

June 6, 2018

## VIA ELECTRONIC MAIL

OTC Markets Group Inc. 304 Hudson Street, 3<sup>rd</sup> Floor New York, New York 10013

Re: Metrospaces, Inc. - 2016 and 2017 Annual Company Filings

## Ladies and Gentlemen:

This law firm ("Counsel") has been retained by Metrospaces, Inc., a Delaware corporation (the "Issuer"), for the limited purpose of reviewing the Information (defined below) and has been asked to render this letter (this "Letter") to OTC Markets Group Inc. ("OTC Markets Group") as to the Issuer's compliance with the Guidelines for Disclosure of Adequate Current Information. OTC Markets Group is entitled to rely upon this Letter in determining whether the Issuer has made adequate current information publicly available within the meaning of Rule 144(c)(2) promulgated under the Securities Act of 1933, as amended (the "Securities Act").

In connection with the preparation of this Letter, Counsel has reviewed the following specific documents (the "Information") concerning the Issuer and the Securities (defined below), which Information is publicly available through the OTC Disclosure & News Service:

- Issuer's Annual Compliance Filing for the year ended December 31, 2016 as posted to the OTC Disclosure & News Service on or about June 6, 2018; and
- Issuer's Annual Compliance Filing for the year ended December 31, 2017 as posted to the OTC Disclosure & News Service on or about June 6, 2018.

In addition, Counsel has (i) personally met with management and a majority of the directors of the Issuer, (ii) reviewed the Information, as amended, published by the Issuer through the OTC Disclosure & News Service and (iii) discussed the Information with management and a majority of the directors of the Issuer.

Counsel 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. More specifically, in addition to those documents set forth above, Counsel has examined and relied upon the originals, or copies certified or otherwise identified to Counsel's satisfaction, of such corporate records, documents, certificates of officers of the Company, including, without limitation, a Certificate of Officers, effective as of June 6, 2018, certificates of public officials and other instruments, and Counsel has made such other and further investigations, in each case as Counsel has deemed necessary or appropriate to enable Counsel to render this Letter. In such examination, Counsel has assumed (i) the legal capacity of all natural persons, (ii) the genuineness of all signatures, (iii) the authority of all persons signing all documents submitted to Counsel as originals, (v) the conformity to authentic original documents of all documents submitted to Counsel as copies and (vi) that all information contained in all documents reviewed by Counsel is true, correct and complete.



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The Issuer's transfer agent is West Coast Stock Transfer, Inc. (the "Transfer Agent"). The Transfer Agent has (i) an address of 721 N. Vulcan Avenue, Suite 205, Encinitas, California 92024, (ii) an email address of fbrickell@wcsti.com and (iii) a telephone number of (619) 664-4780. The Transfer Agent is registered with the Securities and Exchange Commission (the "SEC"). Counsel has confirmed the number of outstanding Securities as reported in the Information by reviewing the stockholder list prepared and provided by the Transfer Agent on June 4, 2018.

The Company's financial statements and the notes thereto included in the Information (the "Financial Statements") have been prepared and reviewed by the independent accounting firm of DCC Accounting ("DCC"). DCC has (i) an address of 300 Aragon Avenue, Suite 375, Coral Gables, Florida 33134 and (ii) a telephone number of (305) 705-7922. Mr. Oscar Brito, the Issuer's President and Chief Financial Officer who has a Master of Business Administration (MBA) from Duke University, also reviews the Financial Statements. The Financial Statements have been prepared in accordance with generally accepted accounting practices in the United States but have not been audited.

To the best knowledge of Counsel, after inquiry of management and the directors of the Issuer, none of (i) the Issuer, (ii) the directors, officers or 5% stockholders of the Issuer or (iii) Counsel is currently under investigation by any federal or state regulatory authority for any violations of federal or state securities laws.

The Information (i) constitutes "adequate current public information" concerning the shares of common stock, par value \$0.000001 per share, of the Issuer (the "Securities") 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 of the Securities Exchange Act of 1934, as amended, (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.

Moreover, Counsel (i) is a resident of the United States, (ii) resides in the State of Tennessee, (iii) is admitted to practice law in the State of Tennessee, and (iv) is permitted to practice before the SEC and has not been prohibited from practice thereunder.

This Letter is given as of the date of this Letter, and Counsel disclaims any obligation to advise OTC Markets Group of any change in any matter set forth herein after such date. This Letter is not an opinion of Counsel regarding the Information, the Securities or the Company. This Letter is limited in all respects to the laws of the United States of America.

No individual or entity other than OTC Markets Group is entitled to rely on this Letter; however, in connection therewith, OTC Markets Group is granted full and complete permission to publish the Letter through the OTC Disclosure & News Service for viewing by the public and regulators.

By:

Very truly yours,

Waller Lansden Dortch & Davis, LLP

Wes Scott, Partner