

**John T. Root, Jr.**

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March 22, 2018

Issuer Services  
OTC Markets Group, Inc.  
304 Hudson Street  
New York, NY 10013

Re: Stargaze Entertainment Group, Inc. (STGZ)  
Annual Information and Disclosure Statement  
Years Ended November 30, 2017 and November 30, 2016 and as published  
February 28, 2018 and February 27, 2017 by OTC Disclosure & News  
Service (the "Company" or "Issuer")

Gentlemen and Ladies:

Please be advised as follows:

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)(2) of the Securities Act of 1933.
2. I am a United States resident and have been retained by the Issuer for the purpose of rendering this letter and other matters; specifically, I am an attorney acting as Special Counsel to Stargaze Entertainment Group, Inc. (STGZ).
3. I have examined such corporate records and other documents and such questions of law as I considered necessary or appropriate under the circumstances for the purpose of rendering this letter.
4. I am authorized to practice law in the state of Arkansas. This letter applies to laws of the United States of America and to all jurisdictions therein. This letter does not rely on the work of other counsel.
5. I am permitted to practice before the United States Securities and Exchange Commission (the "SEC") and have not been prohibited from practicing thereunder.
6. As to matters of fact, I have relied on information obtained from public officials, officers of the Issuer and other sources and all such sources are believed to be reliable. In my examination, I have assumed the genuineness of all signatures on all documents, the legal capacity of all natural persons, the authenticity of all document submitted to me as

originals, the conformity to original documents of all documents submitted to me as photostatic copies, and authenticity of the originals of such latter documents.

7. I have reviewed the following reports published by OTC Markets Group:

- The Company's Unaudited Annual Report for the periods ended November 30, 2017 and November 30, 2016 and as published February 28, 2018 and February 27, 2017, respectively, and separate OTC Disclosure Statements for the periods ended November 30, 2017 and November 30, 2016, as published February 28, 2018 and February 27, 2017, respectively;
- Attorney Letter with Respect to Current Information for the same periods, published March 7, 2017, and March 15, 2016, respectively;
- Quarterly Reports for the periods August 31, 2017, May 31, 2017, and February 28, 2017, as published by OTC Markets Group on October 16, 2017, July 17, 2017, and April 15, 2017, and the Quarterly Reports for the periods August 31, 2016, May 31, 2016, and February 29, 2016 (revised), as published by OTC Markets Group on October 24, 2016, July 16, 2016, and April 21, 2016, respectively;
- Separate Quarterly Disclosures for the periods August 31, 2017, May 31, 2017, and February 28, 2017, as published by OTC Markets Group on October 16, 2017, July 17, 2017, and April 15, 2017, respectively, and Disclosures for the Periods August 31, 2016, May 31, 2016, and February 29, 2016, as published by OTC Markets Group on October 25, 2016, July 16, 2016, and April 16, 2016, respectively;
- The Company's Articles of Incorporation, as provided me by the Company;
- And such other information and documents that I considered necessary under the specific circumstances to render this opinion.

It is my opinion that said documents are accurate, up-to-date and contains the most current information available on Stargaze Entertainment Group, Inc., all as published on the OTC Markets Group website.

8. The information referred to above (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, (ii) includes all of the information that a broker-dealer would require to obtain from the issuer to publish a quotation for the Securities under Rule 15c2-11 under the Securities Exchange Act of 1934 (the "Exchange Act"), (iii) complies as to form with the OTC Markets Group, Inc.'s Guidelines for Providing Adequate Current Information, which are located on the Internet at [www.otcmarket.com](http://www.otcmarket.com), and (iv) has been posted through the OTC Disclosure and News Service.

9. The person responsible for preparation of the Company's financial statements for the years-ended November 30, 2017 and November 30, 2016, as well as each interim financial statement and disclosures was ..

Hariklia Tsoukalas, Vice President and Corporate Secretary. Ms. Tsoukalas' qualifications are:

- Lia (Hariklia) Tsoukalas graduated from Concordia University in Montreal where she received a degree in political science.
- She launched and successfully built her own company that specialized in social events. That success earned her a Vice-President position at Get It Tunes Agora (GITA), a company in the business of integrating social media, multimedia and cultural content. The experience she gathered there served as a springboard to her present position of Vice-president and Corporate Secretary at Stargaze Entertainment Group Inc (STGZ).
- As part of STGZ's overall management, Ms. Lia Tsoukalas is involved in the comprehensive marketing and planning of distinctive and unique multi-media events and corporate deals.
- She is also involved in the development of strategic alliances and alternative online media distribution channels in the multimedia space.

(b) As noted above, the Vice President and Corporate Secretary is qualified to prepare the financials under her authority as Vice President and Corporate Secretary.

(c) The Financials statements are not audited at this time.

(d) The Issuer has no listed accounting provider and has no current need for one.

10. The Issuer's transfer agent is Manhattan Transfer Registrar Co. and is registered with the SEC. The contact information for the transfer agent is:

Manhattan Transfer Registrar Co.  
531 Cardens Court  
Erie, CO 80516  
631-928-7655  
[www.mtrco.com](http://www.mtrco.com)

I have confirmed the number of outstanding shares in the information by reviewing the shareholder list and communicating with the transfer agent.

11. I have (i) telephonically met with all of management of the Issuer and a majority of its directors, (ii) reviewed the Information, published by the Issuer through OTC Disclosure and News Service and (iii) discussed pertinent information with its management and directors.

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

13. I have made specific inquiry regarding each of the individuals listed below, all other persons owning more than ten percent (10%) of the Securities of the Company, and other persons described in Rule 144 of the Securities Act of 1933 and, with the exception of management personnel, who are necessarily in possession of such insider information, and based on information available to me in addition to such inquiries, no individuals, or other entities, described above or listed below are in possession of any material, non-public information regarding the Company. Further, there are no authorized persons promoting such Securities of the Company not aware of these requirements. Also, further, based upon disclosures made to me, and other information available to me, all sales of the Securities of the Company have been in compliance with Rule 144 of the Securities Act of 1933, and there been no sales to insiders in possession of any material non-public information within the previous twelve (12) months, that would have required the filing of Form 144, and nothing has come to my attention indicating that any of the Insiders is in possession of any material non-public information regarding the Issuer or the Securities that would prohibit any of them from buying or selling such Securities pursuant to Rules 10b-5 or 10b5-1 under the Securities Exchange Act of 1934.

However, it has come to the attention of management, and through them to me, that a series of unauthorized advertisements promoting the sale of the Company's Stock. In the spirit of full disclosure, there is a relationship between the Company's Public Relations engaged company, Steinberg Valentino Group. There is no current promotion of the Company's Stock, either directly or indirectly. I have reminded the Company's Management, and their Public Relations company of the requirements for disclosures. After discussions, I am of the opinion that they understand the requirements, and that these were an unauthorized advertisement. I have considered the advertisements, that comprise this matter, and it is my opinion that they do not compromise the adequacy of disclosures, nor are they required to be further disclosed.

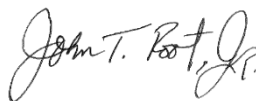
I have compiled and list below the names of each executive officer, director, general partner and other control person of the Company and promoter, finder, consultant or any other advisor of the Company who assisted, prepared or provided information with respect to the Company's disclosure or who received securities as consideration for services rendered to the Company and the following information related to each: (i) their full name, (ii) their business address, (iii) the number and class of the Company's securities beneficially owned by each of them, (iv) with respect to each of the securities described in the preceding clause whether or not the certificate or other document that evidences the securities contains a legend stating that the securities have not been registered under the Securities Act and setting forth or referring to restrictions on transferability and sale of the securities and (v) a complete description of the consideration received by the Company in connection with each issuance of shares to any of them including, without limitation, the nature of any services performed for or on behalf of the Company. For purpose of this letter, the term "control person" includes (i) any person controlling, under common control with, or controlled by, the Company or (ii) any person who obtained securities of the Company in connection with a negotiation with the Company within the three-year period prior to the

date of the opinion. With respect to any of the Company's control persons that is an entity and any parent entity of any control person, this letter provides the information for each control person of such entity or parent entity.

- Mr. Tony Green, Title: CEO, President & CFO  
(Beneficial Owner through his ownership in Tony Green Organization Records Ltd  
Number of Shares Owned or Beneficially Owned: 30,000,000 Common Stock,  
with a restrictive legend, which equates to a 65.8% Common Stock ownership and  
control, 2,000,000 Preferred Stock, with a restrictive legend, and which equates to  
a 50.0% of Preferred Stock ownership and control.
- Mr. Nikitas Tsoukalas, Title: Chairman of the Board  
Number of Shares Owned: 666,000 Preferred Stock, with a restrictive legend, and  
which equates to a 16.7% interest in the Preferred Stock (note Nikitas Tsoukalas  
and Hariklia Tsoukalas, Vice President of the Company, are brother and sister, and  
thus their shares of Preferred Stock will not be aggregated).
- Ms. Hariklia Tsoukalas, Title: Vice President & Secretary  
Number of Shares Owned: 667,000 Preferred Stock, with a restrictive legend, and  
which equates to a 16.7% interest in the Preferred Stock (note Nikitas Tsoukalas  
and Hariklia Tsoukalas, Vice President of the Company, are brother and sister, and  
thus their shares of Preferred Stock will not be aggregated).
- Kochi, LLC, control shareholder (Guiseppe Gentile):  
Number of Shares Owned: 666,000 Preferred Stock, with a restrictive legend, and  
which equates to a 16.7% interest in the Preferred Stock

14. This letter is given solely to you, and may not be released to or relied upon by, nor is it intended to benefit, any other person or for any other purpose without our prior written consent; provided, however, OTC Markets Group, Inc., has full and complete permission to publish this letter through the OTC Disclosure and News Service for viewing by the public and regulators.

Sincerely,

A handwritten signature in black ink, appearing to read "John T. Root, Jr.", written in a cursive style.

John T. Root, Jr