

November 12, 2013

OTC Markets Group  
304 Hudson Street - 2<sup>nd</sup> Floor  
New York, NY 10013

Re: Zoned Properties, Inc., SYMBOL: ZDPY - Sufficiency of Adequate Current Information

Ladies and Gentlemen:

Please be advised that I am securities counsel to Zoned Properties, Inc., a Nevada corporation (the "Issuer"). I have been requested, as securities counsel to the Issuer, to render a sufficiency of adequate current information opinion (this "Opinion") in connection with the filing by the Issuer of an Annual Report relating to the year ended December 31, 2012 filed October 29, 2013 ("12/31/12 Annual Report"); Interim Financial Report filed on October 29, 2012 relating to the period ended September 30, 2013 (the "9/30/13 Interim"); the Company's Articles of Incorporation, three amendments thereto and the Company's Bylaws, all filed on November 4, 2013 (the "Corporate Documents"); and Supplemental Information - Disclosure Statement as of November 8, 2013 filed November 11, 2013 (the Supplemental Information"). The 12/31/12 Annual Report, the 9/30/12 Interim, the Corporate Documents and the Supplemental Information all taken together are collectively referred to as the "Filed Documents".

For the reasons set forth herein, it is my opinion that the Filed Documents, taken together: (i) constitutes adequate current public information concerning the shares of common stock of the Issuer (the "Securities") and the Issuer and is available within the meaning of Rule 144(c)(2) under the Securities Act; (ii) includes all of the information that a broker-dealer would be required to obtain from the Issuer to publish a quotation for the shares of common stock of the Corporation (the "Securities"), under Rule 15c2-11 of the Exchange Act; (iii) complies as to form with the Pink OTC Markets Inc. Guidelines for Providing Adequate Current Information, which are located on the Internet at [www.OTCMarkets.com](http://www.OTCMarkets.com); and (iv) has been posted in the OTC Markets Group News Service. Please be advised that OTC Markets Group ("OTCMG") is entitled to rely on this Opinion in determining whether the Issuer has made adequate current information publicly available within the meaning of Rule 144(c)(2) under the Securities Act.

In rendering the Opinion, I have reviewed such corporate records and other documents as I have deemed necessary regarding the filing of the Filed Documents. On November 5, 2013 I conversed with Marc Brannigan, the sole director and CEO of the Issuer via Skype in a conversation where we could see each other throughout the telephone call and its director and performed certain due diligence inquiries, including reviewing the Issuer's material proposed operations and regulatory concerns. This Skype call will be followed by a face to face meeting to the extent required by the rules of the OTC Markets. In addition, I have made such investigations and have considered such questions of law as I deemed necessary and appropriate for the purposes of rendering this Opinion. In all such examinations, I have assumed the genuineness of all signatures, the authenticity of all documents submitted to me as originals, the conformity to original documents of all documents submitted to me as copies and the authenticity of all originals of such documents submitted as copies. Further, in all such examinations, I may have relied on information obtained from public officials, officers of the Issuer and other sources and represents that all such sources are reasonably believed to be reliable.

The person responsible for the preparation of the financial statements and notes thereto contained in the Filed Documents is the Issuer's President Mr. Marc Brannigan who I believe to have sufficient experience in these matters. In addition, Mr. Brannigan was assisted in the preparation of the financial information included in the Filed Documents by R. Chris Cattone of Greentree Financial Consulting, 7951 SW 6<sup>th</sup> Street, Suite 216, Plantation, Florida 33324-3276, a CPA. The financial statements therein are certified by an officer of the Issuer to present fairly, in all material respects, the financial position, results of operations and cash flows for the periods presented, in conformity with accounting principles generally accepted in the United States of America, consistently applied. In the opinion of management, all adjustments considered necessary for fair presentation have been included in the financial statements.

The Issuer's transfer agent (the "Transfer Agent") is Pacific Stock Transfer, 4045 South Spencer Street - Suite 403, Las Vegas, NV 89119. The Transfer Agent is registered with the Securities and Exchange Commission. I have communicated with the Transfer Agent to confirm the number of shares outstanding.

The documents containing the information concerning the Issuer and the Securities that are publicly available as of the date of filing of Filed Documents are as defined above.

I have personally reviewed the Filed Documents together with all exhibits and it is my legal opinion that such information taken together comport with all necessary requirements of Rule 144(c)(2) under Securities Act, and that to the best of my knowledge those documents taken together are accurate, up to date, and contain the most current information available on the Issuer, and that an interested investor would find current information therein which could help him objectively determine corporate and financially relevant information better enabling him to make an informed and educated and intelligent decision. I have discussed with management and received management's approval of this Opinion and all filings hereunder. Moreover, to the best of my knowledge, after inquiry of management of the Issuer, neither the Issuer nor its Board of Directors nor any 5% or greater shareholder is currently under investigation by any Federal or state regulatory authority for any violation of federal or state securities laws. Furthermore, after reasonable inquiry, I confirm the ownership information with respect to the Issuer's officers and directors and 5% beneficial owners set forth in the Filed Documents.

I am a resident of the State of New York and admitted to practice law in the State of New York. I have been retained by Issuer for the purpose of rendering this Opinion and related matters. My relationship as counsel to the Issuer is solely as a lawyer serving as securities counsel and in connection therewith I have been retained for the purpose of reviewing the current information provided by Issuer. I have never been prohibited from practicing before the Securities and Exchange Commission. I do not own any securities of the Issuer.

The opinions set forth herein are expressed as of the date hereof and remain valid so long as the document, instruments, records and certificates I have examined and relied upon, as noted above, are unchanged and the assumptions I have made, as noted above, are valid. While this Opinion is intended exclusively for use by OTC Markets Group, the same is hereby granted full and complete rights and permission without any future request to publish this Opinion as part of "OTCMarkets.com" for viewing by the public and regulatory agencies.

Very truly yours,



Frank J. Hariton