



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

Re: Baristas Coffee Company, Inc. (BCCI) – OTC Markets Group Attorney
Letter

Dear Sir:

The undersigned is a citizen and resident of the United States and has acted as counsel to Baristas Coffee Company, Inc., a Nevada corporation (the “Company” or “BCCI”) in regard to general business matters, corporate governance and securities compliance. As newly retained disclosure counsel to the Company, I have been requested to render this opinion letter to you. In connection therewith, the OTC Markets Group, Inc. is entitled to rely on the contents of this letter in determining whether the Company has made adequate current information publicly available within the meaning of Rule 144(c)(2) under the Securities Act of 1933, as amended.

The undersigned has examined such corporate records and other documents and such questions of law as considered necessary or appropriate for purposes of rendering this letter. For purpose of this letter, I have assumed (1) the genuineness of all signatures and the authenticity and completeness of all corporate records, certificates of officers, certificates of public officials, and other documents and instruments submitted to me as originals; (2) the conformity of authentic originals of all corporate records, certificates of officers, certificates of public officials, and other documents and instruments submitted to me as certified, conformed, photo static or facsimile copies thereof; and (3) the accuracy and adequacy of disclosures made by the Company, the Company’s management and the Company’s Board of Directors including, without limitation, the financial information contained in the Information (as defined below). I have no reason to believe that such records, certificates and other documents are not accurate, authentic or reliable. .

In connection with this letter, I have reviewed the following Company filings (the “Information”) posted on the OTC Disclosure and News Service and the other referenced documents otherwise available to me:

(a) The Company’s Annual Report for the year ended December 31, 2016 (the “2016 Annual Report”), as posted through the OTC Disclosure and News Service on March 31, 2017.

(b) The Company's Quarterly Report for the period ended September 30, 2016, as posted through the OTC Disclosure and News Service on March 26, 2017.

(c) The Company's Quarterly Report for the period ended June 30, 2016, as posted through the OTC Disclosure and News Service on March 22, 2017.

(d) Certificate to Accompany Restated Articles or Amended and Restated Articles dated February 4, 2010, as filed on February 8, 2010 with the Nevada Secretary of State, together with Amended and Restated Articles of Incorporation of the Company.

(e) Certificate of Amendment for the Company, as filed on May 12, 2010 with the Nevada Secretary of State.

(f) Certificate of Designation for the Company dated October 9, 2011, as filed on December 13, 2011 with the Nevada Secretary of State.

(g) Certificate of Change for the Company dated February 26, 2016, as filed on February 22, 2016 with the Nevada Secretary of State.

(h) Certificate of Amendment for the Company dated July 29, 2016, as filed on August 6, 2016 with the Nevada Secretary of State.

(i) The Company's Amended and Restated Bylaws as adopted on April 17, 2012.

In issuing this letter, I represent as follows:

1. The Company's Information (i) constitutes "adequate current public information" concerning the Company and its securities 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 Company to publish a quotation for the Company securities under Rule 15c2-11 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"); (iii) complies as to the form with the OTC Markets Group, Inc.'s Pink Current Disclosure Guidelines, which are located on the Internet at www.otcmarkets.com; and (iv) has been posted through the OTC Disclosure and News Service.

2. The financial statements of the Company contained in the 2016 Annual Report and the Quarterly Reports for the periods ending June 30, 2016 and September 30, 2016 were not audited. Executive management of the Company, consisting of Troy Scott Steciw (President and director) and Barry Henthorn (CEO and director), is responsible for the preparation of the foregoing unaudited financial statements of the

Company. While neither is a certified public accountant, Messrs. Steciw and Henthorn have considerable experience in the collection and oversight of financial data of publicly traded companies including over seven years of corporate and financial oversight as officers and directors of the Company. Messrs. Steciw and Henthorn have confirmed that, while unaudited, each of the subject financial statements of the Company were prepared in accordance with GAAP standards, fairly represent the financial position of the Company and were reviewed and approved by Pubco Reporting Services, Inc. which specializes in the preparation of financial statements for publicly traded companies and has offices located at 101 – 1500 Howe Street, Vancouver, BC V6Z 2N1, Canada. Mr. Steciw has a B.S. degree in Business and Management from Boston University and has over 20 years executive level experience including the creation and evaluation of financial models, general bookkeeping practices and compilation of financial records. Mr. Henthorn has been an executive level officer of various entities for over 30 years including being an executive officer of public companies for over 17 years and being a director of both public and privately held corporations in a variety of industries.

3. The Company's transfer agent (the "Transfer Agent") is Continental Stock Transfer & Trust Company with offices located at 17 Battery Place, New York, NY 10004, telephone no.: (212) 509-4000. The Transfer Agent is registered with the Securities and Exchange Commission. Counsel received an email from the Transfer Agent which confirmed the number of shares of the Company's common stock as of December 31, 2016.

4. I have (i) met with management of the Company either personally or via video conference, (ii) reviewed the 2016 Annual Report and the Quarterly Reports for the periods ending June 30, 2016 and September 30, 2016 as published by the Company through the OTC Disclosure and News Service; and (iii) discussed the 2016 Annual Report and the said Quarterly Reports with management and a majority of the directors of the Company.

5. To the best of my knowledge, after inquiry of management and the Board of Directors of the Company, neither the Company, nor any of its officers and/or directors, nor any 5% shareholder, nor counsel is currently under investigation by any Federal or State regulatory authority for any violation of federal or state securities laws.

The representations made by the undersigned in this letter are expressed as of the date hereof and remain valid so long as the documents, instruments, records and certificates I have examined and relied upon, as noted above, are unchanged and the assumptions I have made, as noted above, are valid. Any obligation is hereby disclaimed to update or supplement this letter to reflect any facts or circumstances that may hereafter come to the undersigned's attention or any changes in law that may hereafter occur or

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which occurred prior to the date hereof, the occurrence of which the undersigned has no knowledge.

This letter may be relied upon only by OTC Markets Group and may not be relied upon by any other person or entity without my prior written consent. However, I hereby grant OTC Markets Group, Inc. full and complete permission and rights to publish this letter through the OTC Disclosure and News Service for viewing by the public and regulators.

The undersigned is admitted to practice law in the State of Colorado and before all Federal and state courts in Colorado. I am permitted to practice before the Securities and Exchange Commission and have not been prohibited from practice thereunder.

If there are any questions or comments concerning the matters set forth herein, please advise.

Sincerely yours,

A handwritten signature in black ink, appearing to read "Patrick J. Russell". The signature is written in a cursive style with a large initial "P" and "R".

Patrick J. Russell

PJR:pjr

Cc: Baristas Coffee Company, Inc.