

JACKSON L. MORRIS

Attorney at Law

Admitted in Florida and Georgia

February 25, 2019

OTC Markets Group, Inc.
2nd Floor
304 Hudson Street
New York, NY 10013

Re: Rimrock Gold Corp..
Trading symbol: RMRK

Ladies and Gentlemen:

I have been engaged as special counsel to Rimrock Gold Corp., a Nevada corporation with its headquarters office located at 3651 Lindell Road, Suite D155 Las Vegas, NV 89103 ("Issuer"), to provide this letter with respect to the information ("Information") publicly disclosed by the Issuer and published through the OTC Disclosure and News Service, including all information published at <https://www.otcmarkets.com/stock/RMRK/profile> and related pages. The Issuer's common stock ("Securities") is quoted on OTC Pink and is traded in the over-the-counter market. Please be advised that OTC Markets Group is entitled to rely on this letter in determining whether the Issuer has made adequate current public information publicly available within the meaning of Rule 144(c)(2) under the Securities Act of 1933 ("Securities Act"). It should be noted that Rule 144(c)(2) does not define or provide a standard for public availability of information. In using this term, I refer to any information which is available to the public from any source, including information which requires payment of a fee to a public official. In particular, the Rule does not require publication of information on or through the OTC Disclosure & News Service.

The Information covered by this opinion includes and is limited to information under the Issuer's control on the "Company Profile" tab and the items of information indexed on the "Disclosure" tab, as follows:

<u>Information Item*</u>	<u>Period End Date</u>	<u>Publish Date</u>
Annual Report - Annual Report - OTC Pink Basic Disclosure Guidelines	August 31, 2018	February 13, 2019
Annual Report - August 31, 2018 Year End Financials	August 31, 2018	February 13, 2019
Annual Report - OTC Pink Basic Disclosure Guidelines	August 31, 2017	September 17, 2018
Annual Report - Annual Report	August 31, 2017	August 13, 2018

I am a citizen and resident of the United States of America. I have assisted the Issuer with preparation of the Annual Report and expect to provide from time to time legal services to the Issuer in the areas of corporate, business transactions and securities law. I am licensed to practice law in Florida and Georgia. The subject matter of this letter covers the jurisdiction of the State of Nevada (the Issuer's state of incorporation)

and the laws of the United States of America. I have not relied on the work of any other attorney in rendering the opinions set forth below. I am permitted to practice before the U.S. Securities and Exchange Commission and am not prohibited from such practice.

For the purpose of this letter, I have reviewed, to the extent I deem relevant to the matters covered by this letter, and relied upon the following:

Documents publicly available -

- a. a true copy of the Issuer's Articles of Incorporation, as amended to the date hereof, including Certificates of Designation, and bylaws;
- b. registrations and reports filed by the Issuer pursuant to the Securities Act of 1933 and the Securities Exchange Act of 1934 beginning March 5, 2008 and ending May 31, 2015 (Commission File No. 333-149552);
- c. information published by the Issuer through the OTC Disclosure & News Service on OTCMarkets.com at the Internet address of <https://www.otcmarkets.com/stock/RMRK/profile> and related pages, in particular, the documents listed on the "Disclosure" page in the active category;
- d. a list of all transfer agents registered as of June 2, 2011 with the U.S. Securities and Exchange Commission ("Commission") pursuant to Section 17A of the Securities Exchange Act of 1934, as amended, as provided by the staff of the Commission;

I have not reviewed the Issuer's web site at <http://www.rimrockgold.com>.

Documents not publicly available -

- a. a Resolution of Appointment dated February 7, 2013 by the Issuer appointing First American Stock Transfer, Inc. as the Issuer's transfer agent ("Transfer Agent");
- b. a statement from the Transfer Agent dated February 14, 2019 advising the number of issued and outstanding shares of common stock as of August 31, 2018 ("TA Advice").

I have also reviewed and relied upon such other documents and certificates of the Issuer and of public officials as I have deemed necessary and relevant to the subject matter this letter. I have assumed the due and proper election or appointment of all persons signing and purporting to sign the documents in their respective capacities, as stated therein, the genuineness of all signatures, the conformity to authentic original documents of the copies of all such documents submitted to me as certified, true, conformed and photocopied, including the quoted, extracted, excerpted and reprocessed text of such documents. As to matters of fact, I have relied on information obtained from public officials, officers of the Issuer and other sources, which I believe to be reliable.

I have also reviewed and am familiar with Rule 144 under the Securities Act and Rule 15c2-11 under the Securities Exchange Act of 1934 (the "Exchange Act"). It should be noted that the only information required by Rule 144(c)(2) that is required to be publicly available is limited to the information identified in paragraphs (a)(5)(i) to (xiv) and (a)(5)(xvi) of Rule 15c2-11. The required information is less extensive than the

information identified in OTC Pink Basic Disclosure Guidelines Version 1.1, April 25, 2013.

The Information (i) constitutes "adequate current public information" concerning the Securities and the Issuer and "is available" within my understanding of 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 (see Appendix "A", hereto), (iii) complies as to form with OTC Pink Basic Disclosure Guidelines Version 1.1, April 25, 2013, and (iv) has been published through the OTC Disclosure & News Service.

I have been advised by the Issuer that Adcount of Ajax, Ontario, Canada, has prepared or reviewed the financial statements contained in the Information. Adcount is, in part, an accounting consultancy firm whose website address is <https://adcountsolution.com/>.

The Transfer Agent's address is Suite 170, 4747 N. 7th Street, Phoenix, Arizona 85014, according to information provided at <https://www.otcmarkets.com/learn/service-providers/2429?t=6> and 6201 15th Avenue, Brooklyn, New York 11219 <http://www.firstamericanstock.com/>. According to information obtained from the Commission, the Transfer Agent was registered with the Commission pursuant to Section 17A of the Exchange Act as of June 2, 2011 and I have no reason to believe such registration has been terminated. The TA Advice states that the number of issued and outstanding shares of common stock on August 31, 2018 was 1,990,701,808 shares and on February 14, 2019 was 2,315,701,808 shares.

I have (i) personally met with a majority of directors and executive officers of the Issuer, (ii) reviewed the Information published by the Issuer through the OTC Disclosure & News Service and (iii) discussed the Information with a majority of directors and executive officers of the Issuer.

To the best of my knowledge, after inquiry of management and a majority of the directors of the Issuer, neither of the Issuer, any five percent holder of the Issuer's securities is, nor am I, currently under investigation by any federal or state regulatory authority for any violation of federal or states securities laws.

No person other than OTC Markets Group is entitled to rely on this letter. Notwithstanding this limitation of reliance, I hereby grant OTC Markets Group full and complete permission and right to publish this letter through the OTC Disclosure & News Service for viewing by the public and regulatory agencies; provided, that such permission to publish and the publication hereof shall not be deemed a waiver of the limitations of reliance set forth in this paragraph.

Very truly yours,



Jackson L. Morris

cc: Jordan Starkman, Chief Executive Officer
Rimrock Gold Corp.