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August 1, 2017

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

Re: HempAmericana, Inc. (OTC: HMPQ)

To Whom It May Concern:

We have been retained as corporate counsel for HempAmericana, Inc., a Delaware corporation (the “Company”) beginning as of January 13, 2016, and have been asked to render a legal opinion to OTC Markets Group, Inc. (“OTC Markets”) with respect to recent information publicly disclosed by the Company and published in the OTC Disclosure and News Service. OTC Markets is entitled to rely on this letter in determining whether the Company has made adequate current information publicly available within the meaning of Rule 144(c)(2) under the Securities Act of 1933, as amended (“Securities Act”).

I am a U.S. resident. I am licensed to practice law in the State of New York and I have not been prohibited from practicing before the U.S. Securities and Exchange Commission (“SEC”). We have been retained by the Company for general corporate advisory work, and we also agree to represent the Company for the purpose of reviewing and rendering a legal opinion as to the current information supplied by the Company.

As to questions of fact material to such opinions, we have, where relevant facts were not independently established, relied upon certifications by principal officers of the Company, public officials, and other sources. We have made such further legal and actual examination and investigation as we deem necessary for purposes of rendering this opinion. In our examination we have assumed the genuineness of all signatures, the legal capacity of natural persons, the correctness of facts set forth in certificates, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies, and the authenticity of the originals of such copies. We have also assumed that such documents have been duly authorized, properly executed, and delivered by each of the parties thereto other than the Company. We have no reason to believe that such records, certificates or documents of the Company that we have reviewed are not accurate, authentic or reliable.

We have reviewed the following documents concerning the Company (“Information”) posted at <http://www.otcm Markets.com/stock/HMPQ/filings> in connection with the preparation of this Letter:

- A copy of the Company’s Quarterly Financial Statements for the quarter ending May 31, 2017 and published in July 11, 2017; and

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- A copy of the Company's Annual Report and Notes for the year ending February 28, 2017 and published on April 13, 2017; and
- A copy of the Company's Quarterly Financial Statements for the Period ending November 30, 2016, as amended and published on February 8, 2017.

Based on the examination and inquiry set forth above, we are of the opinion that the Information: (a) constitutes "adequate current public information" concerning the common stock of the Company quoted on the OTC Markets ("Securities") and the Company itself, and "is available within the meaning of Rule 144(c)(2) under the Securities Act; (b) includes all of the information that a broker-dealer would be required to obtain from the Company to publish a quotation for the Securities under Rule 15c2-11 under the Securities Exchange Act of 1934, as amended ("Exchange Act"); (c) complies as to form with the OTC Markets' Guidelines for Providing Adequate Current Information, which are located on the Internet at www.otcmarkets.com; and (d) has been posted through the OTC Disclosure and News Service.

The financial statements are not audited and were prepared by Richard Edelson of Get OTC Current, LLC. Mr. Edelson's many years of financial industry experience and his knowledge of finance and accounting qualify him to prepare the Company's unaudited financial statements.

The Company's transfer agent is Olde Monmouth Stock Transfer Co., Inc.. The Transfer Agent is registered with the Securities & Exchange Commission. We reviewed the control file of the Transfer Agent and confirmed with Management that the number of authorized and issued/outstanding common shares shown in the Information is listed correctly in the Information for the periods stated therein.

We have met with management and the sole director of the Company, have reviewed the Information, as amended, published by the Company through OTC Disclosure News Service, and have discussed the Information with management and the sole director of the Company. To the best of our knowledge after inquiry of management and the sole directors of the Company, neither the Company, nor its officers and directors, nor any holder of 5% or more of the securities of the Company, nor this counsel is currently under investigation by any federal or state regulatory authority for any violation of federal or states securities laws.

We note that the Information contains statements in Section 3 – "Security Information" that the Company was never deemed a shell as that term is defined in Rule 12-B promulgated under the Exchange Act. We note that the quarterly report filed under the Exchange Act for the period ending May 31, 2014 and filed with the SEC on July 21, 2014, as well as the Company's Form S-1/A filed on July 9, 2014 state the Company was a shell. Additionally, the Company's Form 1-A/A filed on June 9, 2017 states "The Company has never been deemed a shell company as defined under Rule 144 of the Securities Act of 1933, as amended." Based on our discussion with management and the sole Director, the Company was never a shell company. We make no opinion as to whether the Company was a shell company in the past, but it is our opinion that

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the Company is not currently a shell company.

The opinions set forth herein are expressed as of the date hereof and remain valid so long as the documents, instruments, records and certificates we have examined and relied upon as noted above are unchanged and the assumptions we have made, as noted above, are valid. If any facts or documents are determined to be incorrect, misstated, or misrepresented, then the opinion or opinions expressed herein may not continue to be valid. Furthermore, we disclaim any undertaking to advise you hereafter of developments hereafter occurring or coming to our attention, whether or not the same would (if now existing and known to this office) cause any change or modification herein.

The opinions expressed herein are solely for the benefit of the OTC Markets Group, which is entitled to rely upon this letter. We hereby grant OTC Markets Group full and complete permission and rights to publish this letter through the OTC Disclosure and News Service for viewing by the public and regulators. This opinion may not be relied upon by any other party for any other purpose and may not be reproduced or distributed (except to governmental or regulatory agencies as required by regulation or law) without the prior written permission of named counsel.

Sincerely,

A handwritten signature in blue ink, appearing to read "J. Kurzon", is positioned above the typed name.

Jeffrey M. Kurzon
Attorney