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October 18, 2017

OTC Markets Group, Inc.

Re: Rainmaker Worldwide, Inc. Annual Report, Quarterly Reports and Additional Disclosure

Dear Sir/Madam:

We have acted as counsel to Rainmaker Worldwide, Inc. (the "Company") for specific securities and corporate issues, and were retained for the purpose of reviewing the current information supplied by the Company. We are domiciled in Utah and are licensed to practice law in Utah and Texas. We are residents of the United States. OTC Markets may rely upon this letter in determining whether the Company has made adequate current information publicly available in accordance with Rule 144 (c)(2) under the Securities Act of 1933.

We have (i) consulted with management of the Company, (ii) reviewed the annual financials ended December 31, 2016 filed with the OTC Disclosure and News Service on www.otcmarkets.com and posted on April 25, 2017; (iii) reviewed the quarterly financials for the quarters ended March 31, 2017 and June 30, 2017, filed with the OTC Disclosure and News Service on www.otcmarkets.com and posted on May 13, 2017 and August 23, 2017 respectively; and (iv) discussed the information with management and directors of the Company.

To the best of our knowledge, after inquiry of management, the Chief Executive Officer, Board of Directors and all other control persons of the Company, 5% holders of securities of the Company, and corporate counsel, none of these parties are currently under investigation by any federal or state regulatory authority for any violation federal or states securities laws. There are no family relationships or related party transactions with Rainmaker Worldwide Inc. to disclose in its filings or in the Attorney Letter.

This letter covers the laws of the United States and does not depend on another law firm's opinion or letter. We are permitted to practice before the Securities and Exchange Commission without prohibition.

The person responsible for the preparation of the financial statements and for the reports referenced above, which are unaudited, is Henry Chow a partner of Saturna Group Chartered Accountants LLP, and is a qualified accountant and has worked as an accountant for public companies for several years. Mr. Chow specializes in audit, financial statement preparation, and consulting for public companies in Canada and the United States. He and his firm have extensive experience with both Canadian and US GAAP accounting, as well as expertise with SOX-404 documentation for US public companies.

We may rely on information obtained from public officials, officers of the Company and we believe that these sources are reliable. In rendering our letter, we have examined the following:

1. Corporate records and other documents of the Company;
2. Financial Statements including: Balance Sheet, Income Statement, Statement of Cash Flows, Statement of Changes in Shareholders' Equity, and Notes to the financial statements for the Annual Report and Quarterly Reports;
3. Annual and Quarterly reports with exhibits;
4. Representations to us made by the officers and directors and affiliates of the Company, which we deem as reliable;
5. Review of the Shareholder's List provided by the Company's transfer agent Pacific Stock Transfer Company 6725 Via Austi Pkwy #300, Las Vegas, NV 89119, (702) 361-3033 indicating the shares outstanding; and
6. Our meetings with management.

This Letter is governed by and shall be interpreted in accordance with the Legal Opinion Accord (the "Accord") of the American Bar Association Section of Business Law (1991). As a consequence, it is subject to a number of qualifications, exceptions, definitions, limitations on coverage, and other limitations, all as more particularly described in the Accord, and this Letter should be read in conjunction therewith. The law relevant to the opinions expressed herein is limited to the laws of the United States of America.

Based upon the foregoing and subject to the qualifications hereinafter set forth, we are of the opinion that the latest Annual Report and Quarterly Reports:

1. Constitute "adequate current public information" concerning the securities and the Company "is available" within the meaning of Rule 144(c)(2) under the Securities Act of 1933;
2. Include 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 Securities Exchange Act of 1934;
3. 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;
4. Has been posted through the OTC Disclosure and News Service; and
5. Pacific Stock Transfer Company is registered under the Securities Exchange Act of 1934.
6. After review and discussion with management and certain representations made by the Company's officers, directors, and "affiliate" shareholders, as such term is defined pursuant to Rule 405 promulgated under the United States Securities Act of 1933 (hereafter, the "Securities Act") as referenced in Exhibit A attached hereto (collectively, the "Control Persons"), it is our opinion that all sales of equity securities by the Control Persons within the twelve-month period prior to this opinion have been made in compliance with Rule 144, and nothing has come to our attention indicating that any of the Control Persons are in possession of any material non-public information regarding the Company or its Securities that would prohibit

any of them from buying or selling the Securities under Rules 10b-5 or 10b5-1 under the Exchange Act.

7. Upon further review and discussion with management and the representations made by the Control Persons referenced in Exhibit A attached hereto, it is our opinion that in respect to any promotional activities in respect to the Company's common stock, neither the Control Persons, nor the Company, nor any affiliate thereof has engaged in any promotional activities within the twelve-month period prior to this opinion.

This Letter may be relied upon by OTC Markets, Inc., but may not be used or relied on by any other person for any other purpose whatsoever, without in each instance our prior written consent. OTC Markets may publish this Letter through the OTC Disclosure and News Service for viewing by the public or regulators.

Very truly yours,

/s/ John D. Thomas
John D. Thomas, P.C.

Exhibit A

<u>Name</u>	<u>Address</u>	<u>Number of Common Shares⁽¹⁾</u>	<u>Number of Options</u>
Michael O Connor	246 Loudon Terrance Peterborough, ON K9J 0H2	6,133,572	3,949,000
Piet Oosterling (P.A. Oosterling BV)	Oranjedijk 1, 4508 KC Waterlandkerkje The Netherlands	3,515,000 ⁽²⁾	2,999,000
Kevin Wright		1,050,500	NIL
James Bailey		NIL	500,000
Nityen Lal		NIL ⁽³⁾	990,000
Paul Heney (GOEN Inc)	P.O. Box 957 Offshore Incorporations Road Town Tortola British Virgin Islands	3,984,900	2,699,000
Kelly White	550 Joslin Street Peterborough, ON K9J 1J0	643,800	NIL
Joost Oosterling (JIO Holding BV)	Sikkelstraat 53, 2151 CP NieuwVennep The Netherlands	3,034,000 ⁽⁴⁾	1,425,000
(Wind en Water Technologie Holding BV)	Wind en Water Technologie Holding BV Kruisweg 757 2132 NE Hoofddorp The Netherlands	6,444,527 ⁽²⁾⁽³⁾⁽⁴⁾	
(Dutch Rainmaker BV)	Dutch Rainmaker BV Schipholweg 275 1171 PK Badhoevedorp The Netherlands	24,252,649 ⁽²⁾⁽³⁾⁽⁴⁾	
Michael Dohaney		NIL	1,300,000
Total		49,058,948	13,871,000

Notes:

(1) All of the listed shares are restricted.

(2) **Piet Oosterling** owns and controls P.A. Oosterling BV ("PABV") which holds 3,515,000 restricted shares. PABV also holds beneficial, indivisible interest in 2,577,810 of the 6,444,527 shares held by Wind en Water Technologie Holding BV. PABV also holds beneficial, indivisible interest in 2,958,823 of the 24,252,649 shares held by Dutch Rainmaker BV. Piet Oosterling is an officer and director of Dutch Rainmaker BV but does not possess the sole power to vote (or to direct the vote) and to dispose (or direct the disposition) of the shares held by Dutch Rainmaker BV.

(3) **Nityen Lal** is a director and officer of each of (i) Icos Capital Management BV which is the registered owner of 481,000 shares, (ii) IcosCleantech Early Stage Fund II BV which is the registered owner of 2,466,664 shares and through ownership of shares of Dutch Rainmaker BV, also holds beneficial invisible interest in 4,351,449 shares; (iii) Icos DRM 1 C.V which is the registered owner of 3,700,007 shares. He does not possess the sole power to vote (or direct the vote) and to dispose (or direct the disposition) any of these equity securities. He is also a director and officer of Dutch Technology Fund I BV which, through ownership of shares of Dutch Rainmaker BV, also holds beneficial invisible interest in 5,220,011 shares. He does not possess the sole power to vote (or direct the vote) and to dispose (or direct the disposition) of any of these equity securities.

(4) **Joost Oosterling** owns and controls JIO Holding BV ("JIO") which holds 3,034,000 restricted shares. JIO also holds beneficial, indivisible interest in approximately 451,117 of the 6,444,527 shares held by Wind en Water Technologie Holding BV. JIO also holds beneficial, indivisible interest in 517,794 of the 24,252,649 shares held by Dutch Rainmaker BV. Joost Oosterling is an officer and director of Wind en Water Technologie Holding BV but does not possess the sole power to vote (or to direct the vote) and to dispose (or direct the disposition) of the shares held by Wind en Water Technologie Holding BV.