

MICHAEL GOLIGHTLY

Attorney at Law
Admitted in Utah

59 West 100 South
Second Floor
Salt Lake City, Utah 84101

Telephone: (801) 575-8073 ext 105
Facsimile: (801) 575-8092

April 20, 2016

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

RE: CannaGrow Holdings, Inc.

I have been retained as Counsel to CannaGrow Holdings, Inc., (FKA BizAuctions, Inc.) a Delaware Corporation (the "Company"). My engagement includes (a) entering into an Attorney Letter Agreement with the OTC Markets Group, Inc. (the "OTC") and (b) submitting this Attorney Letter for publication with the OTC Disclosure & News Service in accordance with the requirements set forth in the Attorney Letter Guidelines and Attorney Letter Agreement, signed and submitted by me to the OTC Markets Groups' Issuer Services on June 26, 2014. The OTC may rely on this Attorney 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 of 1933, as amended (the "Securities Act").

The undersigned Attorney is a resident of the United States of America and is licensed to practice law in the state of Utah and this letter covers the jurisdiction and laws of Utah and the State of Delaware as well as the applicable laws of the United States of America. In addition, the undersigned Attorney is permitted to practice before the U.S. Securities and Exchange Commission (the "SEC") and has not been prohibited from practice before the SEC.

In connection with the preparation of this Attorney Letter, I have examined the CannaGrow Holdings, Inc. Consolidated Financial Statements as of and for the fiscal year ended December 31, 2015 (the "Financial Statements"), and its Annual Disclosure Statement for the period ended December 31, 2015 (the "Disclosure Statements") posted by the Company on the OTC Disclosure & News Service on April 14, 2016, and such other Company records, certificates of officers, certificates of public officials and other instruments and documents and such questions of law as I have considered necessary and appropriate as a basis for the opinions expressed herein (together with the Financial Statements and the Disclosure Document, all information referenced is collectively referred to as the "Information") and all such sources for the Information referenced herein I have deemed reliable.

The fiscal year end for the Company is December 31.

In rendering this letter, the undersigned Attorney has personally met with management and with the sole Director of the Company, and has reviewed the Financial Statement and the Disclosure Statement published by the Company through the OTC Disclosure & News Service on April 14

2016, and personally discussed the Financial Statement and the Disclosure Statement with Management and the sole Director of the Company.

Based upon the foregoing, I am of the opinion that: (i) the Information constitutes "adequate current public information" concerning the securities of the Company and that the Information is "publicly available" within the meaning of Rule 144 (c)(2) under the Securities Act as a result of the posting of the Financial Statements and the Disclosure Statement through the OTC Disclosure & News Service on March 31, 2015; (ii) that the Financial Statements and the Disclosure Statement include all of the information that a broker/dealer would be required to obtain from the Company in order to publish a quotation for the securities of the Company under Rule 15c2-11 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"); (iii) the Financial Statements and the Disclosure Documents company as to form with the OTC Market Group's OTC Pink Disclosure Guidelines which are published on the internet at www.otcmarkets.com and ; (iv) the Financial Statements and the Disclosure Statements have all been posted through the OTC Disclosure & News Service as of April 14, 2016.

The Financial Statements as filed by the Company are not audited and were prepared by Brent Crouch for Crouch and Associates an accounting firm located in Salt Lake City, Utah. Mr. Crouch is an experienced public accountant and has been actively engaged in the accounting and reporting of public companies for a number of years. He has represented to me and the Company that the financial statements were prepared in accordance with U.S. Generally Accepted Accounting Principles.

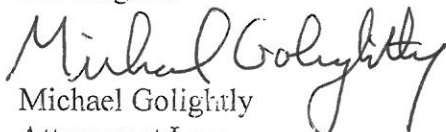
The transfer agent for the Company is:

Interwest Transfer Co., Inc.
1981 Murray Holladay Rd., Suite 100
Salt Lake City, UT 84117
Telephone: 801-272-9294

Interwest Transfer Co., Inc. is registered with the SEC under the Exchange Act. The undersigned confirmed the number of outstanding shares set forth in the Disclosure Statement personally with the offices of Interwest prior to the date hereof.

To the best knowledge of the undersigned and after diligent inquiry of management and the Director of the Company, none of the Company, any holder of 5% of the subject Company's securities, is currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws. I am personally not under investigation by any federal or state regulatory authority for any violation of federal or state securities laws.

The OTC Markets Group may rely upon this Attorney Letter and to whom the undersigned grants full and complete permission and rights to publish this Attorney Letter through the OTC Disclosure & News Service for viewing by the public and regulators. This Attorney Letter may not be relied upon by any other person or for any other purpose without the prior written consent of the undersigned.


Michael Golightly
Attorney at Law