

# Segal & Schuh Law Group, P.L.

ATTORNEYS AND COUNSELORS AT LAW



Your Legal Partners

LEE SEGAL, Esquire  
E-mail: Lee@segalschuh.com

JILL A. SCHUH, Esquire  
E-mail: Jill@segalschuh.com

13575 58<sup>th</sup> Street North, Suite 140  
Clearwater, Florida 33760  
Tel: (727) 824-5775  
Fax: (888) 672-7347

April 29, 2015

## **By OTC Disclosure and News Services**

OTC Markets Group Inc.  
304 Hudson Street, 3<sup>rd</sup> Floor  
New York, NY 10013

## **Re: Verde Media Group Inc. ("VMGI")**

Ladies and Gentlemen:

My office is counsel to Verde Media Group Inc., a Delaware corporation (the "Company" or the "Issuer"). I am a legal resident of the United States and licensed to practice law in Florida. I note that I am a member of the Florida Bar and do not represent myself as an expert in the laws of any other jurisdiction, except for the laws of the United States of America.

I provide general legal counsel to the Company pertaining to its business affairs, including, but not limited to, the purpose of rendering this opinion letter (this "Letter"). OTC Markets Group Inc. ("OTC Markets Group") 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 (the "Securities Act").

In rendering this Letter, I have (a) assumed (i) the genuineness of all signatures on all documents examined by me, (ii) the authenticity of all documents submitted to me as originals, and (iii) the conformity to original documents of all documents submitted to me as photostatic or conformed copies and the authenticity of the originals of such copies; and (b) relied on (i) certificates of public officials and (ii) as to matters of fact, statements and certificates of officers and representatives of the Company, including, but not limited to, the Annual Report containing the Certificate of Officer regarding filing with OTC Disclosure and News Service, dated April 16, 2015.

The opinions and conclusions contained in this Letter are based upon documentation and facts made available by the Company to me, and are solely based on the accuracy of those documents and facts. 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the event that the facts and information in any or all of such documents are determined not to be true, this opinion is rescinded and to be deemed null and void.

I have further addressed such questions of law that we have deemed necessary and/or appropriate for the purpose of rendering this Letter. This Letter is respectfully submitted on behalf of the Company to be posted by the Issuer and published, accompanying the Issuer's disclosure(s), through the OTC Disclosure and News Service in accordance with and/or pursuant to OTC Disclosure and News Service guidelines.

This Letter covers the laws of the United States and does not depend on another law firm's opinion or letter. I am permitted to practice before the U.S. Securities and Exchange Commission (the "SEC") without prohibition.

The Company's outside accountant assisted the Company to prepare the financial statements of the Company along with the appropriate notes in accordance with generally accepted accounting principles, with the exception of accounting for outstanding derivative securities, but did not perform any audit, review or compilation procedures on the financial statements which were prepared by the Company's management. The financial statements are not audited.

The Company's transfer agent is Olde Monmouth Stock Transfer Co., Inc. ("OMST"). OMST is duly registered with the SEC. We have relied upon and reviewed a shareholder list supplied by OMST which I used to confirm the number of the outstanding shares as set forth in the Information (as defined below).

I have (i) met personally with the management of the Company and the majority of the directors; (ii) reviewed the information described further below, as filed by the Issuer, with the OTC Disclosure and News Service; and (iii) discussed the Information with management and the majority of the directors of the Company.

To the best of my knowledge and after inquiry of management and the directors of the Company, no 5% holder of securities of the Company, the Company or counsel is currently under investigation by any federal or state regulatory authority for any violation of federal or states securities laws.

The documents containing information concerning the Company that are publicly available and which I have reviewed as filed with the OTC Disclosure and News Service in preparation for rendering this Letter (the "Information") are set forth herein below along with the date each document was posted through the OTC Disclosure and News Service.

| Type of Document filed | Document Description   | Date Released / Posted |
|------------------------|--|------------------------|
| Annual Report          | Information and Disclosure Statement December 31, 2014 (including Financial Statements for the year ended December 31, 2014) | 04/16/2015             |

Based upon the foregoing and subject to the qualifications hereinafter set forth, I am of the opinion that the Information reviewed, as herein described and detailed above as filed by the Company with and published by the OTC Disclosure and News Service, except that no opinion is given with respect to Rule 15c2-11(a)(5)(xiv), (xv) and (xvi) under the Securities Exchange Act of 1934 (the "Exchange Act"):

1. Constitutes "adequate current public information" concerning the Issuer's securities and the Issuer and "is available" within the meaning of Rule 144(c)(2) under the Securities Act,
2. Includes all of the information that a broker-dealer would be required to obtain from the Issuer to publish a quotation for the Issuer's securities under Rule 15c2-11 under the Exchange Act,

3. Complies as to form with the OTC Markets Group’s Guidelines for Providing Adequate Current Information, and
4. Has been posted through the OTC Disclosure and News Service.

This Letter may be relied upon by OTC Markets Group, but may not be used or relied on by any other person for any other purpose whatsoever, without in each instance the undersigned’s prior written consent. OTC Markets Group is granted full and complete permission and rights to publish this Letter through the OTC Disclosure and News Service for viewing by the public or regulators.

Very truly yours,



Lee Segal, Esquire  
Attorney at Law