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April 13, 2018

**Via OTC Disclosure and News Service**
OTC Markets Group Inc.
304 Hudson Street, 3rd Floor
New York. NY 10013

***Re: Verde Media Group Inc. ("VMGI")***

Dear Ladies and Gentlemen:

This office is serving as outside general counsel to Verde Media Group Inc., a Delaware corporation (the "Company" or the "Issuer"). I am a legal resident of the United States and licensed to practice law in the State of Vermont. I am admitted to practice before the Vermont Supreme Court, which is the highest Court in the State of Vermont. As a member solely of the Vermont Bar, I do not represent myself as an expert in the laws of any other jurisdiction, except for the laws of the United States of America. Accordingly, this letter is provided pursuant to U.S. Federal Law and not any other state or jurisdiction.

I am providing general legal counsel to the Company pertaining to its business affairs, including, but not limited to, rendering this opinion letter (this "Letter"). OTC Markets Group, Inc. ("OTC Markets Group") 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 (the "Securities Act").

In issuing this Letter, I have assumed the genuineness of all signatures on all documents examined by me, assumed the authenticity of all documents submitted to me as originals, and assumed that all copies provided to me by the Company conform with the original documents represented. I have further assumed the authenticity of the originals of any such copies. In addition, I have relied upon the certificates of public officials, and as to matters of fact I have relied upon the statements and certificates of officers and representatives of the Company.

The opinions and conclusions contained in this Letter are based upon documentation and facts made available by the Company to me, and are solely based upon the assumed accuracy of those documents and facts. In the event that the facts and information in any or all of such documents are determined not to be true, this opinion is rescinded and to be deemed null and void.

I have further addressed such questions of law that we have deemed necessary and/or appropriate for the purpose of rendering this Letter. This Letter is respectfully submitted on behalf of the Company to be posted by the Issuer and published, accompanying the Issuer's disclosure(s), through the OTC Disclosure and News Service guidelines.

This letter covers the laws of the United States and does not depend on another law firm's opinion or letter. I have never been prohibited from practicing before the U.S. Securities and Exchange Commission (the "SEC"), and pursuant to 15 U.S.C. 78c(a)(16) and S.E.C. Rule of Practice 102, I am permitted to practice before the SEC by virtue of my licensure before the Vermont Supreme Court.

The Company's outside accountant assisted the Company to prepare the financial statements of the Company along with the appropriate notes in accordance with generally accepted accounting principles, with the exception of accounting for outstanding derivative securities (none of which are included in the reports set for the below), but said accountant did not perform any audit, review or compilation procedures on the financial statements which were prepared by the Company's management. The financial statements are not audited.

The Company's transfer agent is Olde Monmouth Stock Transfer Co., Inc. ("OMST"). OMST is duly registered with the SEC. OMST has confirmed the control and management status of the Company as provided in the Information listed below.

In addition, I have spoken personally with the President and Director of the Company, Nicholas Sprung; I reviewed the Information described further below, as filed by the Issuer, with the OTC Disclosure and News Service; and discussed the Information with Mr. Sprung in detail.

To the best of my knowledge and after inquiry of the Company's President and Director, no 5% holder of securities of the Company, the Company or counsel is currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws.

The documents containing information concerning the Company that are publicly available and which I have reviewed and filed with the OTC Disclosure and News Service in preparation for rending this Letter (the "Information") are set forth below along with the date each document was posted through the OTC Disclosure and News Service:

| Type of Document Filed | Document Description | Date Released / Posted |
|---|---|---|
| Quarterly Report | Information and Disclosure Statement Ending 03/31/2018 (Including Financial Statements for the quarter ending that date). | 04/10/2018 |

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| Annual Report | Information and Disclosure Statement Ending 12/31/2017 (Including Financial Statements for the year ending that date). | 04/09/2018 |
| Quarterly Report | Information and Disclosure Statement Ending 09/30/2017 (Including Financial Statements for the quarter ending that date). | 04/09/2018 |
| Quarterly Report | Information and Disclosure Statement Ending 06/30/2017 (Including Financial Statements for the quarter ending that date). | 04/09/2018 |
| Quarterly Report | Information and Disclosure Statement Ending 03/31/2017 (Including Financial Statements for the quarter ending that date). | 04/10/2018 |
| Annual Report | Information and Disclosure Statement Ending 12/31/2016 (Including Financial Statements for the year ending that date). | 04/09/2018 |
| Quarterly Report | Information and Disclosure Statement Ending 09/30/2016 (Including Financial Statements for the quarter ending that date). | 04/09/2018 |
| Quarterly Report | Information and Disclosure Statement Ending 06/30/2016 (Including Financial Statements for the quarter ending that date). | 04/09/2018 |
| Quarterly Report | Information and Disclosure Statement Ending 03/31/2016 (Including Financial Statements for the quarter ending that date). | 04/09/2018 |

Based the upon the foregoing and subject to the qualifications set forth in this Letter, I am of the opinion that the Information reviewed (as herein described and detailed above as filed by the Company with and published by the OTC Disclosure and News Service, except no opinion is given with respect to Rule 15c2-11(a)(5)(xiv), (xv) and (xvi) under the Securities Exchange Act of 1934 (the "Exchange Act")):

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

2. Includes all of the information that a broker-dealer would be required to obtain from the issuer to publish a quotation for the Issuer's securities under Rule 15c2-11 under the Exchange Act;
3. Complies as to form with the OTC Markets Group's Guidelines for Providing Adequate Current Information; and
4. Has been posted through the OTC Disclosure and News Service.

This Letter may be relied upon by OTC Markets Group, but may not be used or relied upon by any other person or entity for any other purpose whatsoever, without in each instance the undersigned's prior written consent. OTC Markets Group is granted full and complete permission and rights to publish this Letter through the OTC Disclosure and News Service for viewing by the public or regulators.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,

Brice C. Simon, Esq.
Breton & Simon, PLC
Attorneys at Law