

January 22, 2013

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

Re: HE-5 Resources Corporation (the "Company" or "Issuer")

Dear Sirs:

This firm has been retained by HE-5 Resources Corporation for the purpose of rendering this Opinion as it relates to the Issuer Disclosure Statement and Financials and other Current Public Information subject to the OTC Markets Disclosure Guidelines. This firm has been retained by the Issuer for the purpose of reviewing the current information of the Issuer, but may be retained for other purposes in the future related to disclosure issues.

I am a resident of the United States, and licensed to practice law in the State of New York. I am permitted to practice before the Securities and Exchange Commission and have not been prohibited from practice thereunder. This Opinion is limited to the laws of the State of New York, the General Corporation Law of the State of Nevada, including the statutory provisions, all applicable reported judicial decisions interpreting these laws and the federal securities laws of the United States.

In rendering this Opinion, I have been furnished with and have examined originals or copies, certified or otherwise identified to my satisfaction, of all such records of the Company, agreements and other instruments, certificates of officers and representatives of the Company, certificates of public officials and other documents as I have deemed it necessary to require as a basis for the opinions hereafter expressed. As to questions of fact material to such opinions, I have, where relevant facts were not independently established, relied upon certifications by principal officers of the Company. I have made such further legal and actual examination and investigation, as I deem necessary for purposes of rendering this Opinion.

I have specifically examined the following documents, available from public sources and from the Company:

1. Certificate of Incorporation, filed May 26, 1995, with the Secretary of State of the State of Nevada, and all amendments thereto;
2. Bylaws of the Issuer;
3. Certain minutes and/or written consents of the Board of Directors of the Issuer;
4. Shareholder list of the Issuer; and

5. The initial Issuers Information and Disclosure Statement, filed on December 19, 2012, with OTC Markets Group, Inc.;
6. The financial annual report for the year ended February 28, 2011, posted on July 25, 2012;
7. The financial annual report for the year ended February 28, 2010, posted on July 25, 2012;
8. The financial statements for the third quarter and notes to financial statements for the third quarter ended November 30, 2012, posted on January 14, 2013;
9. The financial statements for the second quarter ended August 31, 2012, posted on January 7, 2013;

In my examination I have assumed the genuineness of all signatures, the legal capacity of natural persons, the correctness of facts set forth in certificates, the authenticity of all documents submitted to me as originals, the conformity to original documents of all documents submitted to me as certified or photo static copies, and the authenticity of the originals of such copies. I have also assumed that such documents have each been duly authorized, properly executed and delivered by each of the parties thereto other than the Company.

The Issuer has posted its initial Issuers Information and Disclosure Statement on the OTC Disclosure and News Service, on December 19, 2012, along with un-audited financial statements and any required Exhibits. Furthermore, in connection with this Opinion, I have reviewed said filing and financial statements.. I have no reason to believe that, at the time such information was published on the OTC Disclosure and News Service, that the information contains an untrue statement of material fact or omits to state a material fact necessary in order to make the statements made, in light of circumstances under which they were made, not misleading.

To the best of my knowledge, as of the date of this letter, the Information referred to above (i) constitutes "adequate current public information" concerning the Securities and the Issuer and "is available" within the meaning of Rule 144(c)(2) of 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.

The person responsible for the preparation of the unaudited financial statements is Louie Perrota, who is qualified to prepare financial statements by virtue of 15 years of professional experience and dealing with various public companies. The financial statements have not been audited.

The Issuer's Transfer Agent is Manhattan Transfer Registrant Co., 57 Eastwood Road, Miller Place, NY 11764, (800) 786-0362 and who is registered with the Securities and Exchange Commission. I have relied on information provided by the Transfer Agent in the

form of a Shareholder List to confirm the number of outstanding shares set forth in the Issuers Initial Disclosure and Information Statement.

I have (i) personally met with management and all directors of the Issuer, (ii) reviewed the information, as amended, submitted by the Issuer on the OTC Disclosure and News Service and (iii) discussed the Information with management.

To the best of my knowledge, after inquiry of management and the Board of Directors, neither the Issuer, any 5% shareholder, nor counsel is under investigation by and federal, or state regulatory authority for any violation of federal or state securities laws.

This letter is given solely to you, and may not be released to or relied upon by, (nor is it intended to benefit), any other person or for any other purpose without our prior written consent of the undersigned, provided; however, Pink OTC Markets has full and complete permission to publish the letter through the OTC Disclosure and New Service for viewing by the public and regulators.

Sincerely,

A handwritten signature in black ink, appearing to read "John A. Cacchioli". The signature is written in a cursive, flowing style.

John A. Cacchioli Esq.