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May 12, 2017

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

Re: First Bitcoin Capital Corp. (Ticker: BITCF) – Caveat Emptor Designation

To whom it may concern:

A.M. Santos Law Chartered (hereinafter referred to as “Counsel”), with its principal offices at 3275 South Jones Boulevard, Suite 104, Las Vegas, Nevada 89146, has been engaged by First Bitcoin Capital Corp. (hereinafter referred to as the “Company”) and retained by the Company for the purposes of compiling the information included in, or otherwise referenced by this letter intended for the OTC Disclosure and News Service.

PINK OTC may rely upon this letter in determining whether the Company has made adequate current information publicly available within the meaning of Rule 144(c)(2) as promulgated under the Securities Act of 1933, and as amended (hereinafter referred to as the “Securities Act”). The undersigned attorney is a resident of the United States of America and has been retained by the Company to render this letter. a member in good standing with the States of Nevada and Connecticut and their respective State Bar Associations. In addition to the State Courts in Connecticut and Nevada, Mr. Santos is in good standing with, and admitted to practice before:

- The United States Federal Court (Nevada District)
- The United States Federal Bankruptcy Court (District of Nevada)
- The United States Court of Appeals for the District of Columbia (D.C. Circuit)
- The United States Court of Appeals for the Ninth Circuit (9th Cir.)

The OTC Markets Group, Inc. (“OTCMG”) may rely upon the contents of this letter solely for determining whether the Company has made adequate current information publicly available within the meaning of Rule 144(c) (2) under the Securities Act (the “Act”). OTCMG has full and complete permission and rights to publish this letter with OTC Disclosure and News Service for viewing by the public and regulators, and OTCMG may rely upon this opinion in determining whether the Company has made adequate current information publicly available within the meaning of Rule 144 (c) (2) of the Act without the prior written consent of Counsel. However, this opinion may not be quoted to, furnished to, or relied upon, by any other person, including, without limitation, public investors making their investment decisions, without the prior written consent of Counsel.

In rendering this letter, we have examined the Company's corporate minutes and actions of the Company's Board of Directors and its Shareholders, its Certificate of Incorporation (and any amendments thereto), and its Bylaws (collectively, "the Corporate Documents") and such other documents as deemed necessary or appropriate for purposes of rendering this letter. We have reviewed the following reports posted to OTC Markets:

PUBLISH DATE	TITLE	PERIOD OR DATE COVERED
APR 1, 2017	Officer/Director Disclosure 10K BITCF 2016	Dec 31,2016
MAR 31, 2017	Annual Report - 2016	Dec 31,2016
NOV 16, 2016	Officer/Director Disclosure Part of Q3 Report 2016	Sept 30, 2016
NOV 16, 2016	Quarterly Report Q3 2016	Sept 30, 2016
AUG 16, 2016	Officer/Director Disclosure Part of Q2 2016	Jun 30, 2016
AUG 16, 2016	Quarterly Report BITCF Q2 -2016	Jun 30, 2016
MAY 16, 2016	Officer/Director Disclosure Attached to 10Q 1 st Quarter of 2016	Mar 31,2016
MAY 16, 2016	Quarterly Report 10Q report	Mar 31,2016
APRIL 4, 2016	Officer & Director Disclosure (Attachment for 10K 2015)	Dec 31,2015
APRIL 4, 2016	Annual Report	Dec 31,2015

In rendering this letter, Counsel has personally conversed with management, including Directors of the Company, reviewed the Statement(s) published by the Company, and discussed said Statement(s) with management and the Directors of the Company. The current officers and directors of the Company as are follows:

Simon Rubin, Chairman - Contacted
Greg Rubin, Director/CEO – Contacted
Patrick Dugan, Director - Contacted
V. Abramov, Director - Contacted
Yuri Abramov, Director - Contacted

We believe the Annual Report constitutes adequate current information that is publicly available within the meaning of Rule 144(c)(2) under the Securities Act of 1933 as a result of such Annual Report being posted on the OTC Disclosure and News Service on March 31, 2017 for the fiscal year ended December 31, 2016 and 2015, and that the Annual Report includes the information that a broker-dealer would be required to obtain from the Company to publish a quotation for the Securities of the Company under Rule 15c2-11 under the Securities and Exchange Act of 1934, and that the Annual Report complies as to form with the OTC Pink Basic Disclosure Guidelines.

The Company's transfer agent is Integral Transfer Agency, located at 100 Queen Street East, Suite 203, Toronto, Ontario M5S 3C2, which is a registered transfer agent with the Securities and Exchange Commission, Counsel confirmed the outstanding shares set forth in its Annual Report by personally contacting the transfer agent at the transfer agent's office, on May 11, 2017.

Counsel has reviewed the Information, as amended, as published by the Issuer through the OTC Disclosure & News Service, and discussed the Information with management and the all of the directors of the Company. Management has cooperated fully and agreed to comply with all of our requests without hesitation.

To the best knowledge of this firm, after inquiry of management and the Directors of the Company, neither the Company, its officers and directors, nor any 5% holder, or the undersigned attorney, is currently under investigation by any Federal or state regulatory authority for any violation of Federal or state securities laws.

This letter is intended to provide sufficient disclosure to enable OTC Markets Group to remove the Caveat Emptor Restriction of the OTC Markets Listing for the Company. Accordingly, I have included as an exhibit to this in this letter the information required by Exhibit "B".

First: from our investigation and inquiry, it appears that no officer, director, or control person(s) were engaged in promotional activities. In an abundance of caution Counsel has included the disclosure below which though not precisely promotional in nature, Counsel believes the following two material items may be germane to the subject matter of this letter.

- On or about March 6, 2017, the Company entered into a twelve-month agreement with Equities.com for editorial coverage on the Company. Pursuant to the agreement, the Company paid Equities.com \$2,000 USD down and the initial monthly payment of \$1,083.33 for an aggregate total of \$3,083.33 USD. Equities.com did not receive any equity in the Company pursuant to the agreement. Under the Agreement, Equities.com would prepare the following: (1) Editorial Coverage – content team to prepare a series of articles on the Company including utilizing interviews with management, most recent press releases, and commentary from Equities.com business analysts to develop articles and other content on the Equities.com website; (2) Basic Coverage – which would include the creation of a profile for the Company on the Equities.com website, repost press releases, and provide basic visibility via the their portal and extensive distribution network; and (3) Spotlight Coverage – a more detailed coverage to be presented to the Equities.com readership about the Company in the form of content written to drive awareness of the Company’s story. All of the above services were to be published on the Equities.com platform to include an enhanced profile of the Company along with native advertising distribution to 250+ other financial related sites. As of the date of this letter, the agreement with Equities.com has been postponed until the Caveat Emptor designation is removed by OTC Markets.
- During the period of time leading up to the Caveat Emptor designation by OTC Markets on April 18, 2017, the Bitcoin industry was heavily covered by the financial news due to two applications for a Bitcoin Exchange traded fund (“ETF”) filed with the SEC. On March 10, 2017, the SEC turned down the application by Winklevoss Bitcoin Trust ETF. Shortly after this denial, the SEC announced a second denial on March 19, 2017 of an application made by SolidX Bitcoin Trust. On April 26, 2017, the SEC announced they would review their previous denial of the ETF’s. During this time of increased coverage of financial news regarding electronic currency or Bitcoins, the price of Bitcoins rose significantly from \$1,000 on March 23, 2017 to \$1,300 on April 25, 2017. Subsequently, the price of Bitcoins hit an all-time high on May 9, 2017 at \$1,700.

Second: the executive officers and directors own directly control 141,700,000 shares of Common Stock of the Company shares in the Company as set forth below and receive no compensation to date. The following share certificates were issued more than nine years ago and are still in restricted format (except as listed below).

Central Asia Franchise Holdings, Ltd. 22121 Clarendon Street #6622 Woodland Hills, California 91367	100,000,000 shares of Common Stock Restricted – Issued on 5/30/07 (Controlled by Greg Rubin – Director) Certificate #PS-1181
Nadir Energy and Mining Corporation 17 Ein Hanoch Street #4 Givat Savyon, Israel	41,700,000 shares of Common Stock Unrestricted – Issued 11/18/08 and 12/17/08 (Controlled by Ben Binjaminow – Director) Certificate #101561 Certificate #101562 Certificate #101563 Certificate #101564

No certificates have been issued in the past 3 years, however, the company has obligated itself to paying directors' fees to the following individuals in the following amounts and has nevertheless accounted for these shares in its financials' statements:

Judith Jakubovics (from May 29, 2015 to April 5, 2017) 100,000 common shares first year (additional 25,000 shares not yet accounted for)

Patrick Dugan (from November 23, 2016 to present) 100,000 common shares for first year (additional 25,000 shares per year)

V. Abramov (from January 31, 2014 to present) 100,000 common shares for first year (additional 25,000 shares per year)

Yuri Abramov (from March 5, 2014 to present) 100,000 common shares (additional 25,000 shares per year)

The Company has also developed a *blockchain* on which its common shares may be mined. These shares have also been accounted for on its financial statements and are not convertible into certificates and have been disclosed on its financial statements including footnotes thereto.

Third: control person(s) own shares as described above but they are restricted (except for Nadir Energy and Mining Corporation) and contain the appropriate legend.

Fourth: No officer, director or control person appears to have sold any shares during the time period at issue or received any compensation.

Fifth: We have made specific inquiry of each of the persons listed in connection with Paragraph 14 of Exhibit B (See attached Exhibit), persons engaged in promotional activities regarding the Issuer and persons owning more than 10% of Securities (collectively, the "Insiders") and based upon such inquiries and other information available to counsel, any sales of the Securities by Insiders within the twelve month period prior to the opinion have been made in compliance with Rule 144, including without limitation any required filings of Form 144 and nothing has come to the attention of counsel indicating that any of the Insiders is in possession of any material non-public information regarding the issuer of Securities that would prohibit any of them from buying or selling the Securities under Rules 10b-5 or 10b-51 under the exchange act. In summary, no officer, director or control person sold any shares and/or participated in any stock promotion of the Company.

Should you require any additional information, please feel free to ask and we would be pleased to oblige.

Sincerely,

A.M. SANTOS LAW CHTD.



ANTONY M. SANTOS, ESQ.

Exhibit “B”

Provided below is the information required by OTC Markets for First Bitcoin Capital Corp. (hereinafter referred to as the “Company”) for each (A) executive officer, director, general partner and other control person of the Company; and (B) promoter, finder, consultant or any other advisor of the Company that assisted, prepared or provided information with respect to the Company’s disclosure or who received securities as consideration for services rendered to the Company.

Central Asia Franchise Holdings, Ltd. 22121 Clarendon Street #6622 Woodland Hills, California 91367	100,000,000 shares of Common Stock Restricted – Issued on 5/30/07 (Controlled by Greg Rubin – Director) Certificate #PS-1181 Consideration Paid: Central Asia sold iron ore mining claims in Canada
Nadir Energy and Mining Corporation 17 Ein Hanoch Street #4 Givat Savyon, Israel	41,700,000 shares of Common Stock Unrestricted – Issued 11/18/08 and 12/17/08 (Controlled by Ben Benjaminow – Director) Certificate #101561 Certificate #101562 Certificate #101563 Certificate #101564 Consideration Paid: Nadir issued its preferred shares in exchange for the Company's shares
Collectors Holding Company, Ltd. 11, Seadia Gaon St., Unit 19 Petah Tiqwa, Israel	59,987,680 shares of Common Stock (Controlled by Tamar Gulkarov) Restricted – Issued 11/23/07 Certificate #PS-10150 Consideration Paid: Collectors received its shares as a shareholder of third party company that sold its oil and gas wells in Oklahoma to the Company
Simon Rubin, Chairman	No Certificates Issued to Date
Patrick Dugan, Director	No Certificates Issued to Date
V. Abramov, Director	No Certificates Issued to Date
Yuri Abramov, Director	No Certificates Issued to Date