
Lorin A. Rosen, Esq.
Admitted in NY
Managing Attorney



LARLawGroup

April 25, 2016

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

Re: Attorney Letter for Hemp, Inc. ("HEMP")

Ladies and Gentlemen:

This office has been retained as special securities counsel to Hemp, Inc., a Colorado corporation (the "Company"). The Company requested that I review the Company's Information & Disclosure Report and Financial Statements for period ending December 31, 2015 posted through OTC Disclosure and News Service (the "Service") on April 18, 2016, as well as other documents submitted in connection therewith and discussed below. The OTC Markets Group, Inc. is entitled to rely on 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. OTC Markets Group, Inc. has full and complete permission and rights to publish this letter with the Service for viewing by the general public and regulators, but no person other than OTC Markets Group, Inc. may rely upon this Opinion in determining whether the Issuer has made adequate current information publicly available within the meaning of Rule 144(c)(2) of the Securities Act of 1933.

This Attorney Letter relates to the laws of the United States, including the Securities Act of 1933 and the corporate laws of the state of New York. The undersigned is a resident of the United States, and a member in good standing of the bar of the State of New York since 1995. The undersigned is permitted to practice before the Securities and Exchange Commission (the "SEC") and has not been prohibited from practice thereunder.

To render this opinion I have examined such corporate records and other documents and such questions of law as I deemed necessary. In examining the documents, I have assumed the genuineness of signatures (both manual and conformed), the authenticity of documents submitted as originals, the conformity with originals of all documents furnished as copies, and the correctness of the facts set forth in such documents. During the course of my investigation, nothing came to my attention that led me to conclude that any such documents were not genuine or authentic or that the facts set forth therein were not true. This opinion is expressed solely on the facts and assumptions as set forth herein and is specifically limited to the investigations and examinations I deemed necessary. After such investigations I know of no facts which lead me to conclude that any opinion set forth below is not correct. With respect to matters of a factual

nature, I have relied on information obtained from directors and officers of the Company as well as other sources, and these sources are believed to be reliable.

The following list represents those documents that have been made publicly available, including the date this information was posted with the Service, and further represents those documents I reviewed in connection with the preparation of this letter of opinion (the "Information"):

1. Financial Statements and Quarterly Report for period ending March 31, 2015 and Restated Financial Statements and Quarterly Report for period ending March 31, 2015, posted May 21, 2015 and June 16, 2015 respectively;
2. Financial Statements and Quarterly Report for period ending June 30, 2015, posted August 30, 2015;
3. Financial Statements and Quarterly Report for period ending September 30, 2015, posted November 20, 2015; and
4. Company Information & Disclosure Report and Financial Report (unaudited) for period ending December 31, 2015, posted April 18, 2016.

I have no reason to believe that at the time such information listed above was published to the Service, that any of the information contained an untrue statement of material fact or omitted to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading.

I have personally reviewed the Information as contained in the Second Amended and Restated Certificate of Incorporation, Company Bylaws, the Company's Quarterly Reports and unaudited Financial Statements for periods ending March 31, June 30, and September 30, 2015, and the recently posted Financial Report and Disclosure Statements for period ending December 31, 2015 posted April 18, 2016. I have also personally met with and discussed this information with Director, Chief Executive Officer, President, and Chief Financial Officer of the Company, Mr. Bruce Perlowin, and deemed him to be reliable sources of information as it relates to the information discussed and disclosed. The Company's financial statements were prepared by Ms. Leanne Dunk, who has an Associate Degree in Accounting and has over 35 years of experience in bookkeeping including 10 years of experience preparing GAAP compliant financial statements.

The Company's transfer agent is Madison Stock Transfer Inc., an SEC registered transfer agent. The method used to obtain the number of outstanding shares of common stock of 463,045,809 as set forth in the most recent Annual Report for period ending December 31, 2015 was via a written request to the transfer agent and their subsequent response denoting the date of such records.

After such limited examination, and other such investigation that I deemed necessary, I am of the opinion that:

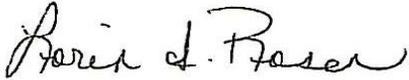
Adequate current public information is now available concerning the Company within the meaning of Rule 144(c)(2) under the Securities Act, and the information includes all of the information that a broker-dealer would be required to obtain from the company to publish a quotation for the Securities pursuant to Rule 15c2-11 under the Securities Exchange Act of 1934, as amended. Further, this information as posted through the OTC

Disclosure and News Service, complies as to form with the OTC Markets Group, Inc. Guidelines for Providing Adequate Current Information.

To the best of my knowledge neither the Company, any 5% holder of the Company's common stock, nor counsel is currently under investigation by any federal or state regulatory authority for an violation of federal or state securities laws.

No person other than OTC Markets Group, Inc. is entitled to rely on this opinion, and I assume no obligation to update or supplement this opinion letter to reflect any change in fact or law which may hereafter occur.

Sincerely,

A handwritten signature in cursive script that reads "Lorin A. Rosen".

Lorin A. Rosen