

## ATTORNEY LETTER AGREEMENT

THIS AGREEMENT, dated as of the date executed by OTC Markets Group Inc. ("OTC Markets Group"), a Delaware corporation with an office located at 304 Hudson Street, 3rd Floor, New York, NY 10013, is by and between OTC Markets Group and the ATTORNEY identified below (the "Attorney").

### W I T N E S S E T H:

**WHEREAS**, OTC Markets Group, a provider of pricing and financial information for the over-the-counter securities markets, operates the OTC Disclosure & News Service, a secure Internet portal for use by issuers to publish news releases, financial reports and other disclosures on [www.otcmarkets.com](http://www.otcmarkets.com) or [www.otcqx.com](http://www.otcqx.com);

**WHEREAS**, Attorney desires to prepare, or assist in the preparation of, information that is posted on the OTC Disclosure & News Service by, or on behalf of, the Issuer named below (the "Issuer"); and,

**WHEREAS**, prior to posting disclosure materials on the OTC Disclosure & News Service, and from time to time thereafter, OTC Markets Group requires the Attorney to prepare and submit a letter (each, a "Letter" and collectively, the "Letters") that conforms to The Attorney Letter Guidelines, attached hereto as Exhibit A and, in the case of securities that have been the subject of promotional activities, Exhibit B (collectively, the "Guidelines").

**NOW THEREFORE**, in consideration of the premises herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

**Section 1.** Attorney hereby consents to the posting of a Letter prepared by the Attorney by or on behalf of the Issuer from time to time through the OTC Disclosure & News Service, and OTC Markets Group hereby agrees to consider permitting any such Letter to be or remain posted through the OTC Disclosure & News Service. Attorney represents that there are no legal or regulatory restrictions of any kind that would prohibit any such posting. Attorney will promptly notify OTC Markets Group in the event that Attorney ceases for any reason to provide services for the Issuer that would call for the preparation of a Letter in connection with information published by the Issuer through the OTC Disclosure & News Service.

**Section 2.** Attorney has attached to this Agreement (i) a list of the jurisdictions in which the Attorney is duly authorized to engage in the practice of law and (ii) a copy of the Attorney's driver's license for identification purposes. Attorney agrees to notify OTC Markets Group in the event that there is any change in such due authorization.

**Section 3.** Attorney warrants and represents that (i) the document review and other duties required by the Guidelines have been competently performed in connection with the preparation of each Letter posted through the OTC Disclosure & News Service and (ii) each Letter conforms to the Guidelines.

**Section 4.** Attorney acknowledges and agrees that OTC Markets Group (i) in its sole, unfettered and absolute discretion, may fail or refuse to accept any Letter, and may determine that it will not accept any Letters that may be submitted in the future by the Attorney on behalf of the Issuer or any other company, for any reason whatsoever, (ii) is hereby granted full and complete permission, rights and authority to publish the reasons for any such failure, refusal or determination, and Attorney hereby represents and warrants that there are no legal or regulatory restrictions of any kind that would restrict or

prohibit any such publication, and (iii) shall not be liable to counsel for any damages whatsoever, whether the theory of liability is based on contract, tort or otherwise, (x) that are related in any way to any such failure, refusal or determination or (y) in connection with any publication by OTC Markets Group of the reasons for any such failure, refusal or determination.

**IN WITNESS WHEREOF**, the parties hereto have caused this agreement to be executed by their duly authorized officers.

**The Attorney**

WiseLaw, P.C.

\_\_\_\_\_  
Name of Firm

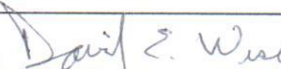
Address:  
1503 West Lemon Street

\_\_\_\_\_  
Tampa, Florida

Phone Number: 210-323-6074

Email: wiselaw@verizon.net

By (signature):



Name of Attorney (print): David E. Wise

Title: Attorney/Shareholder

Issuer Name: Empire Diversified Energy, Inc.

Trading Symbol: MPIR

**OTC Markets Group Inc.**

By: \_\_\_\_\_

Name: Lisabeth Heese

Title: Managing Director, Issuer and Information Services

Date of Execution by OTC Markets Group: \_\_\_\_\_

(Note: A signed copy of this agreement must be sent to the attention of Issuer Services **prior to the posting of an Attorney Letter** to the following address; OTC Markets Group, 304 Hudson Street, 3rd Floor, New York, NY 10013, or sent by fax transmission to OTC Markets Group's Issuer Services at 212-652-5920). As stated in Section 2, a copy of the Attorney's driver's license should also be provided.



# Wise Law, P.C.

The Colonnade

9901 IH-10 West, Suite 800

San Antonio, Texas 78230

Telephone: (210) 558-2858

E-mail: wiselaw@verizon.net

Facsimile: (210) 579-1775

Cellular: (210) 323-6074

David E. Wise  
Attorney

May 2, 2017

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

Re: Attorney Letter With Respect to Adequate Current Information on Empire Diversified Energy, Inc. ("MPIR")

Dear Sir or Madam:

Please be advised that Empire Diversified Energy, Inc., a Delaware corporation ("Issuer"), an issuer of securities ("Securities") quoted on OTC Link, has retained the Law Offices of WiseLaw, P.C. ("Firm") as its special securities counsel for the purpose of providing you with this letter to further supplement the disclosures that the Issuer has made to OTC Markets Group, Inc. 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 current information publicly available within the meaning of Rule 144 (c) under the Securities Act of 1933, as amended ("Act").

(2) The undersigned is a U.S. citizen 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.'s website 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) The undersigned is licensed to practice in the State of Texas. I received my law license in September 1973 from the Supreme Court of Texas. I am authorized to practice before the United States District Courts for the Northern District of Texas and the Northern District of California. I am permitted to practice before the Securities and Exchange Commission ("Commission") and have never been prohibited from practice before the Commission. I have

never been disciplined by the State Bar of Texas. I am not relying on 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.

(4) In rendering this letter, I have reviewed the Issuer's corporate minutes and actions of the Issuer's Board of Directors and its Shareholders, its Articles of Incorporation and all amendments thereto and its By-laws and all amendments thereto (collectively, referred to as the "Corporate Documents") and such other documents as I have deemed necessary or appropriate for the purposes of rendering this letter. I have also obtained from the Issuer an Officer's Certificate, dated May 2, 2017 ("Certificate"), and executed by the Issuer's Chief Executive Officer, further confirming the accuracy and completeness of the Corporate Documents and the information and documents that I have reviewed.

(5) 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 in the State of Delaware, the Corporate Documents, the Certificate and other information that I have obtained regarding the Issuer, and I am of the opinion that all such information is believed to be reliable.

(6) The Issuer has made available the following information and documents on the OTC Disclosure and News Service: the full name and address of the Issuer, the nature of the Issuer's business, the name of the products and services offered, the nature and extent of the Issuer's facilities, the exact titles and classes of securities outstanding, description of the Issuer's chief executive officer, chief financial 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 and preferred stock, the financial information of the Issuer, copies of the Issuer's charter documents, by-laws and related information ("Disclosure Information") and the Initial Company Information and Disclosure Statements, Annual Reports, Quarterly Reports and other information published on the OTC Disclosure and News Service website during at least the past two years, to wit:

<i>Description of Document</i>	<i>Period End Date</i>	<i>Date Published</i>
Quarterly Report (Q4 Annual Management Discussion Amended)	December 31, 2016	April 25, 2017
Quarterly Report	December 31, 2016	April 11, 2017
Annual Report	December 31, 2016	April 11, 2017
Annual Report	December 31, 2016	April 11, 2017
Annual Report	December 31, 2016	April 11, 2017
Annual Report	December 31, 2016	April 11, 2017
Quarterly Report	September 30, 2016	November 15, 2016
Quarterly Report	September 30, 2016	November 15, 2016

<i>Description of Document</i>	<i>Period End Date</i>	<i>Date Published</i>
Quarterly Report	September 30, 2016	November 15, 2016
Quarterly Report	September 30, 2016	November 15, 2016
Quarterly Report	September 30, 2016	November 15, 2016
Quarterly Report	June 30, 2016	August 14, 2016
Quarterly Report	June 30, 2016	August 14, 2016
Quarterly Report	June 30, 2016	August 14, 2016
Quarterly Report	June 30, 2016	August 14, 2016
Quarterly Report	June 30, 2016	August 14, 2016
Quarterly Report	March 31, 2016	May 16, 2016
Quarterly Report	March 31, 2016	May 16, 2016
Quarterly Report	March 31, 2016	May 16, 2016
Quarterly Report	March 31, 2016	May 16, 2016
Quarterly Report	March 31, 2016	May 16, 2016
Quarterly Report	December 31, 2015	March 31, 2016
Annual Report	December 31, 2015	March 31, 2016
Annual Report	December 31, 2015	March 31, 2016
Annual Report	December 31, 2015	March 31, 2016
Quarterly Report	December 31, 2015	March 31, 2016
Quarterly Report	December 31, 2015	March 31, 2016
Quarterly Report	December 31, 2015	March 31, 2016
Quarterly Report	September 30, 2015	November 15, 2015
Quarterly Report	September 30, 2015	November 13, 2015
Quarterly Report	September 30, 2015	November 13, 2015
Quarterly Report	September 30, 2015	November 13, 2015
Quarterly Report	September 30, 2015	November 13, 2015
Quarterly Report	June 30, 2015	August 14, 2015
Quarterly Report	June 30, 2015	August 14, 2015
Quarterly Report	June 30, 2015	August 14, 2015
Quarterly Report	June 30, 2015	August 14, 2015
Quarterly Report	June 30, 2015	August 14, 2015
Articles of Incorporation	March 25, 2010	June 10, 2015
Quarterly Report	March 31, 2015	May 14, 2015
Quarterly Report	March 31, 2015	May 14, 2015
Quarterly Report	March 31, 2015	May 14, 2015
Quarterly Report	March 31, 2015	May 14, 2015
Quarterly Report	March 31, 2015	May 14, 2015

The financial statement documents for 2016 referenced above are unaudited financial statements and were prepared by George Baccash, the Chief Financial Officer of the Issuer, who



had experience working with publicly held companies while he was a Partner (24 + years) with PricewaterhouseCoopers.

(7) I have also examined the Issuer's original shareholder list prepared by its transfer agent, Continental Stock Transfer and Trust Company, 17 Battery Place, New York, New York 10004, and I have examined such questions of law as I deemed necessary and appropriate for purposes of rendering this opinion. I have also received an email confirmation from Stacy Aqui, Vice President of Continental Stock Transfer and Trust Company, on April 28, 2017, confirming that the Issuer had 140,774,328 shares of common stock issued and outstanding as of close of business on April 27, 2017.

(8) I have also made such examination of law and have examined originals or copies, certified or otherwise, of such corporate records and documents of the Issuer, such agreements, certificates of officers or representatives of the Issuer, and such other records, certificates, including certificates of public officials, and documents as we have deemed relevant and necessary as a basis for the opinions hereinafter expressed, all of which we believed to be reliable. In such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity with authentic original documents of all documents submitted to us as copies. As to any facts relevant to the opinions expressed below, we have relied upon certificates and written and/or oral representations of officers of the Issuer and public officials. I have not examined or reviewed any communication, instrument, agreement, document or other item or conducted any independent inquiry or investigation of any matter except as otherwise expressly set forth above.

(9) In rendering the statements set forth in this letter, we have assumed the following:

- a) legal capacity of each natural person;
- b) the power and authority of each person other than the Issuer or person(s) acting on behalf of the Issuer to execute, deliver and perform each document executed and delivered and to do each other act done or to be done by such person;
- c) the authorization, execution and delivery by each person other than the Issuer or person(s) acting on behalf of the Issuer of each document executed and delivered or to be executed and delivered by such person;
- d) that there have been no undisclosed modification of any provision of any document reviewed by us in connection with the rendering of the statements set forth in this letter;
- e) the genuineness of each signature, the completeness of each document submitted to us, the authenticity of each document reviewed by us as an original, the conformity to the original of each document reviewed by us as a copy and the authenticity of the original of each document received by us as a copy;
- f) the truthfulness of each statement as to all factual matters otherwise not known to us to be untruthful contained in any document encompassed within the due diligence review undertaken by us; and
- g) the accuracy on the date of this letter, as well as on the date stated in all

governmental certifications, of each statement as to each factual matter contained in such governmental certifications.

(10) The qualification of any statement with respect to the existence or absence of facts by the phrase "to our knowledge" or "known to us" means the actual knowledge of the attorneys at this Firm involved with the review and negotiation of the information reviewed. I have not conducted an independent audit of the Issuer or its files. Aside from assisting the Issuer with the preparation of various reports published on the OTC Disclosure and News Service, and the preparation of this legal opinion and others, I have not been engaged or consulted with on the preparation of any agreements, the issuance of any shares of stock or the preparation or review of any other supplemental information posted by the Issuer on the OTC Disclosure and News Service.

(11) I have not personally met with management of the Issuer or its directors to review the Annual Report for the fiscal year ended December 31, 2016 (but I have instead had numerous telephone calls with management of the Issuer, including video conference calls and FaceTime calls with management), and have reviewed the Information published by the Issuer on the OTC Disclosure and News Service and discussed the Information with management.

(12) I call your attention to the fact that I am an attorney admitted to practice in the State of Texas. I do not express any opinion with respect to the applicable laws, or the effect or applicability of the laws, of any jurisdiction other than those of the State of Texas and the securities laws of the United States of America. I am quite familiar with the corporation laws of the State of Delaware and have reviewed those laws to determine the Issuer's compliance therewith. In particular, but without limitation, I do not express any opinion with respect to the blue sky or securities laws of any state or other jurisdiction (other than the federal securities laws of the United States of American).

(13) Based upon and subject to the foregoing, we are of the opinion that:

A. The Information (i) constitutes "adequate current public information" concerning the Securities and the Issuer and "is available" within the meaning of Rule 144(c)(2) under the Securities Act of 1933, as amended ("Securities Act"), (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, as amended ("Exchange Act"), (iii) complies as to form with the OTC Markets Group, Inc.'s Pink Basic Disclosure Guidelines, which are located 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.

B. To the best of my knowledge, and after inquiry of management and the directors of the Issuer, neither the Issuer nor its officers, directors, 5% holders or counsel is currently under investigation by any federal or state regulatory authority for any violation of federal or states securities laws.

C. The Issuer's Transfer Agent is Continental Stock Transfer and Trust Company, telephone number (212) 845-3218, is registered with the Securities and Exchange Commission as its appropriate regulatory authority. On April 28, 2017, Stacy Aqui, Vice President of Continental Stock Transfer and Trust Company, confirmed to us in an email that Continental Stock Transfer



and Trust Company is a transfer agent duly registered with the Securities and Exchange Commission.

(14) With respect to the requirements set forth in Exhibit B of the Firm's Attorney Letter Agreement previously provided to you, we are unaware of any promotional activities involving the Issuer's common stock.

(15) 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.

(16) This letter is being furnished to OTC Markets Group, Inc. and OTC Markets Group, Inc. is hereby completely and fully entitled and permitted (i) 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), and (ii) to publish the letter in the OTC Disclosure and News Service for viewing by the public and regulators. This letter may not be used for any other purpose or relied upon by any other person or entity other than OTC Markets Group, Inc. without our prior written consent

Sincerely,

Law Offices of WiseLaw, P.C.

By:



David E. Wise, Attorney