

**HART & HART, LLC**

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March 2, 2017

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

RE: Converde Energy, USA, Inc.

Adequate Current information; Annual Company Information and Financials for the year ended December 31, 2016.

Dear Ladies and Gentlemen;

This office represents Converde Energy, USA, Inc., (the "Company"). We have been retained by the Company in the capacity as Corporate Counsel. We have also been tasked by the Company to review information regarding the Company for the year ended December 31, 2016 and other pertinent information, as more fully described herein, and providing this Letter regarding current information. OTC Markets Group, Inc. is entitled to rely upon this letter when determining whether the Company has made adequate current information publicly available within the meaning of Rule 144(c)(2) under the Securities Act of 1933.

The undersigned attorney is a resident of the United States of America, admitted to practice law in the State of Colorado, and permitted to practice before the United States Securities and Exchange Commission (the "SEC"), and has not been prohibited from the practice thereunder. The undersigned attorney is not currently or in the past been under investigation by any regulatory federal or state regulatory authority for any violation of federal or state securities laws.

**Facts and Assumptions**

In connection with the opinion expressed herein, we have examined such corporate records, other documents, and such questions of law, as considered necessary or appropriate for purpose of rendering this opinion. In examining the documents, we have assumed the genuineness of signatures (both manual and conformed), the authority of documents submitted as originals, the conformity with the originals of all documents furnished as copies and the correctness of facts set forth in such documents. Nothing came to our attention during the course of our investigation that led us to conclude that any such documents were not genuine or authentic or that the facts set forth therein were not true. Any opinion expressed herein relates only to the Issuer and its securities. This opinion should not be relied upon by any other person in connection with any other transaction.

In stating this opinion we have reviewed the guidelines for providing adequate current information and annual and quarterly reports as published by OTC Markets, Inc., the articles of incorporation, the bylaws and such other relevant corporate documents.

### **Inquiry and Investigation**

As to matters of fact upon which we have relied and obtained from officers and directors of the Issuer and other sources, we have believed such sources to be reliable. Based upon such investigation, to the best of our knowledge, neither the Issuer, its officers and directors, any holder of 5% or more of the securities of the Issuer, nor counsel for the Issuer is currently under investigation by any federal or state regulatory authority for any violation of federal or states securities laws.

In addition, we have reviewed the information (the "Information") filed by the Issuer on [www.otcmarkets.com](http://www.otcmarkets.com), including without limitation amended annual report for the year ended December 31, 2016 and posted February 28, 2017, Supplemental Information Statement for the year ended December 31, 2016 posted February 28, 2017.

Brad Domitrovitsch, the Chief Financial Officer and Chief Executive Officer of the Issuer, is responsible for the unaudited financial statements contained in the Information. Buckno Lisicky & Co is responsible for the preparation of the unaudited financial statements of the Issuer. Jack Lisicky, the principal of Buckno Lisicky & Co, is a certified public accountant.

The Issuer's transfer agent is Online Stock Transfer, which is registered with the SEC. We have confirmed that the number of shares of the Issuer issued and outstanding as of December 31, 2016 is consistent with the corporate records of the Issuer. We have personally met with management and a majority of the directors of the Issuer; reviewed the Information, as amended, published by the Issuer through the OTC Disclosure & News Service; and discussed the Information with management and the directors of the Issuer.

### **Conclusions**

The Information (1) constitutes "adequate current public information" concerning the securities and the Issuer and "is available within the meaning of SEC Rule 144(c)(2); (2) includes all of the information that a broker-dealer would be required to obtain from the Company to publish quotation of the securities under SEC Rule 15c-2-11; (3) complies as to form with the OTC Markets Guidelines for Providing Adequate Current Information, which are located on the internet at [www.otcmarkets.com](http://www.otcmarkets.com); and (4) has been posted in the OTC Markets News Service. (5) to the best of our knowledge no affiliate of the Company is currently under investigation by any federal or state regulatory authority for any violation of federal or states securities laws.

This letter is being delivered to you for your sole use and benefit and is not to be used, circulated, quoted or otherwise referred to or relied upon any other purpose without express written consent except that OTC Markets Group, Inc., may publish the letter in the OTC Markets

News Service for viewing by the public and regulators. It is understood that we express no opinion as to the applicability to or compliance with any state securities laws.

In addition, this letter is given as of the date set forth above and is restricted to the stated facts and circumstances and we assume no, and hereby disclaim any, obligation to update or supplement this letter to reflect any facts or circumstances that may hereafter come to our attention or any changes in laws that may hereafter occur or which occurred prior to the date hereof, the occurrence of which we had no knowledge.

Very Truly Yours,

HART & HART, LLC

By: 

Will Hart