

BAUMAN & ASSOCIATES LAW FIRM

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January 16, 2017

OTC Markets Group Inc.
304 Hudson Street, 2nd Floor
New York, NY 10013

Re: Las Vegas Railway Express, Inc. - "XTRN" – Annual Report dated March 31, 2016;
Quarterly Reports dated September 30, 2016, June 30, 2016 and December 31, 2015

Ladies and Gentlemen:

This letter is written on behalf of our client Las Vegas Railway Express, Inc., a Delaware corporation, (the "Company"). OTC Markets Group Inc. is entitled to rely on this letter in determining if the Company has made adequate public disclosure of current information within the meaning of Rule 144(c)(2) under the Securities Act of 1933, as amended (the "Securities Act"). We are attorneys admitted to the bar of the State of Nevada and resident in the State of Nevada. We are permitted to practice before the Securities and Exchange Commission and have not been prohibited from practice thereunder. We act as outside securities counsel to the Company. One part of our duties is to insure that regular disclosure is made to the public pursuant to the Securities Act and related rules and regulations.

We have examined such current corporate records and other documents and questions of law as we consider necessary for the issuance of this letter. We have relied on information obtained from public officials, officers of the issuer and other sources. We represent that all such sources are believed to be reliable.

The Company's financial statements were prepared under the direction of Wanda Witoslawski, the Company's CFO. Ms. Witoslawski is qualified to prepare and review the financial statements based on her experience as a corporate controller for over 15 years. Neither the March 31, 2016 annual financial statements, nor the September 30, 2016, June 30, 2016 or

December 31, 2015 Quarterly financial statements, posted by the Company on the OTC Disclosure and News Service included an auditor's certification.

We have relied on the Annual Financial Statements for the year ended March 31, 2016 posted on the OTC Disclosure and News Service on April 28, 2016, the Quarterly disclosure statement and financial statements dated September 30, 2016 (posted December 13 and November 14, 2016), the Quarterly disclosure and financial statements dated June 30, 2016 (posted August 8, 2016) and the Quarterly disclosure and financial statements dated December 31, 2015 (posted March 7, 2016). This information constitutes (i) "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, (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' Guidelines for Providing Adequate Current Information, which are located on the internet at www.otcm Markets.com and (iv) has been posted through the OTC Disclosure and News Service. However, our opinion does not alleviate the professional responsibilities of brokers, dealers and investors to conduct their own due diligence.

In examining the foregoing documents, we have assumed the authenticity of signatures (both manual and conformed), the authenticity of documents submitted as originals, the conformity with originals of all documents furnished as copies, and the correctness of facts set forth in such documents. We have also assumed all oral representations in connection with this matter to be accurate. Nothing came to our attention during the course of our investigation that led us to conclude that any of such documents were not genuine or authentic or that the facts set forth therein were not true.

The Issuer's transfer agent is Empire Stock Transfer Inc., 1859 Whitney Mesa Dr., Henderson, NV 89014. The transfer agent is registered with the Securities and Exchange Commission. The method used by us to confirm the number of outstanding shares was a review of the issuer's filings. We have reviewed the information, as amended, published by the Company through the OTC Disclosure and News Service, met personally with the Company's management and a majority of the Board of Directors to discuss the information and quality assurance with respect to such information.

After personal consultation with the Company's management and a majority of the Board of Directors, we are satisfied that neither the Company, any individual officer or 5% shareholder, nor this law firm, is currently under investigation in any jurisdiction.

14. Set forth below, for each (A) executive officer, director, general partner and other control person of the Issuer and (B) promoter, finder, consultant or any other advisor of the Issuer that assisted, prepared or provided information with respect to the Issuer's disclosure or who received securities as consideration

for services rendered to the Issuer, (i) their full name, (ii) their business address, (iii) the number and class of the Issuer's securities beneficially owned by each of them, (iv) with respect to each of the securities described in the preceding clause (iii), whether or not the certificate or other document that evidences the securities contains a legend stating that the securities have not been registered under the Securities Act and setting forth or referring to restrictions on transferability and sale of the securities and (v) a complete description of the consideration received by the Issuer in connection with each issuance of shares to any of them including, without limitation, the nature of any services performed for or on behalf of the Issuer. For purposes of this paragraph 14, the term "control person" includes (i) any person controlling, under common control with, or controlled by, the Issuer or (ii) any person who obtained securities of the Issuer in connection with a negotiation with the Issuer within the three-year period prior to the date of the opinion. With respect to any of the Issuer's control persons that is an entity and any parent entity of any control person, the opinion must provide the information described in the first sentence of this paragraph 14 for each control person of such entity or parent entity.

15. Counsel has made specific inquiry of each of the persons listed in paragraph 14 above, persons engaged in promotional activities regarding the Issuer, and persons owning more than ten percent (10%) of the Securities (collectively, the "Insiders"), and based upon such inquiries and other information available to counsel, any sales of the Securities by Insiders within the twelve-month period prior to the opinion have been made in compliance with Rule 144, including, without limitation, any required filings of Form 144, and nothing has come to the attention of counsel indicating that any of the Insiders is in possession of any material non-public information regarding the Issuer or the Securities that would prohibit any of them from buying or selling the Securities under Rules 10b-5 or 10b5-1 under the Securities Exchange Act of 1934.

The executive officers, directors and control persons are Michael Barron, Joseph Cosio-Baron and Wayne Bailey. They each own the following number of shares of our common stock as of the date hereof. We are informed that each of the relevant certificates bears a restrictive legend and that the shares listed below were issued in respect of their services as officer and / or director of the Company. We are also informed that no person is authorized by the Company to promote the Company's stock.

Date	Number of shares
Michael Barron - 8 Befair Court, Henderson, NV 89052	
5/11/2015	12,512
6/8/2015	100,000
8/6/2015	50,000
8/17/2015	74,375
10/2/2015	371,006
11/16/2015	1,700,000
12/2/2015	1,000,000
12/21/2015	1,750,000
3/11/2016	50,000,000
9/12/2016	100,000,000
Total Shares	155,057,893

Joseph Cosio - Barron - 5 Hunt Valley Trail, Henderson, NV 89052

5/11/2015	4,219
6/8/2015	60,000
8/17/2015	49,167
10/2/2015	120,310
12/2/2015	540,000
12/21/2015	425,000
5/16/2016	50,000,000
9/12/2016	100,000,000
Total Shares	151,198,696

Wayne Bailey - 9480 S Eastern Ave., Ste 205, Las Vegas, NV 89123

3/11/2016	50,000,000
9/12/2016	100,000,000
Total Shares	150,000,000

THE FOREGOING OPINIONS ARE SUBJECT TO THE FOLLOWING ASSUMPTIONS, EXCEPTIONS, LIMITATIONS AND QUALIFICATIONS.

The opinions expressed in this letter are rendered as of the date hereof and are based on our understandings and assumptions as to present facts, and on the application of applicable law as the same exists on the date hereof. We assume no obligation to update or supplement this opinion letter after the date hereof with respect to any facts or circumstances that may hereafter come to our attention, or to reflect any changes in the facts or law that may hereafter occur or take effect. We give OTC Markets Group Inc. permission to publish this letter in the OTC Disclosure and news Service for viewing by the public and regulators.

Very truly yours,

BAUMAN & ASSOCIATES LAW FIRM

By 

Frederick C Bauman

Nevada Bar No. 8370