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May 11, 2012

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

Re: W2 Energy, Inc. ("WTWO")

Dear Sir or Madam:

As counsel to W2 Energy, Inc., a Nevada Corporation ("WTWO" and/or the "Issuer"), we have been requested to render our opinion with respect to the public disclosure of current information on WTWO. OTC Markets Group Inc. is entitled to rely on this letter in determining if WTWO has made adequate disclosure of current information within the meaning issuance of Rule 144(c)(2) under the Securities Act of 1933 (the "'33 Act"). I am a United States Citizen and resident of New York State, an attorney admitted to practice in the State of New York, and have been retained by WTWO for the purpose of rendering this opinion letter. My duties to the Issuer include ensuring that regular disclosure is made to the public pursuant to the '33 Act and the rules and regulations promulgated and adopted thereunder.

I am authorized to practice law before the highest court in the State of New York and am in good standing. This letter applies to the securities laws of the United States of America, and the laws of the State of New York. I am permitted to practice before the United States Securities and Exchange Commission (the "SEC") and have not been prohibited from practicing thereunder. This letter does not rely on the work of any other counsel.

I have examined such corporate documents and other documents and such questions of law, as I considered necessary or appropriate for the purpose of rendering this opinion letter. 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 documents submitted to us as originals, the conformity to original documents of all documents submitted to us as photostatic copies, and authenticity of the originals of such latter documents.

I have reviewed the amended Annual Report for the period ended December 31, 2011 and posted on the OTC Pink Sheets on May 10, 2012, and it is my opinion that said document is accurate, up to date and contains the most current information available on the Issuer. This information (i) constitutes "adequate current public information" concerning the Issuer and its securities, and "is available" within the meaning of Rule 144(c)(2) under the '33 Act, (ii) includes all of the information that a broker-dealer would require to obtain from the Issuer to publish a quotation for the Issuer's securities under Rule 15c2-11 of the Securities Exchange Act of 1934 (the "'34 Act"), (iii) complies as to form with the Pink OTC Markets' Guidelines for

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providing Adequate Current Information, which are located on the Internet at www.otcmarkets.com, and (iv) has been posted through the OTC Disclosure and News Service.

The financials for WTWO were prepared by:

J&J Consultants, LLC.
Accounting, Tax, and Consulting Services
291 S 200 W
Farmington, UT 84025
Tel: 801-792-7444
Fax: 801-451-5965

The financials are in the process of being audited by Issuer's auditors, who are:

Sadler, Gibb & Associates LLC
291 South West
Farmington, UT, 84025

The Issuer's transfer agent is Transfer Online, Inc., 512 SE Salmon Street, Portland, OR 97214. The transfer agent is registered with the SEC. I have confirmed the number of outstanding shares by a review of corporate files and records, including the shareholder list.

I have personally met with management of the Issuer and a majority of its board of directors, reviewed the Issuer's information, as amended, published by the Issuer through the OTC Disclosure and News Service, and discussed the information with Michael McLaren, the Issuer's President, Chief Executive Officer, Chief Financial Officer, Principal Accounting Officer and a Director. To the best of my knowledge, after inquiry of management and the Board of Directors, none of the Issuer, any 5% shareholder of the Issuer, is under investigation by any federal or state regulatory authority for any violation of federal or state securities laws.

This letter is intended solely for your benefit, 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 my prior written consent; provided, however, that OTC Markets Group Inc. has full and complete permission to publish the letter through the OTC Disclosure and News Service for viewing by the public and regulators.

Very truly yours,



Fredric H. Aaron, Esq.

cc: W2 Energy, Inc.
Michael McLaren, CEO