

ANDREW I. TELSEY, P.C. Attorney at Law

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September 17, 2015

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

Re: DNA Brands, Inc.

Dear Sir/Madam:

This firm is counsel for DNA Brands, Inc., a Colorado corporation (the "Issuer"). This firm serves as general and securities counsel for the Issuer and has been retained by the Issuer for the purpose of rendering this letter and related matters.

The undersigned counsel is a resident of the United States, licensed to practice law in the State of Colorado and is permitted to practice before the Securities and Exchange Commission and has not been prohibited from practice thereunder.

For the purposes of rendering this letter, we have examined such corporate records and other documents and such questions of law as we considered necessary or appropriate and, as to matters of fact, we have relied upon information obtained from public officials, officers of the Issuer and other sources, which sources we believe to be reliable.

In connection with the rendering of this letter, we have reviewed the following documents concerning the Issuer and the Issuer's Common Stock which are publicly available and which have been posted through the OTC Disclosure and News Service (the "Information"):

1. Disclosure Statement posted September 9, 2015

and that 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 (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 Securities Under Rule 15c2-11 under the Securities Exchange Act of 1934 (the "Exchange Act"), (iii) complies as to form with the Pink OTC Markets' Guidelines for 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 Services.

The unaudited financial statements for the Issuer's fiscal years ended December 31, 2014 and 2013 and the unaudited interim financial statements for the six months ended June 30, 2015 contained in the Information were prepared by Andrew Plavsky, an individual with over 10 years accounting experience in

the United States, as well as the holder of a Masters degree from Tula State University in Russia and Mr. Ismael Llera, who was the Company's former comptroller for approximately 7 years.

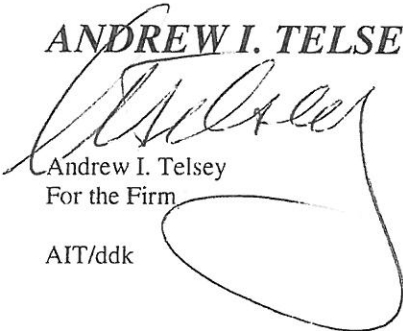
The Transfer Agent for the Issuer is Corporate Stock Transfer, Inc., Denver, Colorado ("CST"), and we have confirmed that CST is registered with the Securities and Exchange Commission as a transfer agent. We have confirmed by the number of outstanding shares of the Issuer set forth in the posted information by obtaining a current shareholder list from the Issuer's Transfer Agent.

We have (i) personally spoken with management and a majority of the Directors of the Issuer, (ii) reviewed the Information published by the Issuer through the OTC Disclosure and News Service, and (iii) discussed the Information with management and a majority of the Directors of the Issuer. Further, after inquiry of management and the Directors of the Issuer, to the best knowledge of the undersigned, we have determined that neither the undersigned nor any member of this firm, the Issuer of the Securities, nor any five percent (5%) holder is currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws.

OTC Markets Group, Inc. is entitled to rely on this letter in determining whether the Issuer has made adequate current information publicly available within the meaning of Rule 144(c)(2) under the Securities Act. No person other than OTC Markets Group, Inc. is entitled to rely on this letter. We hereby grant full and complete permission and rights to OTC Markets Group, Inc. to publish this letter through the OTC Disclosure and News Service for viewing by the public and regulators.

Yours very truly,

ANDREW I. TELSEY, P.C.



Andrew I. Telsey
For the Firm

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ATTORNEY LETTER AGREEMENT

THIS AGREEMENT, dated as of the date executed by OTC Markets Group Inc. ("OTC Markets Group"), a Delaware corporation with an office located at 304 Hudson Street, 3rd Floor, New York, NY 10013, is by and between OTC Markets Group and the ATTORNEY identified below (the "Attorney").

W I T N E S S E I H:

WHEREAS, OTC Markets Group, a provider of pricing and financial information for the over-the-counter securities markets, operates the OTC Disclosure & News Service, a secure Internet portal for use by issuers to publish news releases, financial reports and other disclosures on www.otcmarkets.com or www.otcqx.com;

WHEREAS, Attorney desires to prepare, or assist in the preparation of, information that is posted on the OTC Disclosure & News Service by, or on behalf of, the Issuer named below (the "Issuer"); and,

WHEREAS, prior to posting disclosure materials on the OTC Disclosure & News Service, and from time to time thereafter, OTC Markets Group requires the Attorney to prepare and submit a letter (each, a "Letter" and collectively, the "Letters") that conforms to The Attorney Letter Guidelines, attached hereto as Exhibit A and, in the case of securities that have been the subject of promotional activities, Exhibit B (collectively, the "Guidelines").

NOW THEREFORE, in consideration of the premises herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

Section 1. Attorney hereby consents to the posting of a Letter prepared by the Attorney by or on behalf of the Issuer from time to time through the OTC Disclosure & News Service, and OTC Markets Group hereby agrees to consider permitting any such Letter to be or remain posted through the OTC Disclosure & News Service. Attorney represents that there are no legal or regulatory restrictions of any kind that would prohibit any such posting. Attorney will promptly notify OTC Markets Group in the event that Attorney ceases for any reason to provide services for the Issuer that would call for the preparation of a Letter in connection with information published by the Issuer through the OTC Disclosure & News Service.

Section 2. Attorney has attached to this Agreement (i) a list of the jurisdictions in which the Attorney is duly authorized to engage in the practice of law and (ii) a copy of the Attorney's driver's license for identification purposes. Attorney agrees to notify OTC Markets Group in the event that there is any change in such due authorization.

Section 3. Attorney warrants and represents that (i) the document review and other duties required by the Guidelines have been competently performed in connection with the preparation of each Letter posted through the OTC Disclosure & News Service and (ii) each Letter conforms to the Guidelines.

Section 4. Attorney acknowledges and agrees that OTC Markets Group (i) in its sole, unfettered and absolute discretion, may fail or refuse to accept any Letter, and may determine that it will not accept any Letters that may be submitted in the future by the Attorney on behalf of the Issuer or any other company, for any reason whatsoever, (ii) is hereby granted full and complete permission, rights and authority to publish the reasons for any such failure, refusal or determination, and Attorney hereby represents and warrants that there are no legal or regulatory restrictions of any kind that would restrict or

prohibit any such publication, and (iii) shall not be liable to counsel for any damages whatsoever, whether the theory of liability is based on contract, tort or otherwise, (x) that are related in any way to any such failure, refusal or determination or (y) in connection with any publication by OTC Markets Group of the reasons for any such failure, refusal or determination.

IN WITNESS WHEREOF, the parties hereto have caused this agreement to be executed by their duly authorized officers.

The Attorney

Andrew I. Telsey, P.C.
Name of Firm

Address:
12835 E. Arapahoe Rd
Tower I, SU 803
Centennial, CO 80112

Phone Number: (303) 768-9221

Email: andrew@telsey.com

By (signature): A. Telsey

Name of Attorney (print): Andrew Telsey

Title: President

Issuer Name: DNA Brands, Inc.

Trading Symbol: DNAX

OTC Markets Group Inc.

By: _____

Name: Lisabeth Heese

Title: Managing Director, Issuer and Information Services

Date of Execution by OTC Markets Group: _____

(Note: A signed copy of this agreement must be sent to the attention of Issuer Services **prior to the posting of an Attorney Letter** to the following address; OTC Markets Group, 304 Hudson Street, 3rd Floor, New York, NY 10013, or sent by fax transmission to OTC Markets Group's Issuer Services at 212-652-5920). As stated in Section 2, a copy of the Attorney's driver's license should also be provided.