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March 31, 2020

OTC Markets Group, Inc.  
300 Vesey Street, 12th Floor  
New York, NY 10282

**Re: Legal Opinion, Adequate Current Information, Continuing Disclosure Obligations of ERF Wireless, Inc. (the “Issuer”)  
Annual Report containing OTC Pink Basic Disclosures for the period ended December 31, 2019 and quarterly disclosures as listed below.**

Ladies and Gentlemen:

This office has been engaged by **ERF Wireless, Inc.**, a Nevada corporation, (the “Issuer”) as its corporate and securities counsel and particularly for purposes of this opinion.

This opinion may be posted on the OTC Disclosure and News Service news service for viewing by the general public and OTC Markets Group, Inc. may rely on said opinion in determining whether the Issuer has made adequate current information publicly available within the meaning of Rule 144(c) (2) of the Securities Act of 1933, as amended.

Counsel is licensed in the State of Florida, New York, and New Jersey, and is a resident of the State of Florida. The subject matter of this letter covers the jurisdiction of the State of Nevada (the Issuer's state of incorporation) and the laws of the United States. Counsel is permitted to practice before the Securities and Exchange Commission and is not been prohibited from practice thereunder. Counsel has not, in the last five years, been suspended or barred from Florida, New York, and New Jersey practicing in any State or jurisdiction, has not been charged in any civil or criminal case, and is current in his membership requirements for the jurisdictions Florida, New York, and New Jersey.

Counsel had been retained the Issuer for the purpose of reviewing the current information supplied by the Issuer and has been retained as outside counsel for other matters. Counsel does not possess any shares of common stock of the Issuer nor has any agreement to receive any shares of common stock of the Issuer in return for services or for this letter. Counsel has examined such corporate records and other documents and such questions of law as counsel considered necessary or appropriate for the purposes of rendering this letter.

For purposes of this opinion counsel has reviewed the:

1. Articles of Incorporation and Amendments of the Articles of Incorporation of the Issuer,
2. Corporate By-Laws,
3. Corporate Minutes of the Board of Directors and Shareholders,
4. Such other corporate records as were necessary and provided by management for purposes of this letter, including press releases and current financial statements and have examined such corporate records and other documents and such questions of law as counsel considered necessary or appropriate for purposes of rendering the letter,

5. Personally met with management and a majority of the directors of the Issuer, reviewed operations of the Issuer and the Information published by the Issuer through the OTC Disclosure and News Service, and discussed the Information with management and a majority of the directors of the Issuer.

The opinion and conclusions herein are based upon documentation and facts made available by the Issuer and is based on the accuracy of those documents and facts. Additionally, counsel has reviewed all prior disclosures posted by the Issuer with OTC Disclosure and News Service other than those listed below. All such information is believed to be true and such sources of information were believed to be reliable. As to matters of fact, counsel relied on information obtained from public officials, officers of the Issuer and other sources, and believed such information to be true and such sources of information were believed to be reliable. In the event that the facts and information in all such documents are determined not to be true, this opinion shall be null and void.

Counsel has personally met with management and discussed with the majority of the Board of Directors of the Issuer to discuss the Information provided to OTC Disclosure and News Service.

The Information covered by this opinion includes and is limited to information under the Issuer's control on the "Company Profile" tab and the items of information indexed on the "Disclosure" tab, as follows:

<u>Publish Date</u>	<u>Report Title</u>	<u>Period End Date</u>
March 30, 2020	Annual Report – 2019 Annual Report	December 31, 2019
November 18, 2019	Quarterly Report – Third Quarter Report 2019	September 30, 2019
August 14, 2019	Quarterly Report – Second Quarter Report 2019	June 30, 2019
May 16, 2019	Quarterly Report – First Quarter Report 2019	March 31, 2019
March 12., 2019	Annual Report – 2018 Annual Report	December 31, 2018
Nov.15, 2018	Quarterly Report – Third Quarter Report 2018	September 30,2018
Aug. 15, 2018	Quarterly Report – Second Quarter Report 2018	June 30, 2018
Aug 8, 2018	Attorney's letter With Respect to Current Information	December 31, 2017
Aug 6, 2018	Quarterly Report – First Quarter Report 2018	March 31, 2018
June 19, 2018	Annual Report – OTC Pink Basic Disclosure	December 31, 2017, 2016, 2015 and 2014

In addition, Counsel reviewed the reports filed with the Securities and Exchange Commission from September 27, 1999 (the filing of a Form 10SB) to December 29, 2016 (where the Company filed a Form 15-12G where the Issuer ceased its requirements as a Securities Exchange Act of 1934 reporting company). This opinion is further based upon the above representations and the reviewed documents (the "Information").

ERF Wireless, Inc., a Nevada corporation, was incorporated on June 1, 1986 under the laws of the state of Texas as Eastex Chemex Corporation, and would change its name to Fleetclean Systems, Inc. On September 30, 2004, Fleetclean Systems, Inc. merged with ERF Wireless, Inc., a Nevada corporation and the surviving corporation of the merger. The Company has operated as ERF Wireless, Inc. since the merger. The stockholders had approved the transaction on August 2, 2004 (see Schedule 14C as filed with the Securities and Exchange Commission) and the transaction was reported on a Current Report on Form 8-K on October 1, 2004.

The corporate offices of the Issuer are located at 13455 Noel Road, Suite 407, Dallas, Texas 75240. Their website is [www.erfwireless.com](http://www.erfwireless.com) and the phone number is (281) 538-2101.

The primary business of the Company is applying advanced wireless broadband technology and other communications technology to a select suite of enterprise, commercial and retail critical communications needs in order to build value. The Company's strategic business plan has been to buy Wireless Internet Service Providers (WISPs) providing broadband services in rural areas and increase their profits exponentially. The Company's Wireless Broadband Division provides wireless broadband products and services and is in the early stages of building or acquiring a seamless wireless broadband network to serve private entities, cities, municipalities and the general public. Subsequent to December 31, 2019, on February 20, 2020, the Issuer incorporated in Texas a wholly owned corporate subsidiary, specifically Zona Resources, Inc., for the purpose focused primarily on the location and acquisition of oil and gas properties, acquiring and exploiting oil and gas properties in the major oil and gas regions of the United States, as well as other energy related activities.

As of March 31, 2020, the authorized capital of the Company is 975,000,000 shares of common stock par value \$0.001 per share and 10,000,000 of Series A preferred stock par value \$0.001 per share and 10,000,000 of Series B preferred stock par value \$0.001 per share, of which 841,279 889 common shares were issued and outstanding, 10,000,000 shares of Series A preferred stock were issued and outstanding and 7,111,000 shares of Series A preferred stock were issued and outstanding no shares of preferred stock is issued and outstanding. I have reviewed a copy of the shareholder list prepared by National Securities Administrators, Ltd. the Company transfer agency, to confirm that the number of outstanding common shares set forth in the Information is correct. The information on the common stock was provided to this office by email on March 27, 2020 by David Eppert, President of National Securities Administrators, Ltd. - TransferAgent.ca, 760 - 777 Hornby Street, Vancouver, BC, V6Z 1S4. National Securities Administrators, Ltd. is a transfer agency registered the Securities and Exchange Commission. According to information obtained from the Securities and Exchange Commission, the Transfer Agent was registered with the Securities and Exchange Commission pursuant to Section 17A of the Exchange Act as of April 15, 2016 and I have no reason to believe such registration has been terminated The information on the preferred stock was represented in the financial statements for the period ended December 31, 2019.

The Fiscal year end for the Issuer is December 31. Financial Statements of the Issuer are prepared by management, and quarterly and annual reports are unaudited. Dr. H. Dean Cubley, a past Chief Executive Officer, and currently an advisor, is responsible for the preparation of the unaudited financial statements through December 31, 2019, and Dr. John Barnett, the current Chief Executive Officer and Chief Financial Officer, is responsible for review and publication of the financial statements and disclosures. Dr. H. Dean Cubley is qualified to prepare the disclosures based on his extensive background, as follows: Dr. H. Dean Cubley is an accomplished International Entrepreneur and Senior Executive with more than 40 years of success across the fields of electrical engineering, product development, wireless technology, M&A, and aerospace. He has extensive experience founding high technology companies, designing a wide range of electronic products including high power wireless transmitters, and product development from conception to production Dr. Cubley began his career at NASA, but has subsequently incorporated a number of engineering consulting and technology firms. His key areas of expertise include product design; manufacturing, overall cash flow management, and planning and implementation of the process of helping private companies become public and was a founder of ERF Wireless, Inc. Dr. Cubley holds the degrees of BS and MS of Science of Science in Electrical Engineering from the University of Texas, Austin, in Electrical Engineering, and also received his Doctor of Psychology in Electrical Engineering from the University of Houston. In addition, Dr. Cubley was Board Chair for Eagle Broadband, Inc. – a then American Stock Exchange public company, and served as Board Member on three additional public companies. Dr. John Barnett has extensive experience as an executive officer and director in numerous entities and is familiar with requirements for disclosure of Issuers with stock trading in public markets.

Counsel has (i) personally met with management and a majority of the directors of the Issuer, specifically DeeAnna Looney and Dr. H. Dean Cubley, the last meeting specifically on March 30, 2012 remotely due to COVID-19, (ii) reviewed the Information, as amended, published by the Issuer through the OTC

Disclosure & News Service and (iii) discussed the Information with management and a majority of the directors of the Company.

To the best of counsel's knowledge, after inquiry of management and the directors of the Company, neither the Company nor any 5% holder of common stock of the Issuer, nor counsel, is currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws.

Counsel reviewed the Information to ascertain if the Company, or its predecessors, is or ever was a "shell company" as defined in Rules 405 of the Securities Act of 1933 and 12b-2 of the Exchange Act of 1934. A "shell" company is defined an entity that has (A) No or nominal operations; and (B) either: (1) No or nominal assets;(2) Assets consisting solely of cash and cash equivalents; or (3) Assets consisting of any amount of cash and cash equivalents and nominal other assets; or(ii) An issuer that has been at any time previously an issuer described in paragraph (i)(1)(i). Counsel has concluded that the Company is not a "shell company" and has not been a "shell" company. In review of the Information and in discussion with management, the transition between Fleetclean Systems, Inc. and ERF Wireless, Inc. in 2004 was accomplished such that the operating Fleetclean Systems, Inc. business was not removed from the Company prior to the merger with the operating ERF Wireless, Inc. business. Thus, there was a continuity of an operating business during the transition (satisfying the requirements for more than nominal operations and assets consisting of more than cash or cash equivalents). The Company ceased being a reporting Company pursuant to the Securities Exchange Act of 1934, as amended as of December 29, 2016 with the last financial report filed for the third quarter of 2014. When the Company filed its Annual Report with the OTC Markets on June 19, 2018, the Company included financials statements dating back to 2014 indicating that the Company had more than cash or cash equivalents and more than nominal operations throughout the period following their termination of their reporting obligations under the Securities Exchange Act of 1934, as amended. In conclusion, the Company satisfied any criteria required by Rule 144 of the Securities Act of 1933 and as is not deemed, nor has it been, a "shell company."

The Information (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 be required 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's Pink Basic Disclosure Guidelines, which are located on the Internet at [www.otcm Markets.com](http://www.otcm Markets.com), and (iv) has been posted through the OTC Disclosure & News Service.

In rendering the statements set forth in this Letter, Counsel assumes the following:

- (a) the legal capacity of each natural person;
- (b) the power and authority of each person other than the Issuer or person(s) acting on behalf of the Issuer to execute, deliver and perform each document executed and delivered and to do each other act done or to be done by such person;
- (c) the authorization, execution and delivery by each person other than the Issuer or person(s) acting on behalf of the Issuer of each document executed and delivered or to be executed and delivered by such person;
- (d) that there have been no undisclosed modifications of any provision of any document reviewed by this Counsel in connection with the rendering of the statements set forth in this Letter;
- (e) the genuineness of each signature, the completeness of each document submitted to this Counsel, the authenticity of each document reviewed by this Counsel as an original, the conformity to the original of each document reviewed by this Counsel as a copy and the authenticity of the original of each document received by this Counsel as a copy;

(f) the truthfulness of each statement as to all factual matters otherwise not known to this Counsel to be untruthful contained in any document encompassed within the due diligence review undertaken by this Counsel;

(g) the accuracy on the date of this Letter as well as on the date stated in all governmental certifications of each statement as to each factual matter contained in such governmental certifications;

(h) that with respect to the information reviewed and to the transactions referred to therein, there has been no mutual mistake of fact and there exists no fraud or duress.

The qualification of any statement with respect to the existence or absence of facts by the phrase "to our knowledge" or "known to us" means the actual knowledge of the attorneys at this firm involved with the review and negotiation of the information reviewed. We have not conducted an independent audit of the Issuer or its files.

This opinion may be posted on the OTC Disclosure and News Service news service for viewing by the general public and OTC Markets Group, Inc. may rely on said opinion in determining whether the Issuer has made adequate current information publicly available within the meaning of Rule 144(c) (2) of the Securities Act of 1933. This opinion letter is not to be relied on by any other party or for any other purposes. Notwithstanding the foregoing, OTC Markets Group, Inc. is granted full and complete permission and rights to publish this letter through the OTC Disclosure and News Service for viewing by the public and regulators.

In rendering the conclusion expressed below, I advise you that I am a member of the Bar of the State of Florida, New York, and New Jersey and express no opinion herein concerning the applicability or effect of any laws of any other jurisdiction, except the securities laws of the United States of America referred to herein and the laws of the State of Nevada and Texas, as applicable.

This opinion letter has been prepared and is to be construed in accordance with the Report on Standards for Florida Opinions dated April 8, 2001, as amended and supplemented, issued by the Business Law Section of The Florida Bar (the "Report"). The Report is incorporated by reference into this opinion letter.

Counsel looks forward to making further disclosures to OTC Markets Group, Inc. as required or as requested by OTC Markets Group, Inc. or the Issuer. If you have any questions, please call me at 305-531-1174.

Sincerely,



Joseph I. Emas