

Michael A. Littman

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March 22, 2010

Pink OTC Markets, Inc.
304 Hudson Street, Second Floor
New York, New York 10013

Re: Innovative Health Sciences, Inc.

Opinion of Counsel regarding Adequate Current Information and
Continuing Disclosure Requirements for period ending December 31, 2009.

Dear Sir or Madam:

This firm has acted as legal counsel for Innovative Health Sciences, Inc. ("IHSN") and has been retained for the purpose of preparing this Opinion of Counsel, applying the applicable laws of the United States, regarding its corporate operations and level of disclosure of corporate information.

In the course of preparing this opinion, counsel has reviewed the following documents relating to the Company (together with the date they were posted through the OTC Disclosure and News Service, if applicable):

Articles of Incorporation: (originally "Autocapital")
Dated February 29, 1996; Corporation is in good standing with the State of Nevada as of the date above.

Articles of Amendment:

Copies of Previous SEC filings up until filing Form 15:

Corporate Bylaws dated March 5, 1996

Other related corporate information as were necessary and provided by the corporation's management for the purposes of this letter:

Updated Information and Disclosure Statement as of December 31, 2009:

Within the financial disclosure filed by Innovative Health Sciences, Inc. for the period ending December 31, 2009 there are several financial disclosures that may update the information regarding the company as of the times discussed within that document.

Additionally, counsel has personally met with management and with the sole director of the Company, for the limited purpose of preparing this document in a time-sensitive fashion. Counsel has known Chris Winter, CEO and sole director for over 15 years.

The opinions and conclusions contained in this Opinion Letter are based upon documentation and facts made available to this firm and discussions with Innovative Health Sciences, Inc. management and its Board of Directors, and are solely based on the accuracy of those documents and facts. Further, counsel has reviewed all prior disclosures posted by Innovative Health Sciences, Inc. with various News Services, as amended. All such amended information is believed to be accurate and reliable. In the event that the facts and information in any or all of such documents are determined not to be true, this opinion is rescinded and to be deemed null and void. Counsel has discussed the above documentation, and the underlying assumptions this firm is relying upon, with the Management of Innovative Health Sciences, Inc.

Innovative Health Sciences, Inc. was incorporated in the State of Nevada on February 29, 1996. The Fiscal Year End for the corporation is December 31. As of December 31, 2009, the Company had 128,004,590 shares of its Common Stock outstanding with 92 stockholders of record. In March 2010, the Company issued 1,192,600,000 shares to its CEO, Chris Winter, so a total of 1,320,604,590 common shares are issued and outstanding, as of this date. Of this amount 127,932,728 shares were freely tradable and 1,192,670,870 shares are "restricted securities" as that term is used under the Securities Act of 1933.

Innovative Health Sciences, Inc. is currently authorized to issue 1,500,000,000 total shares of common stock with \$.001 par value. 1,000 Class B shares are shown by the Transfer Agent as outstanding to Chris Winter, CEO, but Class B Common is no longer authorized and Mr. Winter has indicated he is sending a letter to Transfer Agent that these shares are cancelled.

The party responsible for the preparation of the financial statements of Innovative Health Sciences, Inc. is Chris Winter, President/CEO/Director.

The party acting as the transfer agent for Innovative Health Sciences, Inc. is:
Holladay Stock Transfer, Inc.
2939 North 67th Place
Scottsdale, AZ 85251
Phone: 480-481-3940
Fax: 480-481-3941

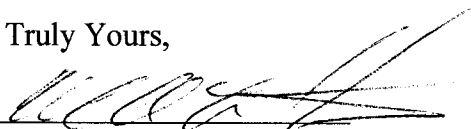
An inquiry to the transfer agent as of Innovative Health Sciences, Inc. was the source of confirmation of the common shares, issued and outstanding.

Further, to inquiry of management and directors of the corporation, and to the best of this firm's knowledge, neither the management, officers nor Board of Directors or any person or entity holding at least five percent (5%) of the corporation's stock is currently under investigation by any Federal or State regulatory authority for any violation of Federal or State securities law.

No person or entity other than Pink OTC Markets, Inc. is entitled to rely upon this

opinion. Pink OTC Markets, Inc. however, is granted full and complete permission and rights to publish this document via the PinkSheets OTC Disclosure and News Service for viewing by the general public and regulators. The public and Pink OTC Markets may rely on the above in determining whether has made adequate current information publicly available within the meaning of Rule 144(c)(2) of the Securities Act of 1933. The information which has been posted via PinkSheets' OTC Disclosure News Service constitutes adequate current public information, is available within the meaning of S.E.C. Rule 144(c)(2) of the Securities Act, and includes all the information that a broker-dealer would be required to obtain from an issuer in order to publish a quotation for its securities pursuant to Rule 15c2-11 under the Securities Exchange Act of 1934, and complies as to form with the PinkSheets Guidelines for Providing Adequate Current Information. The author of this Opinion of Counsel is licensed in the state of Colorado. Counsel is a United States citizen, is permitted to practice before the Securities and Exchange Commission and has not been prohibited from such practice.

Very Truly Yours,



Michael Littman