

July 18, 2017

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

Re: **The Automotive Resource Network Holdings, Inc. ("ARNH")**
Opinion of Counsel regarding Adequate Current Information and Annual Report for period
ending December 31, 2016

To Whom It May Concern:

I act as securities counsel for The Automotive Resource Network Holdings, Inc. ("ARNH" or the "Company"), and has been retained for the purpose of preparing this Opinion of Counsel, applying the applicable laws of the United States, regarding its corporate operations and level of disclosure of public corporate information.

- Articles of Incorporation, By-Laws and Minutes;
- Corporate minutes of the meetings of its Board of Directors and shareholders;
- Actions taken by Written Consent in Lieu of Meeting of the Board of Directors;
- The Annual Report by the Company dated for period ending December 31, 2016 posted on July 10, 2017.
- Other related corporate records and documents as were necessary and provided by the corporation's management for the purposes of this letter.

Counsel has met with management and all of the directors of the Company. Counsel has reviewed the information, as amended, published by the issuer through the OTC Disclosure and News Service, and discussed the information with management and a majority of the Company's directors. The Company is a voluntary filer under the alternative reporting requirements.

The opinions and conclusions contained in this Opinion of Counsel are based upon documentation and facts made available to this firm, and are solely based on the accuracy of those documents and facts. Further, counsel has reviewed all prior disclosures posted by ARNH with both the SEC and OTC Market Groups' Disclosure and News Service, as amended. All such information is believed to be accurate and reliable. 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the event that the facts and information in any or all of such documents are determined not to be true, this opinion is rescinded to and to be deemed null and void. Counsel has discussed the above documentation, and the underlying assumptions this firm is relying upon, with the management of the corporation.

The Company was formed in the state of Florida with the filing of Articles of Incorporation on October 27, 1997 with the name of SKRSCO, Inc. At formation, the principal operations of the Company involved the

marketing and sale of a product known as the Polar Pitcher, a beer pitcher that had a separate compartment in which to place ice in order to keep the beer in the pitcher from getting warm, but would prevent the melting ice from diluting the beer in the pitcher. The product had a website at www.polarpitcher.com.¹

In March of 2007, the Company acquired CTFP, Inc. an Alberta corporation as a wholly owned subsidiary. As part of the acquisition of CTFP, Inc., the existing management of the Company was replaced by the management of CTFP, Inc. with Kevin Smith being COO and Les Evenshen being CEO. CTFP, Inc. is an asset management company specializing in foreign exchange investments, managed investment services, specialized in hedging strategies for high net worth individuals and institutional clients. Following the acquisition of CTFP, Inc., the Company divested itself of the Polar Pitcher product line.² The Polar Pitcher is still marketed on its website and sold through Amazon. On June 4, 2007, the Company filed articles of amendment to change its name to “Diversity Group International, Inc.”³

The Company filed an amended restated articles of incorporation on July 9, 2009 and August 9, 2009 each with the name of the Company as Diversity Group International, Inc., however the July 9 amendment had the principal place of business as 3070 Virginia Street, Coconut Grove, FL⁴ while the August 8 amendment had a new principal place of business 175 SW 7th Street 1100, Miami, FL⁵ indicating a change in the Company’s primary place of business.

The Company continued its operations as an asset management company through the filing of its Initial Company Information and Disclosure Statement filed on otcm Markets.com on July 16, 2009. The asset management services were described in more detail on its annual filing for the period ending December 31, 2009 in Item II.B.⁶ and reported top line revenue of \$264,545 and total assets of \$76,606 on its financial statements for that period.⁷ The Company during this time had three (3) wholly owned subsidiaries, which included CTFP, Inc., Plantera International, Inc. and CD Capital Management, Inc. The Company’s financial statements filed on otcm Markets.com while it was Diversity Group International, Inc. do not resemble those of a shell company and reflect a company with substantial assets and operations.

New management purchased the Company for \$125,000 on August 15, 2011, and the Company, through a share exchange agreement acquired a Wyoming corporation, The Automotive Resource Network Holdings, Inc., which maintained operations focused on month-to-month vehicle service contracts and roadside assistance. On September 28, 2011 the Company changed its name to The Automotive Resource Network

¹ <https://www.otcm Markets.com/financialReportViewer?symbol=ARNH&id=22490> (Initial Company and Disclosure Statement filed July 16, 2009 – Item VIII.A.)

² *ibid.*

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⁴ <http://search.sunbiz.org/Inquiry/CorporationSearch/ConvertTiffToPDF?storagePath=COR%5C2007%5C0607%5C80801548.Tif&documentNumber=P97000092145>

⁵ <http://search.sunbiz.org/Inquiry/CorporationSearch/ConvertTiffToPDF?storagePath=COR%5C2009%5C0710%5C00159343.Tif&documentNumber=P97000092145>

⁶ <https://www.otcm Markets.com/financialReportViewer?symbol=ARNH&id=34673>

⁷ <https://www.otcm Markets.com/financialReportViewer?symbol=ARNH&id=33292>

Holdings, Inc.⁸, and At the end of 2012, the Company pivoted from that business model to automotive and identity theft protection and it would focus on an asset acquisition strategy developed by then CEO and Director Ms. Robertson in 2013. It licensed its automotive service contract business to Pro Guard Global, LLC. The Company also entered into an agreement with Entrust America Gift Cards.

In 2013, the Company entered into three separate acquisition agreements for the acquisition of 3 different subsidiaries that ultimately did not prove successful. On March 21, 2013 the Company acquired Covenant Flight Group, a business engaged primarily in a private Pilot's charter business and the right to purchase 2 cargo airplanes. On June 3, 2013 the Company also acquired Alpha Omega Gun Sales, a private Idaho corporation that engaged in the sale of firearms. The Company issued shares of Series E Preferred stock, and under the terms of the Acquisition Agreement the owner was required to comply with reporting requirements and install a POS system to more accurately track sales. The owner did not comply and a mutual decision was reached to dissolve the relationship and the preferred shares were returned to the treasury.

On April 10, 2013 the Company changed its name to Covenant Alliance Group, Inc. A week later on April 17, 2013 the Company then acquired We Three LLC, a private Tennessee limited liability company that engaged in the purchase of repossessed mobile homes, renovation of these homes and then leasing them to families without interest or credit checks on average for 5 – 7 years. The Company issued shares of Series F Preferred stock in connection with this acquisition. Under the terms of the Acquisition Agreement, the Company was required to meet certain milestones by December 31, 2013. The Company failed to meet these milestones and the former owners returned the shares of Series F Preferred stock and regained ownership of this company.

While maintaining this license as an asset the Company pursued other acquisitions however a series of lawsuits which the Company has focused its operations on defending has slowed the Company's acquisitions, however during that time, the Company has maintained more than nominal assets and operations.

On February 28, 2014, Ms. Robertson resigned as CEO and as a Director, Mr. Cullivan resigned as the CFO, and the Company appointed Mr. Jason Levy as a Director, CEO and President. Mr. Levy has a significant background in Acquisitions and Dispositions with an emphasis on real property investments and various businesses.

The Company changed its name to Nationswise Capital Ventures, Inc. on February 18, 2014. In 2014, Mr. Levy personally loaned the Company funds in order to defend the Company in a lawsuit filed against the Company, subsidiary Covenant Flight Group and the Pilot. The Company filed an appeal in with the New York Supreme Court, Appellate division which was successfully decided on April 2, 2015 and the Company was dropped as a defendant in the lawsuit. The 600,000 Series G Preferred Shares that were issued in connection with the Asset Purchase Agreement to acquire Covenant Flight Group were returned to the Treasury and Covenant Flight Group is no longer a Company subsidiary.

In April 2015- March 2017, Attorney Mark Solomon took over as CEO, he helped with litigations. Since April 1, 2017 to present day, David Failla has been CEO of the company.

8

Un-audited Annual Financial Statements as of December 31, 2015 have been posted via the OTC Disclosure and News Service on July 7, 2017, which are available at OTCMarkets.com.

Un-audited Annual Financial Statements as of December 31, 2016 have been posted via the OTC Disclosure and News Service on July 10, 2017, which are available at OTCMarkets.com.

The parties responsible for the preparation of the financial statements is:

Wendell Hecker

Mr. Hecker received his B.S. in accounting from New York University in 1982. Since 2007 he has been the chief accountant for Cherokee Enterprises, Inc. performing services including but not limited to general accounting, accounts payable, accounts receivable, and payroll services.

The party acting as the transfer agent for ARNH is:

Securities Transfer Corporation; 2901 Dallas Parkway, Suite 380, Plano, TX 75093
469-633-0101 p;

The transfer agent is registered with the SEC. An inquiry to the transfer agent was the source of confirmation of same as well as confirmation of the authorized and issued and outstanding common stock as of December 31, 2016:

The list below includes all persons who provided assistance, prepared or provided information with respect to the Company's disclosures, or who received securities as consideration for services rendered to the Company, or who is defined as a "control person," including (i) their full name; (ii) their business address; (iii) the number and class of securities of the Company beneficially owned; (iv) such securities bear a restrictive legend; and (v) a complete description of the consideration received by the Company in connection with each issuance of shares to any of them including, without limitation, the nature of any services performed for or on behalf of the Company.

- (i) Suds and Kisses Holding Corp.
- (ii) 15424 NE 1st Ave, Fort Lauderdale, FL 33304
- (iii) 20,000,00 shares of Series E preferred stock; 1 share of Series B preferred stock 3,000,000,000 shares of common stock
- (iv) Restricted
- (v) None, all shares were acquired from a third party

Pursuant to an inquiry of management and directors of the corporation, to the best of this firm's knowledge

information and belief, neither the officers or directors of ARNH or any person or entity holding at least five percent (5%) of the corporation's stock is currently under investigation by any federal or state regulatory authority for any violation of federal or state securities law.

No person or entity other than OTC Markets Group is entitled to rely upon this opinion. OTC Markets Group, however, is granted full and complete permission and rights to publish this document via the OTC Markets Group's Disclosure and News Service for viewing by the general public and regulators. The public and OTC Markets Group may rely on the above in determining whether ARNH has made adequate current public information to be available within the meaning of Rule 144(c)(2) of the Securities Act of 1933. Further, the information which has been posted via OTC Disclosure and News Service constitutes adequate current public information, is available within the meaning of Securities and Exchange Commission (SEC) Rule 144(c)(2) of the Securities Act, includes all the information that a broker-dealer would be required to obtain from an issuer in order to publish a quotation for its securities pursuant to Rule 15c2-11 under the Securities Exchange Act of 1934, and complies as to form with the OTC Markets Group's Guidelines for Providing Adequate Current Information.

I authored this Opinion of Counsel. I am a United States citizen. I am admitted to the State Bar of New York and licensed to practice before the Federal Courts for the Southern, Eastern and Northern Districts of New York and the United States Tax Court. I am permitted to practice before the Securities and Exchange Commission and have not been prohibited from such practice. I am not under investigation by any federal or state regulatory authority. I agree to notify OTC Markets Group in the event that there is any change in said authorizations, admissions or representations.

Sincerely,
/S/: Milan Saha
Milan Saha, Esq.