

Austin Legal Group, APC

LAWYERS
3990 OLD TOWN AVE, STE A-112
SAN DIEGO, CA 92110

LICENSED IN CALIFORNIA & HAWAII & ARIZONA
TELEPHONE
(619) 924-9600

FACSIMILE
(619) 881-0045

Writer's Email:
arden@austinlegalgroup.com

May 10, 2017

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

Re: Attorney Letter with Respect to Adequate Current Information for Zerez Holdings Corp. for fiscal year 2016.

Austin Legal Group has been retained by Zerez Holdings Corp., an Oklahoma corporation with its principal office in Roseville, California (the "Issuer") as special counsel for the purpose of rendering this letter and to provide securities and other counsel as needed. OTC Markets Group is entitled to rely on this 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.

I am a U.S. Resident and licensed to practice law in California and Arizona. I am permitted to practice before the Securities and Exchange Commission (SEC) and have not, at any time, been prohibited from practice thereunder. The jurisdictions covered by this letter include the laws of the United States of America.

I have examined such corporate records and other documents, and such questions of law, as I have considered necessary or appropriate for purposes of rendering this letter. The documents that I have reviewed ("Information") include, but are not limited to:

- a. The Issuer's Amended Quarterly Report for the period ending March 31, 2016, filed May 10, 2017;
- b. The Issuer's Amended Quarterly Report for the period ending June 30, 2016, filed May 10, 2017;
- c. The Issuer's Amended Quarterly Report for the period ending September 30, 2016, filed May 9, 2017; and
- d. The Issuer's Amended Annual Report Financial Statements and Footnotes for the period ending December 31, 2016, filed May 9, 2017.

As to matters of fact, I have relied on information obtained from public officials, officers and directors of the Issuer and other sources, and these sources are believed to be reliable. In examining the Information, I have assumed that:

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1. All statements and representations contained therein were accurate and reliable;
2. All signatures contained therein were genuine;
3. All documents submitted to me were true and accurate copies; and
4. All natural persons who signed documents had the legal capacity to do so.

Based on the foregoing review and other matters set forth herein, it is my 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 (the “Exchange Act”), (iii) complies as to form with the OTC Markets Group’s Pink Disclosure Guidelines, which are located on the Internet at www.otcmarkets.com, and (iv) has been posted through the OTC Disclosure & News Service.

The individual responsible for the preparation of the Unaudited Consolidated Financial Statements contained in the Information was Don Smith. Mr. Smith is a licensed enrolled agent recognized to practice before the IRS since 1994. Mr. Smith has built multiple tax and real estate firms, having personally prepared over 16,000 tax returns and been involved in more than 500 real estate transactions.

The Issuer’s Transfer Agent is Action Stock Transfer Corp., which is registered with the Securities and Exchange Commission. I relied upon information provided by Action Stock to confirm the number of outstanding shares set forth in the Information.

I have met through Skype video conference with Mr. John Taylor and Mr. Don Smith, who are the Company’s sole directors and management, with whom I discussed the Information. To the best of my knowledge, after inquiry of the foregoing, neither the Company, nor counsel, nor any 5% or more beneficial owner of the Company’s common stock is currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws.

No person other than OTC Markets Group is entitled to rely on this letter; however, OTC Markets Group has full and complete permission to publish the letter in the OTC Markets News Service for viewing by the public and regulators. The Company has informed this firm that, as of this date, there have been no promotional activities regarding the securities covered hereby. This letter is meant to cover and speak in regards to the Company’s fiscal year 2016.

Sincerely,

AUSTIN LEGAL GROUP, APC

A handwritten signature in blue ink, appearing to be 'Arden E. Anderson', with a long horizontal stroke extending to the right.

Arden E. Anderson, Esq.