

POOLE ■ SHAFFERY

ATTORNEYS AT LAW

Writer's Email: cmcdowell@pooleshaffery.com

July 25, 2017

OTC Markets Group Inc.
Attention: Issuer Services
304 Hudson Street, Second Floor
New York, NY 10013

Re: County Line Energy, Inc. ("CYLC") Annual Disclosure Statement

Ladies and Gentlemen:

We have been asked to provide you with a letter with respect to the Annual Disclosure Statements publicly disclosed by the Issuer and published in the OTC Disclosure and News Service on March 23, 2017, April 5, 2017 and June 20, 2017. This letter is solely for the information of OTC Markets Group, Inc. which is entitled to rely on this letter in determining if County Line Energy, Inc. (the "Issuer") has provided adequate public disclosure of information within the meaning of Rule 144(c)(2) promulgated under the Securities Act of 1933, as amended (the "Securities Act").

The undersigned is a resident of the United States and has been retained by the Issuer for the purposes of rendering this letter and related matters. We have been retained as special counsel to review this disclosure for the Issuer. This letter is based upon our knowledge of the law and the facts of the date hereof.

The undersigned is authorized to practice law in the United States, the State of California, and the Middle District of California and is in good standing in those jurisdictions. The undersigned is also licensed and in good standing to practice law in the State of Colorado but presently on inactive status there. The undersigned is permitted to practice before the Securities and Exchange Commission and has not been prohibited from practice thereunder. The undersigned has never been barred from practice in any of the foregoing jurisdictions.

In our capacity as counsel, we have examined originals or copies, certified or otherwise, identified to our satisfaction as being true copies, of the Certificate of Incorporation, as amended, of the Issuer, and such corporate records of the Issuer, certificates of public officials and of officers of the Issuer and others (all of whom were believed to be reliable), and other documents as we have deemed necessary for the purposes of this letter. For the purpose of this letter, we have assumed (1) the genuineness of all signatures and the authenticity and completeness of all corporate records, certificates of officers, certificates of public officials, and other documents and instruments submitted to us as originals; (2) the conformity of authentic originals of all corporate records, certificates of officers, certificates of public officials, and other documents and instruments submitted to us as certified, conformed, photo static or facsimile copies thereof; and (3) the accuracy and adequacy of disclosures made to me by the Issuer's management and its Board of Directors including, without limitation, the financial information contained in the

Information. We have no reason to believe that such records, certificates and other documents are not accurate, authentic or reliable and we make no assurances as to the accuracy and adequacy of such documents.

In connection with this letter, we have reviewed the following Issuer (“CYLC”) filings (the “Information”) posted on the OTC Disclosure and News Service:

CYLC’s Annual Report and exhibits thereto as posted through the OTC Disclosure and News Service on December 17, 2013;

CYLC’s Attorney Letter with Respect to Current Information posted through the OTC Disclosure and News Service on June 23, 2014;

CYLC’s Interim Financial Report – Amended Financial Report and exhibits thereto posted through the OTC Disclosure and News Service on June 24, 2014;

CYLC’s Interim Financial Report – Quarterly Disclosure Document and exhibits thereto posted through the OTC Disclosure and News Service on July 1, 2014;

CYLC’s Interim Financial Report and exhibits thereto posted through the OTC Disclosure and News Service on October 22, 2014;

CYLC’s Annual Report – Financials for the year ended November 30, 2014 and exhibits thereto posted through the OTC Disclosure and News Service on April 10, 2015;

CYLC’s Attorney Letter with Respect to Current Information posted through the OTC Disclosure and News Service on April 10, 2015;

CYLC’s Annual Report with Respect to Current Information and exhibits thereto posted through the OTC Disclosure and News Service on April 10, 2015;

CYLC’s Interim Financial Report and exhibits thereto posted through the OTC Disclosure and News Service on April 19, 2015;

CYLC’s Interim Financial Report – Disclosure and exhibits thereto posted through the OTC Disclosure and News Service on April 19, 2015;

CYLC’s Quarterly Report – Financials and exhibits thereto posted through the OTC Disclosure and News Service on June 29, 2015;

CYLC’s Quarterly Report – Disclosure and exhibits thereto posted through the OTC Disclosure and News Service on June 29, 2015;

CYLC’s Quarterly Report – Disclosure as amended and exhibits thereto posted through the OTC Disclosure and News Service on July 1, 2015;

CYLC's Quarterly Report – Financial Report and exhibits thereto posted through the OTC Disclosure and News Service on September 23, 2015;

CYLC's Quarterly Report – Disclosure Document and exhibits thereto posted through the OTC Disclosure and News Service on September 23, 2015;

CYLC's Annual Report – Disclosure for year ended December 31, 2016 and exhibits thereto posted through the OTC Disclosure and News Service on March 23, 2017;

CYLC's Annual Report – Financials for year ended December 31, 2016 and exhibits thereto posted through the OTC Disclosure and News Service on March 23, 2017;

CYLC's Annual Report – Amended Disclosure Report for year ended December 31, 2016 and exhibits thereto posted through the OTC Disclosure and News Service on April 5, 2017;

CYLC's Annual Report for year ended December 31, 2016 and exhibits thereto posted through the OTC Disclosure and News Service on June 20, 2017;

CYLC's Quarterly Report – Disclosure Document for quarter ended March 31, 2017 and exhibits thereto posted through the OTC Disclosure and News Service on June 22, 2017; and

CYLC's Interim Financial Report for the quarter ended March 31, 2017 and exhibits posted through the OTC Disclosure and News Service on June 22, 2017.

The above-referenced reports have accompanying notes which are integral to such statements and are to be considered by any interested parties.

In issuing this letter, we represent as follows:

1. The foregoing and any following additional information (i) constitutes “adequate current public information” concerning CYLC and is “available” within the meaning of Rule 144(c)(2) under the Securities Act; (ii) includes all of the information that a broker-dealer would be required to obtain from CYLC to publish a quotation for the Securities under Rule 15c2-11 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”); (iii) complies as to form with the OTC Markets Group’s OTC Pink Disclosure Guidelines, which are located on the Internet at www.otcm Markets.com; and (iv) has been posted through the OTC Disclosure and News Service.

2. The financial statements of CYLC contained in the Information were not audited and were prepared by Lowell Holden, its bookkeeper and advisor. Lowell Holden has been the bookkeeper and advisor to the Issuer since 2013. Since 1983, Mr. Holden has owned and operating his own consulting firm, which provides business consulting, accounting and other services to businesses. Mr. Holden also serves in the capacity of CFO for several other public

companies. Mr. Holden has a broad range of business experience including managing, securing financing, structuring of transactions, and is experienced and knowledgeable in managing relationships with customers, financing institutions and stockholders. Mr. Holden also has a background in assisting numerous public companies in fulfilling their financial auditing and SEC reporting requirements. Mr. Lowell Holden has a Bachelor's of Science degree from Iowa State University.

3. The Issuer's transfer agent (the "Transfer Agent") is Colonial Stock Transfer Co, Inc., 66 Exchange Place, Suite 100, Salt Lake City, UT 84111, 801-355-5740. The transfer agent is registered with the Securities and Exchange Commission. The method used by counsel to confirm the number of outstanding shares was via a current shareholders' list furnished by the Transfer Agent.

4. That I have (i) personally met with the management of CYLC and the majority of its directors, (ii) reviewed the Information published by CYLC through the OTC Disclosure and News Service and (iii) discussed the information with management and a majority of the directors of CYLC.

5. To the best of our knowledge, and after reasonable inquiry of the Issuer's management and directors, there is no officer, director, 5% holder or counsel currently under investigation by any federal or state regulatory agency for any violation of federal or state securities laws.

6. As an issuer whose securities which may have been the subject of promotional activities in the past, please be advised as follows:

Name of Officer, Director, Control Persons of the Issuer and their business address	Shares of the Issuer's common stock beneficially owned	Are the shares beneficially owned restricted or free-trading?	No. of shares of the common stock sold during the preceding 12 months	Consideration received by the Issuer in connection with the issuance of shares
Lowell Holden Officer, Director 2802 McLeod St. Burnsville MN 55337	-0-	N/A	-0-	N/A
Ken Berscht Former officer and director Box 12 RR 1 SWQTR 6 35	6,500,000	Restricted Control	-0-	Services as an officer and director in 2007

Alberta Canada				
Harry Bygdnes Former Officer, Director 1680 E Kent Ave S Vancouver BC V5P 2S7	6,500,000	Restricted Control	-0-	Services as an officer and director in 2007
Aravis Investments Daniel Serruya, sole officer, director and shareholder 558 Fieldstone Dr Kingston ON K7K 0B5 Canada	30,675,200	Restricted	-0-	\$76,688
MIH Holdings Ltd. Geoff Long, sole officer, director, shareholder Mainstreet Charlotte Nevis	10,400,000	Restricted	-0-	\$26,000
Kira SA Ian Dawson, sole officer, director, shareholder Trust Co. Complex Ajeltake Rd. Ajeltake Island Majuro, Marshall Islands MH 96960	8,000,000	Restricted	-0-	\$20,000

The undersigned contacted each of the above-referenced individuals and entities regarding their respective sales, if any, under the past twelve (12) months. Each of these entities and individuals informed me that they had not made any sales of their shares of the Issuer's common stock during this period. A review of the shareholders' list dated April 11, 2017 appears to confirm this information. Messrs. Berscht and Bygdnes have owned their respective shares of stock since January, 2007 and are presently still shareholders of record for their shares. The shares issued to the corporate entities were issued in August, 2016 and each of those entities is still shown as the shareholder of record for the shares noted. A review of the transaction log provided to as having been prepared by the transfer agent for the period of 2014 until August, 2016 (the date of issuance of the shares to the corporate entities) reflects no transactions by any of these individuals or entities which would be reflected in the transfer agent's records. Nothing has come to my attention that any of these individuals or entities are in possession of material

non-public information such that they would be prohibited at this time from buying or selling any shares of the Issuer's common stock under Rules 10b-5 or 10-b5-1 under the Securities Exchange Act of 1934, as amended.

We have made specific inquiry of each of the persons listed 6 above, persons engaged in promotional activities regarding the Issuer, and persons owning more than ten percent (10%) of the 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 or the Securities that would prohibit any of them from buying or selling the Securities under Rules 10b-5 or 10b5-1 under the Exchange Act.

This letter is limited to the date hereof and we do not in any event undertake to advise you of any facts or circumstances occurring or coming to our attention subsequent to the date hereof.

This letter may be relied upon only by OTC Markets Group, Inc. and may not be relied upon by any other person or entity without my prior written consent; however, I hereby grant OTC Markets Group, Inc. full and complete permission and rights to publish the letter through the OTC Disclosure and News Service for viewing by the public and regulators.

This opinion is solely for the information of the addressee hereof and the other parties specifically identified in the first paragraph hereof and is not to be quoted in whole or in part or otherwise referred to, not is it to be filed with any governmental agency or other person without our prior written consent. Other than the addressee hereof and such other parties, no one is entitled to rely upon this letter.

Sincerely,



Claudia J. McDowell

CJM/ahh

Cc: CYLC Inc.