

**WILLIAM STOCKER ESQ.
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92675**

949-369-9161 EXT 11

February 2, 2015

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

Board of Directors of
Sunshine Capital, Inc.
2770 S. Maryland Parkway #318
Las Vegas, NV 89198

re: Annual Report December 31, 2014.

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This letter is intended for reliance by the OTC Markets, Inc. in determining whether to permit quotations in the issuer's common stock in their quotation venue, based upon whether the issuer has made adequate current information publicly available within the meaning of Rule 15(c)2-11, Rule 144(c)(2), as promulgated by the Securities Exchange Commission, pursuant to Section 3(b) of the Securities Act of 1933 (the Securities Act) of the December 31, 2014 annual report, filed on February 2, 2015. I am a Citizen and Resident of the United States, I have been retained by the issuer, *Sunshine Capital, Inc.*, for the purpose of rendering this letter and related matters. I am an attorney in private practice as referenced by my letterhead above. I have been Special Securities Counsel to the Issuer for more than four years. I have examined such corporate records and other documents and such questions of law as I considered necessary and appropriate for the purpose of rendering this letter. My investigations are discussed in some greater detail in the following paragraphs of this letter.

I was duly admitted to practice in California in 1969, and have been continuously in good standing thereafter. I am a member of the Bar of the United States Supreme Court, the United States Court of Claims, the United States Court of Appeals, and various United States District Courts. I am permitted to practice before the United States Securities and Exchange Commission and have not been prohibited from such practice.

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In addition to matters of my own records, I have relied on corporate documents of the issuer such as minutes, financial statements, shareholder records, contracts, invoices and correspondence that was furnished to me, and public records; in such cases as such documents and records are deemed reliable. I have examined such corporate records and other documents, such as corporate minutes, shareholder list, filings, correspondence and financial statements and I have considered such questions of law as I have deemed necessary or appropriate for purposes of rendering this opinion. In my opinion, adequate current public information is available concerning this issuer and its securities, within the meaning of Rule 144(c)(2), promulgated by the Commission pursuant to 3(b) of the Securities Act, such information having been posted on February 2, 2015, with the OTC Markets News Service. 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), as promulgated by the Securities Exchange Commission, pursuant to Section 3(b) of 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, pursuant to the Securities Exchange Act of 1934 (the Exchange Act@); (iii) complies as to form with Guidelines for Providing Adequate Current Information, which are located on the internet at www.pinksheets.com; and (iv) has been posted

in the OTC Market News Service.

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The person responsible for the preparation of financial statements contained in the information is James Bartel, the issuer's CEO. The financial statements are not audited at this time. He is qualified by years of doing business, preparing and evaluating financial statements.

The issuer's certificate and transfer agency is OTC Stock Transfer, Inc. of Salt Lake City, known to be registered with the SEC. I am familiar with each and every issuance of securities by this issuer to date, by virtue of my continuous representation of the Issuer in such matters. I have complete access to the shareholders list and transfer records of OTC Stock Transfer, for the purpose or rendering this opinion and related matters, I am familiar with the Articles of Incorporation of the Issuer, and is constituent documents and transfer records.

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I have personally spoken with management and majority of directors of the issuer, reviewed the information, as amended, published by the issuer on the OTC Markets News Service, and discussed the information with such management and majority of directors of the issuer.

To the best of my knowledge and belief, after inquiry of management and a majority of directors of the issuer, neither the issuer, nor any 5% owner of the issuer's securities, nor counsel currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws.

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The following statement is required and made, as follows: no person other than OTC Markets, Inc. is entitled to rely on this letter, but OTC Markets, Inc. is granted full and complete permission and rights to publish this letter in the OTC Markets, Inc. News Service for viewing by the public and regulators.

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To the best of my knowledge and belief, this issuer *Sunshine Capital, Inc.* is not and has been the subject of promotional activities. To the best of knowledge and belief, no person received securities for promotional activities of *Sunshine Capital, Inc.*, for at least the three years last past, if any at any time.

Very Truly Yours,

/S/ William Stocker

ATTORNEY AT LAW

WS:ac