

The Law Firm of
Christen Lambert

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September 6, 2021

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

Re: CrowdGather, Inc.

Opinion of Counsel regarding Adequate Current Information and Continuing Disclosure Requirements for the year ending April 30, 2021.

Dear Sir or Madam:

This firm is acting as special counsel for CrowdGather, Inc. (“CRWG” or “the Company”) and has been retained for the purpose of preparing this Opinion of Counsel, applying the applicable laws of the United States, regarding its corporate operations and level of disclosure of corporate information.

In the course of preparing this opinion, Counsel has reviewed the following documents relating to the Company (together with the date they were posted through the OTC Disclosure and News Service as part of the reports posted with OTC Markets as noted below):

- 1) Articles of Incorporation for CrowdGather, Inc. (Corporation is in good standing with the State of Nevada as of the date above);
- 2) Pertinent corporate documents for CrowdGather, Inc.;
- 3) Corporate Bylaws;
- 4) Other related corporate information as were necessary and provided by the corporation’s management for the purposes of this letter; including Board Minutes and Stockholder lists;
- 5) The following reports as posted to OTC Markets Disclosure and News Service:
 - a. Annual Report – Disclosure for year ended April 30, 2021 (as amended) and Financials for years ended April 30, 2021 and April 30, 2020, both posted August 31, 2021

The opinions and conclusions contained in this Opinion Letter are based upon documentation and facts made available to this firm and discussions with CRWG’s management and its Board of Directors and are solely based on the accuracy of those documents and facts. Further, counsel has reviewed all prior disclosures posted by CRWG with various News Services, as amended. All such amended information is believed to be accurate and reliable. In the event that the facts and information in any or all of such documents are determined not to be true, this opinion is rescinded and to be deemed null and void. Counsel has discussed the above documentation, and the underlying assumptions this firm is relying upon, with the Management of CRWG. Counsel has (i) personally met with management and a majority of the directors

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of the Issuer, namely, Calvin Smiley, CEO, CFO and Director, and Michael Littman, Secretary and Director, and Redgie Green, Director (ii) reviewed the Information published by the Issuer through the OTC Disclosure & News Service, and (iii) discussed the Information with Management and a majority of the directors of the Issuer.

CrowdGather, Inc. was organized in Nevada on April 20, 2005. On April 2, 2008, the Company, General Mayhem LLC (“General”) and the Company’s wholly owned subsidiary, General Mayhem Acquisition Corp. (the “Acquisition Subsidiary”), closed the agreement and plan of merger, pursuant to which General merged into the Acquisition Subsidiary, with the Acquisition Subsidiary surviving, and each share of General was converted into and became one (1) share, such that former members of General were issued 26,000,000, or approximately 64.9%, of the outstanding shares at that time. Immediately thereafter, the Acquisition Subsidiary merged with and into the Company, with the Company surviving, and the Company changed its name to CrowdGather, Inc. On May 19, 2014, the Company closed the Agreement and Plan of Merger with Plaor, Inc., a Delaware corporation (“Plaor”) and our wholly-owned subsidiary, Plaor Acquisition Corp., pursuant to which Plaor Acquisition Corp. merged with Plaor and Plaor survived as our wholly-owned subsidiary. Pursuant to the merger, the shareholders of Plaor received 55,075,800 shares of common stock of CrowdGather. The Company maintains headquarters in Colorado at 9605 W 49th Ave., #200, Wheat Ridge, CO 80033.

The company's fiscal year end is April 30. As of April 30, 2021, the Company had 172,251,129 shares of its common stock deemed outstanding. As of August 18, 2021, there were 160,090,484 shares of common stock outstanding. There are approximately 111 stockholders of record. Of the total amount of common shares outstanding, approximately 75,490,325 shares are freely tradeable, and 84,600,159 shares are “restricted securities” as that term is used under the Securities Act of 1933. CRWG is currently authorized to issue 975,000,000 total shares of common stock with \$0.001 par value, and 25,000,000 shares of Preferred Stock with \$0.001 par value. As of April 30, 2021, the Company had no preferred stock outstanding, but as of August 29, 2021, there were 1,000,000 preferred shares outstanding (500,000 Series A Preferred, convertible to 90% of common, and 500,000 Series B Preferred, convertible to 5% of common).

The party acting as the transfer agent for CRWG is Pacific Stock Transfer, with offices at 675 Via Austi Parkway, Suite 300, Las Vegas, NV 89119, phone number (702) 361-3033, and is registered with the Securities and Exchange Commission (SEC) as a transfer agent. An inquiry to the transfer agent for CrowdGather, Inc. resulted in a shareholder list was the source of confirmation of the information regarding the common shares.

The party responsible for the preparation of the unaudited consolidated financial statements contained in the information is Nicolas Pulecio, CPA and consultant to the Company. The Financial Statements for the periods referenced herein have not been audited.

The Issuer is a “shell company” as defined in Rules 405 of the Securities Act of 1933 and 12b-2 of the Exchange Act of 1934.

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No person or entity other than OTC Markets Group, Inc. is entitled to rely upon this opinion. OTC Markets Group, Inc., 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 Group, Inc. may rely on the above in determining whether CrowdGather, Inc. has made adequate current information publicly available within the meaning of Rule 144(c)(2) of the Securities Act of 1933, as amended. The information which has been posted via OTC Disclosure and News Service (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 of 1933, as amended, (ii) 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, (“the Exchange Act”) as amended, (iii) complies as to form with the OTC Markets Group’s Basic Disclosure Guidelines which are located at www.otcmarkets.com, and (iv) has been posted through the OTC Disclosure and News Service.

As of the date hereof to the best knowledge of Counsel, after inquiry of management and the directors of the Issuer, neither the Issuer of the Securities, any 5% holder, nor Counsel is currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws.

The author of this Opinion of Counsel is licensed in the state of North Carolina. Council is a United States citizen is permitted to practice before the SEC and has not been prohibited from such practice.

Sincerely,

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Christen Lambert, Esq.