 2011, September 14, 2011 and April 24, 2012.
4. A copy of a Conversion Agreement dated as of August 7, 2013 whereby Chadwick & Collins converted the debt represented by the Promissory Notes into 6,000,000 shares of the Issuer.
5. An Assignment of Shares Agreement between Chadwick & Collins and Ambrose & Keith, Inc. whereby, for services rendered, Chadwick and Collins memorialized an assignment of its 6,000,000 shares of common stock of the Issuer to Ambrose and Keith, Inc.

6. A representation letter from the Issuer stating that neither Chadwick & Collins nor Ambrose & Keith, Inc. is an affiliate of the Issuer and that neither has been an affiliate within the last three months.

Based on the foregoing, I base my opinion on the fact that the Shareholder acquired the Shares for good and valuable consideration from Chadwick & Collins who acquired the Shares for good and valuable consideration from the Issuer and who held such shares for a period of more than one year. Ambrose & Keith, Inc., as assignee from Chadwick & Collins, may be deemed therefore to have held the shares on the same basis as Chadwick & Collins and satisfied the holding requirements of Rule 144 and the securities transfer requirements of Section 4(a)(1) of the Securities Act.

#### DISCUSSION

Section 4(a)(1) of the Securities Act provides an exemption to registration requirements for the resale or transfer of securities by any person who is not an issuer, underwriter or dealer and who is not an affiliate of the issuer at the time of sale and who have not been an affiliate during the preceding three months that allows them to sell securities of an issuer without restriction and without a restrictive legend. In addition, a holder of securities issued in a private placement may resell such securities on a public trading market pursuant to SEC Rule 144 after a specified holding period. If an issuer has not been subject to the reporting requirements of Section 13 or 15(d) of the Securities and Exchange Act, a minimum of one year must elapse between the later of the date of acquisition or the securities from the issuer or from an affiliate of the issuer.

In connection with rendering of this opinion I have investigated such matters and examined such documents as I have deemed necessary and appropriate under the Securities Act and the applicable state laws. The Shares in this instance were issued for debt the Issuer owed pursuant to its adoption of debt obligations pursuant to three Promissory Notes. Since the Promissory Notes were issued in 2011 and in 2012, and the predecessor of the Issuer confirmed that it had received the cash represented by the Promissory Note on or prior to that date, Ambrose & Keith, Inc., as a subsequent assignee from Chadwick & Collins, may be deemed to have acquired the Shares on August 7, 2013. Consequently, the holding time for purposes of Rule 144 and the securities transfer requirements of Section 4(a)(1) began on August 7, 2013. Accordingly, more than one year elapsed since the date the Shares were deemed acquired by Chadwick & Collins and Ambrose & Keith, Inc. may be considered a subsequent holder or as "standing in the shoes" of Chadwick & Collins for purposes compliance.

The Issuer's representation letter confirms that neither Chadwick & Collins nor Ambrose & Keith, Inc. is currently, and has never been during the last three months, an

affiliate or an underwriter of the Issuer, as that term is defined in the Securities Act. Neither is a shareholder nor an officer or director of the Issuer, nor is either entity a party in any manner of contact with the Issuer that would suggest a controlled or a controlling relationship.

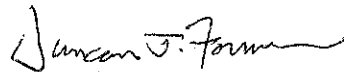
#### CONCLUSIONS

Based on my examination of the above-described documents and relevant law and subject to the limitations expressed herein, I am of the opinion that the 6,000,000 shares of common stock of the Issuer held by Ambrose & Keith may be sold or transferred without a restricted legend. The Shareholder may sell the shares free of any restrictions on transfer without registration under the Securities Act pursuant to any then available exemption pursuant to the Securities Act.

The restricted legend on the current share certificate may be removed and any new stock certificates representing the Shares should not bear a restricted legend restricting the transfer thereof. The foregoing instructions do not apply to any other shares of the Issuer, if any, which may be held by the Shareholder which would require a separate basis for exemption.

This opinion is given only with respect to the specific transaction in the Shares to which this opinion relates as set forth above and may not be relied on by any other person holding securities, whether in the Company or in any other corporation. No other use of this opinion is authorized without the written consent of the undersigned.

Sincerely,

A handwritten signature in dark ink, appearing to read "Duncan J. Farmer", with a stylized flourish at the end.

Duncan J. Farmer, Esq