

**CMD**  
**CARMEL, MILAZZO & DICHARA LLP**  
ATTORNEYS AT LAW

April 2, 2020

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

*Re: American Energy Partners, Inc. Sufficiency of Adequate Current Information*

Dear Sirs and Mesdames,

We have been requested, as securities counsel for American Energy Partners, Inc., a Colorado corporation (the “Company”), to render a sufficiency of adequate current information letter (this “Letter”) in connection with the filing by the Company of the Company’s Annual and Quarterly Reports. The Company is required to have filed with the OTC Markets Annual Report for the year ended December 31, 2019 (the “Annual Report”) and Quarterly Reports for the quarters ended March 31, 2019, June 30, 2019, and September 30, 2019 (the “Quarterly Reports”), pursuant to Rule 15c2-11(a)(5) of the Securities Exchange Act of 1934, as amended, (the “Exchange Act”), and Rule 144(c)(2) under the Securities Act of 1933, as amended (the “Securities Act”).

It is of our opinion that the Annual Report and Quarterly Reports and all other documents filed with the OTC Markets Group, Inc. (“OTC Markets”):

- (i) constitute adequate current public information concerning the shares of Class A common stock of the Company (the “Securities”) and are available within the meaning of Rule 144(c)(2) under the Securities Act;
- (ii) include all of the information that a broker-dealer would be required to obtain from the Company to public as quotation for the Securities under Rule 15(c)2-11 of the Exchange Act;
- (iii) comply as to form with the OTC Markets Group’s OTC Pink Disclosure Guidelines for Providing Adequate Current Information, which are located on the Internet at [www.otcmarkets.com](http://www.otcmarkets.com); and
- (iv) have been updated (posted) through December 31, 2019, in the OTC Disclosure and News Service.

The OTC Markets is entitled to rely on this Letter in determining whether the Company has made adequate current information publicly available within the meaning of Rule 144(c)(2) of the Securities Act.

In rendering this Letter, we have reviewed such corporate records and other documents as we deemed necessary for purposes of rendering this Letter. In addition, we have made such investigation and have considered such questions of law as we deemed necessary and appropriate for the purposes of rendering this Letter. In all examinations, we have assumed the genuineness of all signatures, the authenticity of all documents received as originals, and the authenticity of all received copies of documents. Further, we have relied on information obtained from the officers of the Company and other sources we deem to be reliable.

The Company's management is responsible for the preparation of the corporate filings. The unaudited financial statements were prepared by Buckno Lisicky & Company, an accounting firm. These financial statements are then reviewed by management prior to filing. The primary officer reviewing and approving the financial statements is Brad Domitrovitsch, the Company's Chief Executive Officer.

The Company's transfer agent is Transfer Online, Inc. ("Transfer Online"), located at 512 SE Salmon Street, Portland, OR 97214. Transfer Online is registered with the Securities and Exchange Commission. We have confirmed with the Company and Transfer Online that as of December 31, 2019, the Company had: (i) 194,643,990 outstanding shares of Class A common stock, \$0.001 par value (the "Common Stock") and 219,643,990 issued shares of Common Stock; (ii) 790,500,000 shares of common B stock, \$0.001 par value ("Common B Stock") issued and outstanding; and (iii) 790,500,000 shares of preferred stock, \$0.001 par value ("Preferred Stock") issued and outstanding. For the aforesaid confirmation, we relied on the certified shareholders' list of the Company dated as of December 31, 2019, and prepared and provided to us by Transfer Online.

We have reviewed the Annual Report and the Quarterly Reports including the Company's unaudited financial statements and notes thereto for the year ended December 31, 2019, which were posted on the OTC Markets on March 27, 2020, and for the quarters ended March 31, 2019, June 30, 2019, September 30, 2019, which were posted on the OTC Markets on June 7, 2019, August 13, 2019, and November 14, 2019, respectively.

We have personally reviewed the Annual Report and the Quarterly Reports including all unaudited financial statements and it is our opinion that the Annual Report and the Quarterly Reports comport with all necessary requirements of Rule 144(c)(2) of the Securities Act, and that the Annual Report and the Quarterly Reports are accurate and contain current information regarding the Company. We have personally met and spoken with the Company's management and a majority of the Company's directors including Brad J. Domitrovitsch, Josh Hickman, and Damian Georgino to discuss the Company's Annual Report for the year ended December 31, 2019, posted on the OTC Markets on March 27, 2020, and the Quarterly Reports for the quarters ended on March 31, 2019, June 30, 2019, September 30, 2019, which were posted on the OTC Markets on June 7, 2019, August 13, 2019, and November 14, 2019, respectively.

To the best of our knowledge, after an inquiry of the Company's management and directors, neither the Company, any 5% holders, nor counsel is currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws.

The Company is currently not a "shell company" as defined in Rules 405 of the Securities Act and 12b-2 of the Exchange Act but its predecessors, however, qualified as a "shell company" as defined in Rules 405 of the Securities Act of 1933 and 12b-2 of the Exchange Act of 1934.

This letter confirms that Carmel, Milazzo & DiChiara LLP beneficially owns 10,000,000 shares of Class A Common stock of the Company (the "Beneficially Owned Shares"). The Beneficially Owned Shares were received as a result of two subsequent issuances in the amount of 5,000,000 shares on August 20, 2019, and on October 11, 2019. The Beneficially Owned Shares are restricted shares and bear the restrictive legend. The Beneficially Owned Shares were issued in consideration of the legal services of Carmel, Milazzo & DiChiara LLP. Currently, we do not have any agreement to receive in the future any shares of the Company's stock, whether in payment for services or otherwise. However, we may receive such shares in the future for payment of services.

I, Ross David Carmel, a Partner at Carmel, Milazzo & DiChiara LLP, am a resident of the United States of America and am admitted to practice law in the state of New York. I am permitted to practice before the Securities and Exchange Commission (the “SEC”). I have never been prohibited from practicing before the SEC, I am not currently, or has been in the past five years, suspended or barred from practicing in any state or jurisdiction, and I have not been charged in a civil or criminal case. I am not currently and have not been in the past five years subject of an investigation, hearing, or proceeding by the SEC, the U.S. Commodity Futures Trading Commission (“CFTC”), the Financial Industry Regulatory Authority (“FINRA”), or any other federal, state, or foreign regulatory agency.

This Letter covers the laws of the state of New York and the laws of the United States of America. This Letter does not rely on the work of other counsel.

While this Letter is intended exclusively for use and reliance by the OTC Markets, the same is hereby granted full and complete permission and rights to publish this Letter through the OTC Disclosure & News Service for viewing by the public and regulators.

Please e-mail me at [rcarmel@cmdllp.com](mailto:rcarmel@cmdllp.com) if you have any questions or concerns.

Sincerely,

A handwritten signature in dark ink, appearing to read 'Ross David Carmel', written over a horizontal line.

Name: Ross David Carmel, Esq.  
Title: Partner