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May 29, 2015

OTC Markets Group, Inc.  
Issuer Service  
304 Hudson Street--2<sup>nd</sup> Floor  
New York, NY 10013

Re: Blue Earth Resources, Inc. (symbol "BERI")  
Attorney Opinion Regarding Disclosure

Dear OTC Markets Group:

OTC Markets Group, Inc. is entitled to rely on this letter opinion in determining that adequate current information on Blue Earth Resources, Inc., a Utah corporation, trading symbol BERI, (the "Company") has been made publicly available within the meaning of Rule 144(c)(2) under the Securities Act of 1933 (the "Act").

I am a resident of the U.S., State of Minnesota, and have been retained by the Company to prepare and submit this opinion to OTC Markets Group, Inc. My law offices have provided securities law and other legal services to many corporate and individual clients for more than the past 40 years, including reviewing and assisting in the preparation of corporate disclosure documents for both public and private offerings of securities for many clients, as well as serving on the Board of Directors of several public reporting and non-reporting companies. I have been a member in good standing of the Minnesota State Bar continuously for more than the past 40 years. I also am permitted to practice before the federal Securities and Exchange Commission (SEC) and I have never been prohibited from practice thereunder.

I have examined such corporate records and other documents and have considered such questions of law as I have determined necessary or appropriate for the purpose of rendering this opinion. I have also reviewed and relied upon the information and filings from the State of Utah as well as statements from the Company's officers and directors. I have also reviewed carefully the following disclosure filings of the Company with OTC Markets Group and posted on your website under the heading "Filings and Disclosure":

i) Disclosure Statement Pursuant to SEC Rule 15c2-11 dated November 15, 2010.

<b>Publish Date</b>	<b>Title of Report</b>	<b>Period Ending Date</b>
ii) May 29, 2015	Annual Report	February 28, 2015
iii) January 4, 2015	Quarterly/Supplemental Reports	November 30, 2014
iv) October 14, 2014	Quarterly/Supplemental Reports	August 31, 2014
v) July 14, 2014	Quarterly/Supplemental Reports	May 31, 2014
vi) May 30, 2014	Annual Report	February 28, 2014
vii) January 15, 2014	Quarterly & Supplemental Reports	November 30, 2013
viii) October 13, 2013	Quarterly & Supplemental Reports	August 31, 2013
ix) July 15/22, 2013	Quarterly & Supplemental Reports	May 31, 2013



x) May 15, 2013	Annual Report	February 28, 2013
xi) June 25, 2013	Annual Report-Supplemental	February 28, 2013
xii) June 28, 2013	Amended Annual Report-Supplemental	February 28, 2013

and in addition I reviewed all information on your website under the company directory headings "Company Profile," "News," and "Financials."

I have met personally with all members of management and all directors of the Company to discuss the matter of this opinion and considered and reviewed with them the various disclosures provided to you by the Company. Based thereon, I believe the information and sources of disclosures by the Company to be reliable.

The Company is not a reporting issuer under the Securities Exchange Act of 1934, and accordingly does not file periodic or current reports with the SEC.

The person responsible for the preparation of the Company's financial statements is John Lai, its Chief Executive Officer and Chief Financial Officer. Mr. Lai has extensive background and experience as an executive officer and director of various public companies, including being President of a reporting company under the Securities Exchange Act of 1934. In addition, all quarterly and annual financial statements of the Company, although unaudited, were prepared by an experienced independent certified public accounting (CPA) firm, Casey, Menden, Faust & Nelson, 7900 West 78<sup>th</sup> Street, Edina, Minnesota 55439, which firm has for years been familiar with all operations and financial affairs of the Company.

The Company's transfer agent is American Registrar & Transfer Co., 342 East 900 South, Salt Lake City, UT 84111 – Phone (801) 363-9065, which transfer agent is registered with the SEC. As of February 28, 2015, the Company has issued and outstanding 5,493,657 shares of its common stock, which amount was confirmed with the Company's transfer agent.

To the best of my knowledge, after direct inquiry of management and directors of the Company, neither myself or the Company or any of its officers, directors or affiliates is subject to any investigation by a federal or state regulatory agency or commission or other authority for any alleged violation of federal or state securities laws.

Moreover, nothing has come to my attention indicating that any insider in possession of any material non-public information regarding the Company or its securities intends to or will purchase or sell any securities of the Company in violation of Rule 10b-5 under the Act or any other federal or state securities law or regulation.

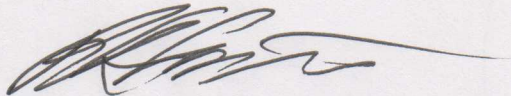
In my opinion, the disclosure information provided to OTC Markets Group via posting by the Company through the OTC Disclosure and News Service constitutes adequate current



publicly available information concerning the Company and its securities within the meaning of Rule 144(c)(2) under the Act. Such disclosure information includes all information that a broker-dealer would be required to obtain from the Company to publish a quotation for its common stock under Rule 15c2-11 under the Act, and complies with the OTC Markets Group guidelines for providing adequate current information on its website.

This letter opinion is directed to OTC Markets Group, Inc., and no other person is permitted to rely on this opinion for any purpose. The undersigned, however, hereby grants full and complete permission to submit and publish this opinion in the OTC Disclosure and News Service for viewing by the public and regulatory agencies.

Sincerely yours,

A handwritten signature in dark ink, appearing to read 'Robert O. Knutson', with a long, sweeping horizontal line extending to the right.

Robert O. Knutson, Attorney at Law  
cc: Blue Earth Resources, Inc.