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John T. Root, Jr.

August 8, 2017

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

Re: HE-5 Resources Corp. (HRRN)
Annual and Disclosure Information for Years Ended February 28, 2017 and
February 29, 2016, as published by OTC Markets Group, Inc. on May 31, 2017
and July 29, 2016, respectively;

Ladies and Gentlemen,

My office has been engaged by HE-5 Resources Corp. (HRRN or the "Company") to be its special securities counsel. This letter will address The Annual Statements, Quarterly Reports and Disclosures Information, as published by OTC Markets Group. My services included reviewing disclosure information, other information related to HE-5 Resources Corp.. and interfacing with the Chief Accounting Officer. I have examined such corporate records and other documents and have asked such questions of law as I have considered necessary or appropriate for the purpose of writing this letter. I also have relied on publicly available information from the Secretary of State of the State of Nevada and information obtained from the Company's officers and directors. I have also reviewed the following documents, as published at www.OTCMarkets.com, in connection with the preparation of this letter:

- The Company's Unaudited Annual Report, for the Year Ended February 28, 2017, as published May 31, 2017, and OTC Annual Disclosures for the year ended February 28, 2017, also as published by OTC Markets on May 31, 2017;
- The Company's Unaudited Annual Report, for the Year Ended February 29, 2016, and OTC Annual Disclosures, both as published on July 29, 2016
- Quarterly Report for the quarters ended November 30, 2016, and Disclosures therefor, August 31, 2016, and Disclosures therefor, May 31, 2016 and Disclosures therefor, all of which published on January 17, 2017, October 24, 2016 and July 29, 2016, respectively;
- And such other information and documents that I considered necessary under the specific circumstances.

This opinion is based expressly on the facts stated herein, and may not be relied upon in the event that other facts, not presently known to me, come to light. Opinion letters of counsel are not binding upon the OTC Markets or the Courts, and to the extent that persons relying upon this letter may have knowledge of facts or circumstances that are contrary to those upon

which this opinion is based, this opinion would not be applicable and will result in a different opinion. The opinions expressed herein are limited to the Federal Law of the United States of America, specifically the Securities Act of 1933, the Rules and Regulations relating thereto, and no opinion is provided regarding any federal or state law not specifically referenced herein. I am a member in good standing of the bar of the State of Arkansas since 1990, am a resident of the United States and am permitted to practice before the Securities and Exchange Commission ("SEC") and have not been prohibited from practice thereunder.

The Company is not a reporting issuer pursuant to the Securities Exchange Act of 1934 (the "Exchange Act") and, therefore, does not file periodic reports with the SEC. As is the current acceptable practice, I am of the understanding that all accounting reports are currently stated using United States Generally Accepted Accounting Principles (GAAP).

This information, as filed with OTC Markets, constitutes, in my opinion, adequate current public information concerning the Company's securities and is available within the meaning of Rule 144I(2) under the Securities Act. The information, as filed, includes all of the information that a broker-dealer would be required to obtain from the Company to publish a quotation for the securities under Rule 15c2-11 under the Exchange Act and complies as to form with the OTC Market's Guidelines for Providing Adequate Current Information.

The person responsible for the preparation of the Company's Financial Statements as published with OTC Markets is Gary Molinaro. Mr. Molinaro, as President, has engaged the services of Trilogic Accounting Services to ensure compliance with United States GAAP reporting standards. Mr. Molinaro has experience in the mass media industry. The experience of Mr. Molinaro makes him uniquely qualified and experienced in all aspects of the Company and allows him to supervise preparation of the financials under his authority as President of the company.

The Company's transfer agent is Manhattan Transfer Registrar Co. The transfer agent is SEC registered as confirmed by checking the SEC's Edgar system.

The undersigned has spoken with a majority of the management and Directors of the Company via tele-conference and discussed such information as was considered necessary to issue this opinion letter. The undersigned has reviewed the Information Statement, as published by OTC Disclosure and News Service, August 8, 2017. The undersigned discussed the disclosed information with management of the Company.

I have made specific inquiry regarding each of the individuals listed below, all other persons owning more than ten percent (5%) of the Securities of the Company, and other persons described in Rule 144 of the Securities Act of 1933 and, with the exception of management personnel, who are necessarily in possession of such insider information, and

based on information available to me in addition to such inquiries, no individuals, or other entities, described above or listed below are in possession of any material, non-public information regarding the Company. Also, based upon disclosures made to me, and other information available to me, all sales of the Securities of the Company have been in compliance with Rule 144 of the Securities Act of 1933, and there been no sales to insiders in possession of any material non-public information within the previous twelve (12) months, that would have required the filing of Form 144, and nothing has come to my attention 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 such Securities pursuant to Rules 10b-5 or 10b5-1 under the Securities Exchange Act of 1934.

To the best of my knowledge, after inquiry of management and the directors of the Company, neither counsel nor any officer, director or 5% or greater holder of the outstanding securities of the Company is currently under investigation by any federal or state regulatory authority for any violation of federal or states securities laws.

I have compiled and list below the names of each executive officer, director, general partner and other control person of the Company and promoter, finder, consultant or any other advisor of the Company who assisted, prepared or provided information with respect to the Company's disclosure or who received securities as consideration for services rendered to the Company and the following information related to each: (i) their full name, (ii) their business address, (iii) the number and class of the Company's securities beneficially owned by each of them, (iv) with respect to each of the securities described in the preceding clause if 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. For purpose of this letter, the term "control person" includes (i) any person controlling, under common control with, or controlled by, the Company or (ii) any person who obtained securities of the Company in connection with a negotiation with the Company within the three-year period prior to the date of the opinion. With respect to any of the Company's control persons that is an entity and any parent entity of any control person, this letter provides the information for each control person of such entity or parent entity.

Gary Molinaro, President, CEO & Secretary	
334 Cornelia Street, Suite 236, Plattsburgh, NY 12901	
Ownership of the Stock of the Company	18,000,000 Preferred Shares

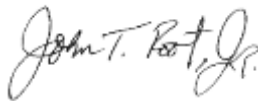
Giuseppe Gentile, Control Shareholder	
2 Wall Street, New York, NY	1,215,280,000 Common Shares (all
restricted)	

The business address for all officers and directors is: 334 Cornelia Street, Suite 236, Plattsburgh, NY 12901, unless otherwise stated herein.

The total outstanding shares of Common Stock, was confirmed as of August 8, 2017, and was confirmed by the transfer agent.

No person or entity other than OTC Markets is entitled to rely upon this opinion. OTC Markets, however, is granted full and complete permission and rights to publish this document via the OTC Disclosure and News Service for viewing by the general public and regulators. The public and OTC Markets may rely on the above in determining whether HE-5 Resources Corp. has made adequate current information publicly available within the meaning of Rule 144(c)(2) of the Securities Act of 1933. The information which has been published constitutes adequate current public information, the information presented to me, and upon which this opinion is predicated, includes all the information that a broker-dealer would be required to obtain from an issuer in order to publish a quotation for its securities pursuant to Rule 15c2-11 under the Securities Exchange Act of 1934, and complies as to form with the OTC Markets Guidelines for Providing Adequate Current Information.

Sincerely,

A handwritten signature in black ink, reading "John T. Root, Jr." in a cursive script.

John T. Root, Jr.