

EQ Labs, Inc.
4200 S. Russell Road, Suite 114
Las Vegas, NV 89118
(760) 672-0208
vernone@drinklastshotlv.com



October 23, 2017

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

Re: **EQ Labs, Inc. (EQLB)**
Opinion Letter for the Periods Ending December 31, 2016 and September 30, 2017

Ladies and Gentlemen:

In my capacity as corporate counsel for EQ Labs, Inc. (“Issuer”), a Florida Corporation [a non-reporting company trading on the OTC Markets- OTC Pink Current Information] I present to OTC Markets Group, Inc. an opinion for the unaudited financial statement for the year ended December 31, 2016 and the unaudited financial statements for the nine months period ended September 30, 2017 for the dissemination into the OTC Disclosure and News Service. This opinion is solely for the information of the addressee hereof and OTC Market Group, Inc. is entitled to rely on this letter in determining whether the Issuer has made adequate current information publicly available within the meaning of Rule 144(c) (2) under the Securities Act of 1933, as amended (the “Act”). I, the undersigned, consent to having this letter posed by the Issuer, and to have it published, accompanying their disclosure in the OTC Markets News Service. I am a U.S. resident and I am licensed to practice law in the State of California. I am permitted to practice before the Securities and Exchange Commission (the “SEC”) and has never been barred from practice in any of the foregoing jurisdictions.

Facts and Assumptions

In rendering this opinion, I have investigated such matters and examined such corporate records and other documents and such questions of law, as I deemed necessary. In examining the documents, I have assumed the genuineness of signatures (both manual and conformed), the authenticity of documents submitted as originals, the conformity with originals of all documents furnished as copies and the correctness of facts set forth in such documents. Nothing came to my attention during my investigation that led me to conclude that any such documents were not genuine or authentic, or that the facts set forth therein were not true. Any opinion expressed

herein relates only to the Issuer and its securities. This opinion should not be relied upon by any other person in connection with any other transaction.

Inquiry and Investigation

As to matters of fact upon which I have relied and obtained from Officers and directors of the Issuer and other sources, I have believed such sources to be reliable. Based upon such investigation, to the best of my knowledge, neither the Issuer, its officers and directors, any holder of 5% nor more of the securities of the Issuer, nor counsel for the Issuer is currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws.

Regarding the common stock of the Issuer in the opinion of the undersigned, the report for the period ended December 31, 2016 and the report for the period ended September 30, 2017, submitted to OTC Markets on October 23, 2017 (i) constitutes “adequate content public information” concerning the Securities of the Issuer and “is available” within the meaning of Rule 144(c)(2) under the Securities Act of 1933, (ii) includes all of the information that a broker-dealer would be required to obtain from the Issuer to publish a quotation for the Securities under Rule 15c2-11 under the Securities Exchange Act of 1934 (the “Exchange Act”), (iii) complies as to form with the Pink Sheets Guidelines for Providing Adequate Current Public Information, which are located on the internet at www.otcmarkets.com, and (iv) has been posted in the OTC Disclosure and News Service. Furthermore, after reasonable investigation, I have no reason to believe that such information contained an untrue statement of material fact or omitted to state a material fact in order to make the statements made, in light of the circumstances under which they were made, not misleading.

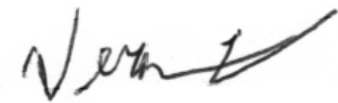
Lowell Holden is the person responsible for preparing the unaudited financial statements contained in the report. Since 1983, Mr. Holden has owned and operated his own consulting firm, which provides business consulting, accounting, and other services to businesses. Mr. Holden also served in the capacity of CFO for several 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.

In my opinion, Mr. Holden has the qualifications needed to prepare unaudited financial statements for the Issuer.

The Issuer’s transfer agent is Pacific Stock Transfer Co., 6725 Via Austi Pkwy, Suite 300 Las Vegas, NV 89119 (“Pacific Stock”). Pacific Stock is registered with the SEC. I have confirmed the number of shares of the Issuer issued outstanding (1,251,027,521 shares) as of December 31, 2016, is consistent with the corporate records of the Issuer. I have personally met with management and a majority of the directors of the Issuer.

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, nor 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 on this opinion. This opinion is based on our knowledge of the law and facts as of the date hereof. We assume no duty to communicate with you with respect to any matter which comes to our attention hereafter.

Sincerely,

A handwritten signature in black ink, appearing to read "Vernon Evans II", with a stylized flourish at the end.

Vernon Evans II, Esq.