



[www.klinelg.com](http://www.klinelg.com)

Kline Law Group, PC  
15615 Alton Parkway, Suite 450  
Irvine, CA 92618  
T – 949.271.6355  
F – 949.271.6301

**Via OTC News & Disclosure Service**

November 25, 2016

OTC Markets Group, Inc. – Issuer Services  
304 Hudson Street, 2nd Floor  
New York, NY 10013  
Tel: (212) 896-4400

**Re: Adequacy of Current Public Information for Rainforest Resources, Inc. (RRIF)**

Dear Sir or Madam:

I, the undersigned, am an attorney licensed to practice law in the state of California. I am permitted to practice before the Securities and Exchange Commission (“SEC”) and have never been prohibited from practice thereunder. I am United States citizen residing and working in Orange County, California. I represent that neither myself, nor my firm, is currently under investigation for any violation(s) of federal or state securities laws.

My firm has been retained by Rainforest Resources, Inc. (“RRIF”) for the limited purpose of providing a legal opinion on the adequacy of current information available to the public in relation to the filing of an “Information Statement and Disclosure” pursuant to Rule 15c2-11(a) (5) of the Securities Exchange Act of 1934 as amended (the “Exchange Act”), and Rule 144(c)(2) of the Securities Act of 1933 as amended, (the “Securities Act”). Rainforest Resources, Inc. (hereinafter the “Company”) is incorporated under the laws of Florida with its principle business offices located in Miami.

**1. Facts & Assumptions**

In rendering this opinion, I have reviewed various corporate records and other documentation necessary and proper for an opinion in conjunction with the filing of the Company’s Information & Disclosure Statement. Additionally, I have made further inquiry and investigation into the laws, regulations, and commentary available for such a filing. With respect to corporate documentation examined, I have presumed the genuineness of all signatures thereon; the authenticity of all documents provided as originals; conformity of all copies to the original documents; and the authenticity of all original documents submitted as copies.

I have relied on information available on the Internet, from records with the SEC, and from officers of the Company in addition to other sources deemed reliable. Nothing came to my attention during the course of my investigation that led me to conclude that any such documents were not genuine or authentic or that the facts contained therein were not true.

## 2. Inquiry & Investigation

I have reviewed the Interim Financial Report (the “Interim Financial Report”) for the period September 30, 2016 to September 30, 2016 posted on [www.otcmarkets.com](http://www.otcmarkets.com) via the OTC Disclosure & News Service on or about November 21 and 22, 2016 as well as all Quarterly Reports, Interim Reports and Period Financial Statements filed by Rainforest Resources, Inc. from the period January May 2007 to the present.

Specifically, I have reviewed the Interim Financial Reports, Annual Reports, and Quarterly Reports posted by the Company on through the OTC Disclosure & News Service at [www.otcmarkets.com/stock/RRIF/filings](http://www.otcmarkets.com/stock/RRIF/filings) for the current fiscal period as well as the prior nine (9) years. This opinion specifically covers the period set forth above September 30, 2015 to September 30, 2016. In addition, to the documents posted on November 22, 2016, I have reviewed related filings posted on November 21, 2016, August 3, 2016, June 24, 2016, March 31, 2016, January 3, 2016, March 6, 2015, November 14 and 20, 2014, August 12, 2014, and May 20 and 27, 2014.

Lastly, I have confirmed the Issuer’s status and related filings with its state of incorporation, Florida.

While not audited, the Interim Financial Reports, Annual Reports, Quarterly Reports and all other filings for the period September 30, 2016 to September 30, 2016 were compiled by Xiaolong Zhou based on the information provided by the Company. Mr. Zhou is a certified public accountant, registered in the state of New York, a member of American Institute of Certified Public Accountants. Mr. Zhou obtained an M.B.A. in accountancy degree from Baruch College of CUNY and an M.A. in economics degree from City College of CUNY. Mr. Zhou had twenty years' experience in accounting area, including contract position as the CFO of three publicly traded companies listed in OTC Market from 2008 to 2013.

The reports for prior referenced periods were prepared by Mr. Garth Jensen. Mr. Jensen has over thirty years' experience in a variety of financial roles, including most recently contract positions as the CFO of four publicly traded companies listed in Toronto, on NASDAQ (OTC Markets) and the Frankfurt Exchange. Mr. Jensen has also been a part-time professor at Guelph University, Laurentian University and Ryerson University teaching Corporate Finance and four southern Ontario colleges instructing in Economics, International Finance, International Law, Commercial Law and Statistics over the last twenty years. He has written articles for magazines and trade papers on Foreign Exchange Hedging, Cash Management, Investment/Borrowing Strategies, as well as participating in articles major daily newspapers on derivatives/hedging and cash management. Mr. Jensen has earned a LL.M. with Merit in Finance and Banking Law, a Postgraduate Diploma with Merit in Commercial and Corporate law, a Postgraduate Certificate with Merit in International Business Law and a M.Sc. in Financial Economics all from the University of London. He also holds FCSI (Fellow of The Canadian Securities Institute) and FMA (Financial Management Advisor) designations. In addition Mr. Jensen completed a variety of investment industry courses through the Canadian Securities Institute and the NASD in the U.S.

The Company’s transfer agent is Standard Registrar and Transfer Co., Inc. 12528 South 1840 East Draper, UT 84020. I have confirmed that this transfer agent is registered with the Securities and Exchange Commission. Information regarding the accuracy of the shareholder’s list and the issued and outstanding shares of the Company can be confirmed with Standard Registrar and Transfer Co. which upon my inspection reflects exactly 47,626,239 shares of common stock currently issued and outstanding.

Additionally, I have spoken via telephone with a majority of the board of directors and the officers of the Company to discuss this information and its adequacy for these purposes. An interested investor could readily find current information available regarding the Company by which s/he could objectively make a determination pertaining to the corporate financial status and relevant financial information thereby enabling such investor to make an informed and intelligent decision regarding the stock of the company.

Finally, to the best of my knowledge and after inquiry of management and directors of Rainforest, Inc., none own more than 5% of the company. In addition, none of the officers or directors of the Company are currently under investigation for violations of state or federal securities laws.

### 3. Legal Conclusions

The legal opinion as expressed in this letter is that the Information Statement as filed constitutes: (1) adequate information about the Company which is available to the public regarding the shares of common stock and is available within the meaning of Rule 144(c)(2) of the Securities Act of 1933; which (2) includes all of the information that a broker-dealer would be required to obtain from the Company to publish a quotation for the shares of common stock of the Corporation under Rule 15c2-11 of the Exchange Act of 1934; that (3) complies with the Pink Sheets Alternative Reporting Guidelines as they pertain to providing adequate and current information about the Company; and (4) the statement has been posted in the Pink Sheets News Service. OTC Markets Group, Inc. is entitled to rely on this opinion in determining whether the Company has made adequate current information available to the public pursuant to Rule 144(c)(2) of the Securities and Exchange Acts, and may publish this opinion on its website, [www.pinksheets.com](http://www.pinksheets.com) for such limited purposes.

The statements and opinions set forth herein reflect observations and results of inquiries up to the date hereof, and shall remain valid for as long as the documents, instruments, records and other information I have reviewed and examined remain unchanged, and the assumptions relied upon continue to be valid. This opinion is intended solely for the use and application of OTC Markets Group, Inc. as it deems appropriate for use and publication on its website.

Very truly yours,

Kline Law Group, PC

A handwritten signature in dark ink, appearing to read "S. Kline", written in a cursive style.

Scott C. Kline  
President