Michael A. Littman
Attorney at Law
PO Box 1839
Arvada, CO 80002
(720 530 6184)

malattyco@aol.com

May 8, 2018

OTC Markets LLC
New York, NY

RE: Shell Status
Issuer: TPT Global Tech, Inc.
Dear OTC Markets LLC

I am providing this opinion with regard to TPT Global Tech, Inc. (the "Company" or "TPTW") to address a question with regard to the definition of it as a "shell" under Rule 405 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

This opinion letter is being furnished to you for the purposes of showing that the Company is no longer a shell, and I consider it to be a confidential communication to OTC Markets LLC which may not be furnished, reproduced, distributed, disclosed to anyone, or quoted from or referred to without my prior written consent, except appropriate regulatory and governmental authorities, and to satisfy any and all court orders, and it is rendered solely for your information and assistance and may not be relied upon by any other person or for any other purpose not named above without my prior consent.

Basis for Supporting Legal Opinions: The documentary basis and other basis for the within legal opinion is limited to the following:

The facts and circumstances of the operations of the Company.
Review of the Company's S-1 filings with the Securities and Exchange Commission (the "SEC")
SEC Exchange Act, Rule 405, as amended.
Audited Financial Statements of the Company as filed with Form S-1

Rule 405 under the Securities Exchange Act of 1934 provides:

…………… Shell company. The term shell company means a registrant, other than an asset-backed issuer as defined in Item 1101(b) of Regulation AB (§ 229.1101(b) of this chapter), that has:

(1) No or nominal operations; and

(2) Either:

(i) No or nominal assets;

(ii) Assets consisting solely of cash and cash equivalents; or

(iii) Assets consisting of any amount of cash and cash equivalents and nominal other assets.

Note:

For purposes of this definition, the determination of a registrant's assets (including cash and cash equivalents) is based solely on the amount of assets that would be reflected on the registrant's balance sheet prepared in accordance with generally accepted accounting principles on the date of that determination.

It is my opinion, that the company is not a shell under the definition in Rule 405, based on review of the Company's SEC filings, (Registration Statement on Form S-1 filed 12/15/2017 in file no. 333-222094) and the Company records. Rule 405 specifies that a company is a shell that has no or nominal operations and assets of cash or nominal types. While the Company was previously a shell as defined in Rule 405 for a period of time up to the end of 2014, the Company the has had continuous operations since the last quarter of 2014 in its elected business area of telecom business, which are reflected in its business description and the audited financial statements for the years 2015 and 2016 as filed with the SEC in file no. 333-222094, which financials are incorporated herein by this reference. The company has active operations and revenues from the telecom and related business for several years. Thus, the requirements of Rule 405 appear to no longer be applicable since the Company has been in active business, for over three years. (and it has audited financial statements for 2015-2016 showing *significant revenues, operations and assets*). Therefore the company is no longer deemed a shell under Rule 405, and has been out of such classification since late 2014, with continuous operations of significant nature as shown by its audited financial statements referenced herein.

The opinion expressed above is subject to the following assumptions, exceptions, and qualifications:

(a) I have assumed that (i) all information in all documents reviewed is true and correct, (ii) all signatures on all documents reviewed are genuine, (iii) all documents submitted as originals are true and complete, (iv) all documents submitted 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.

(b) I am admitted to practice law in the State of Colorado. The opinion expressed above is limited to the federal laws of the United States of America.

(c) I am permitted to practice before the Securities and Exchange Commission and have not been prohibited from practice thereunder.

I express no opinion as to any matter other than as expressly set forth above, and no opinion on any other matter may be inferred or implied from this opinion. The opinions expressed herein are given as of the date of this opinion, and I disclaim any obligation to advise you of any change in any matter set forth herein.

If you have any questions or need additional information, please feel free to call.

Sincerely,

Michael A. Littman