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June 21, 2017

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

Re: Kenergy Scientific Inc. ("KNSC")  
Letter of Counsel - Adequate Current Information  
Financial Statements FYE December 31, 2016  
& December 31, 2015 as well as  
Information and Disclosure Statement

Dear Sir/Madam:

The undersigned is special counsel to Kenergy Scientific Inc., a New Jersey corporation (the "Issuer")<sup>1</sup>. The Issuer has requested that I provide you with this letter rendering a [third amended] opinion on the company's prepared and posted financial statements for the years ending December 31, 2016 and December 31, 2015 and the Information and Disclosure Statement, jointly referred to as "Annual Report" and posted

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<sup>1</sup> Kenergy Scientific, Inc. (f/k/a SpeechSwitch, Inc.) ("Kenergy Scientific" or the "Company", "we", "us" or "our") was incorporated in New Jersey on November 10, 2004 as a wholly-owned subsidiary of iVoice, Inc. It was engaged in the design, manufacture, and marketing of specialized telecommunication equipment until mid-2009. In June 2009, the Company entered into fields of development for various products relating to solar power generating systems; portable solar powered products, such as cell phone and PDA rechargers that are solar rechargeable; solar rechargeable lantern/flashlight devices; solar backpack rechargers; solar power audio devices, such as radios; wind power generating systems; and, creative products based on proprietary positions, especially in the area of healthcare. In 2013, the Company exited the solar powered equipment market, and in September 2013 entered into a Letter of Intent with Mina Mar Group, Inc. to acquire control of KNSC for the purpose of operating two separate subsidiaries focused on the Internet and advertising media aggregation. In late 2014, the transaction was cancelled, and the Company pursued other opportunities for business growth. Beginning in 2015, the controlling interest of the company was acquired an accredited investor, the owner and operator of a growing chain of Hibachi Gills and Noodle Bars located in the Miami, Florida region. The Company currently has 2 locations with a third under development

on June 8, 2017 on the OTC Markets Group, Inc.'s website. To that end, allow me to confirm the following:

- 1) OTC Markets 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.
- 2) The undersigned is a U.S. resident and has been retained by the Issuer for the purpose of rendering this letter. The undersigned's sole relationship with the Issuer is limited to the conduct of a due diligence inquiry and review of the statements and representations that the Issuer has made on OTC Markets Group, Inc. and the preparation and submission of this letter to you. The undersigned is neither an employee nor an officer or director of the Issuer.
- 3) In rendering this letter, I have examined such corporate records and other documents and such questions of law as I deem necessary or appropriate for purposes of rendering this letter, including but not limited to:
  - a. the Issuer's corporate minutes and actions of the Issuer's Board of Directors and its Shareholders, its Articles of Incorporation (and the amendments thereto),
  - b. its By-laws, and
  - c. its Shareholder List

I have also obtained, from the Issuer, an email confirmation from the Issuer's President and prior Chief Financial Officer, CEO & Secretary, Erwin Vahlsing<sup>2</sup> further confirming the updated accuracy and completeness of the Corporate Documents and the information and documents that I have reviewed, delineated above at 3.a, b & c (the "Certificate").

- 4) The undersigned is licensed to practice law in the state of Arkansas and the laws of the United States and I am not relying upon the work of any other law firm or legal counsel in connection with the due diligence inquiry and review of the statements and representations of the Issuer and the preparation of this letter.
- 5) The undersigned is permitted to practice before the Securities and Exchange Commission and has not been prohibited from practice thereunder.
- 6) In preparing this letter, the undersigned has relied upon information and documents that I have obtained from a review of the Issuer's public filings

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<sup>2</sup> Erwin Vahlsing succeeded Adel Nassar on March 15, 2017 to the office of the President of the corporation.

with the State of New Jersey as well as information posted on the OTC Market Group's website, teleconference meetings and video conferences with corporate officers, further review of the Company's public filings and other Corporate Documents, (including the By-Laws and Articles of Incorporation) and other information that I have obtained regarding the Issuer, and I am of the opinion that all such information are believed to be reliable.

- 7) The Issuer has made available the following information and documents on OTC Disclosure and News Service: the full name and address of the Issuer, the nature of the Issuer's business, the nature of the products or services offered, the nature and extend of the Issuer's facilities, the exact title and class of securities outstanding, description of the Issuer's securities offerings for the past two years, the names of the Issuer's Chief Executive Officer, other officers, and the names of the directors on the Issuer's board of directors, the beneficial owners of 5% or more of the Issuer's common stock, the financial information on the Issuer, copies of the Issuer's charter documents, by-laws and related information (the "Disclosure Information") and the following:

The following filings made on the OTC Markets Website in addition to the Annual Report and Disclosure Statement:
















## OTC Disclosure & News Service

View:

<u>Publis h Date</u>	<u>Report Title</u>	<u>Period End Date</u>	<u>Status</u>
Jun 8, 2017	<u>Quarterly Report - Amendment 2 - Quarterly Report - March 31, 2017</u>	Mar 31, 2017	Active
Jun 8, 2017	<u>Annual Report - Amendment 2 - Annual Report - December 31, 2016</u>	Dec 31, 2016	Active
Jun 1, 2017	<u>Attorney Letter with Respect to Current Information</u> - Attorney Letter re: December 31, 2016 Current Information - Amendment 2	Dec 31, 2016	Active
May 25, 2017	<u>Quarterly Report - Amended Quarterly Report - March 31, 2017</u>	Mar 31, 2017	Active
May 25, 2017	<u>Annual Report - Amended Annual Report - December 31, 2016</u>	Dec 31, 2016	Active

May 22, 2017	<u>Quarterly Report</u> - Quarterly Report - March 31, 2017	Mar 31, 2017	Active
May 10, 2017	<u>Attorney Letter with Respect to Current Information</u> - Attorney Letter re: December 31, 2016 Current Information - Amended	Dec 31, 2016	Active
May 3, 2017	<u>Annual Report</u> - Annual Report - December 31, 2016	Dec 31, 2016	Active

## SEC Filings

<i>Form Type</i>	<i>Received</i>	<i>Period Ending</i>	<i>Size</i>	<i>Report</i>
<u>8-K</u>	Feb 14, 2017	Feb 26, 2015	14.8 KB	 PDF  RTF  HTML  XLS
<u>15-15D</u>	Feb 14, 2017		30.2 KB	 PDF  RTF  HTML
<u>15-15D</u>	Oct 3, 2016		30.2 KB	 PDF  RTF  HTML
<u>10-Q</u>	Nov 19, 2014	Sept 30, 2014	267.3 KB	 PDF  RTF  HTML  XLS
<u>10-Q</u>	Aug 19, 2014	Jun 30, 2014	338.9 KB	 PDF  RTF  HTML  XLS
<u>SC 13G/A</u>	Aug 13, 2014		42.8 KB	 PDF  RTF  HTML  XLS
<u>SC 13G/A</u>	Aug 13, 2014		42.4 KB	 PDF  RTF  HTML  XLS
<u>10-Q</u>	Jun 17, 2014	Mar 31, 2014	1.4 MB	 PDF  RTF  HTML  XLS
<u>8-K</u>	Apr 16, 2014	Jan 1, 2014	41.8 KB	 PDF  RTF  HTML
<u>10-K</u>	Apr 11, 2014	Dec 31, 2013	531.8 KB	 PDF  RTF  HTML  XLS

- 8) The Disclosure Information: (i) constitutes "adequate 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 of the Issuer under Rule 15c2-11 under the Securities Exchange Act of 1934 ("The Exchange Act"); (iii) complies as to form with the OTC Market Group's OTC Pink Sheet Disclosure Guidelines which are on the Internet at [www.otcm Markets.com](http://www.otcm Markets.com); and (iv) has been posted through the OTC Disclosure and News Service.
- 9) The Issuer's Financial Statements for the period ending December 31, 2016 which are not audited and Information and Disclosure Statement have been

prepared by or under the supervision of its Chief Financial Officer (who is now the President of the company).<sup>3</sup>

- 10) The Issuer's stock transfer agent registered with the Securities and Exchange Commission is Fidelity Transfer Co. of 8915 South 700 East, Suite 102, Sandy, UT 84070. The undersigned has confirmed the number of shares of the Issuer's common stock outstanding by obtaining information and documents directly produced by Fidelity Transfer Co. and provided to counsel by the issuer.
- 11) The undersigned has (i) video-conferenced and teleconferenced with the Issuer's management and majority of the directors of the Issuer and discussed the actions of the corporation and the subject disclosures, (ii) reviewed the Information, as amended, published by the Issuer through the OTC Disclosure and News Service, and (iii) discussed the Information with management and a majority of the directors of the Issuer.
- 12) To the best knowledge of the undersigned, after inquiry of management and the directors of the Issuer, the following are not currently under investigation by any federal or state regulatory authority for any violation of federal or states securities laws: (i) the Issuer, (ii) any 5% or more holder of the Issuer's common stock, and (iii) the undersigned.

The following individuals are 5% or more holders of the common shares of the company's stock:

ADEL NASSAR PRESIDENT (a/o 12/31/16)

ERWIN VAHLSING CFO

BEAUFORT CAPITAL PARTNERS LLC – 6.5% shareholder. Not involved in any operational aspects of company.

In providing this letter to you and only you are entitled to rely upon this letter, and you are authorized to fully and completely publish this letter in the OTC Disclosure and News Service for viewing by the public and regulators. If I can help you further or if you have any questions, please let me know.

Sincerely,



John T. Root, Jr., Esq.

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<sup>3</sup> On March 16, 2016, Edward Vahlsing became the newly appointed President of the company.