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May 26, 2017

The OTC Markets Group
304 Hudson Street, 3rd floor
New York, New York 10013-1015

RE: OTCQX Advisor Letter for Bagger Dave's Burger Tavern, Inc.
[J&H File No. 3853.03]

Dear Ladies and Gentlemen:

We have been appointed as the OTCQX Advisor (the "Advisor") for Bagger Dave's Burger Tavern, Inc. (the "Company") and are submitting this letter of introduction in accordance with Section 4.3 of the OTCQX Rules, (the "Rules"). The company is a reporting company with a class of securities registered under the Securities Exchange Act of 1934, as amended ("the Exchange Act"). The capitalized terms used herein and not otherwise defined shall have the meaning as set forth in the rules.

Advisor Qualifications:

The Advisor is a law firm with its headquarters in the United States. Each person within this firm who performs services as an Advisor for the Company (the "Responsible Persons") is in good standing, and has not been subject to any disciplinary actions within the last five years in each jurisdiction in which such Responsible Persons are licensed to practice law. Neither this firm nor any other Responsible Persons are currently subject to any sanctions resulting from any disciplinary actions from any federal or state securities regulator, or from any self-regulatory organization that would prohibit or restrict this firm's or any Responsible Person's ability to serve as an Advisor. We have been approved by the OTCQX Market to serve as an Advisor and continue to satisfy the standards for serving as an Advisor, as provided in our application to serve as an OTCQX Advisor/PAL filed on January 9, 2017, and we are competent and able to serve and exercise independent judgment as the Company's Advisor without reservation.

Advisor's Appointment to Provide Education, Advice and Assistance:

We have been appointed by the Company to provide advice with respect to the Company's eligibility to meet the tier eligibility requirements of OTCQX and educate, advise and use our best efforts to assist the Company in its responsibilities for complying with its disclosure obligations under the Rules.

The Company's Primary Disclosure Counsel:

The Advisor acted as the Company's primary outside legal counsel in preparing its most recent filings with the SEC, i.e. an Information Statement and a Form 10 Registration Statement filed in connection with the Company's spinoff from its former parent, Diversified Restaurant Holdings, Inc.

Company's Formal Compliance:

We have reviewed the Information (defined below) and certain documents provided by the Company in support of the Information and participated in the meeting with the Company's management where the Information was discussed. We have compared the Information with the requirement prescribed by the Securities and Exchange Commission (the "SEC") for reports filed under Section 13 or 15(d) of the Exchange Act and have conducted such other examinations of law and made such inquiries as we have deemed appropriate. Based on the foregoing, we make the following affirmations:

- 1) The Company is in compliance in all material respects as to form with the Rules, as applicable to the Company;
- 2) The Company's Registration Statement on Form 10 recently went effective, and as such the Company has not yet been required to file any reports under Section 14 or 15(d) of the Exchange Act; however, the Company is in compliance with the requirements of Section 13 or 15(d) of the Exchange Act;
- 3) The Information is posted on EDGAR, and assuming that such posting makes the Information "publicly available" within the meaning of Rule 144(c) of the Securities Act of 1933, as amended (the "Securities Act"), the Information complies in all material respects as to form with the requirement to make adequate current Information publicly available within the meaning of 144(c) (1) or (2) under the Securities Act, as applicable; and
- 4) The Company is an operating company with ongoing operations, and it is not a shell company, or a blank check company, and the determination was made using a cautious and conservative method.

Description of When Due Diligence:

In making the affirmations set forth above, we reviewed the following (collectively, the Information):

- 1) The Company's Articles of Incorporation.
- 2) The Company's Bylaws.
- 3) The Company's registration on Form 10 filed on October 4, 2016.
- 4) The Company's Information Statement filed on December 21, 2016.


Negative Assurance:

We have no reason to believe and have not been made aware while rendering services as the Company's counsel that the Information (other than the financial statements and schedules thereto), contains any untrue statement of material fact or omits to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made not misleading.

This letter may be relied upon only by the OTC Markets for purposes of listing the Company's stock, but not by any other person or for any other reason, and the Company and its management are solely responsible for the content of the Information, except that we, as Advisor, are responsible for any disclosure in the Information relating to any conflict of interest that may affect the advice given by us as Advisor to the Company.

Sincerely,

JONES & HALEY, P.C.

By: 
Richard W. Jones

RWJ:bas