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December 3, 2012

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

Re: Ghana Gold Corporation (the "Issuer")
Quarterly Report for period ended September 30, 2012 (the "Report")

Gentlemen:

We have been asked to provide you an opinion with respect to the Report publicly disclosed by the Issuer and published in the OTC Disclosure and News Service on December 3, 2012, and the Financial Statements for the period ended September 30, 2012 published in the OTC Disclosure and News Service on December 30, 2012. This opinion is solely for the information of the addressee hereof and the OTC Markets Group is entitled to rely on such letter in determining whether the Issuer has made adequate current information publicly available within the meaning of Rule 144(c)(2) under the Securities Act of 1933. The undersigned grants the OTC Markets Group full and complete permission and rights to publish the letter in the OTC Disclosure and News Service for viewing by the public and regulators.

The undersigned is a U.S. resident and was retained by the Issuer for the purpose of rendering this opinion and related matters. We currently serve as general counsel and regular disclosure counsel for the Issuer. This opinion is based on our knowledge of the law and facts as of the date hereof. The undersigned has examined such corporate records and other documents and such questions of laws as deemed appropriate for the purposes of rendering this opinion.

The undersigned was admitted to the Bar of the State of New York in 1985. The undersigned is permitted to practice before the Securities and Exchange Commission ("SEC") and has never been barred from practice in any of the foregoing jurisdictions.

In connection with the opinion set forth below, we have examined such corporate records and documents including but not limited to the Issuer's Articles of Incorporation, By-Laws and, minutes of meetings and actions of its Board of Directors and such other documents as we deemed relevant and necessary as a basis for the opinion hereinafter set forth. In such examination, we have assumed the genuineness of all signatures set forth on each document, the authenticity of all original documents and the conformity to original documents of all copies of such documents as may have been supplied to us during the course of our examination.

For the purposes of rendering this opinion, we have assumed that no person or entity has engaged in fraud or misrepresentation regarding the inducement relating to, or the execution or delivery of, the documents reviewed. Furthermore, we express no opinion as to the validity of any of the assumptions, form or

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content of any financial or statistical data contained therein. The terms used in this opinion shall have the meaning ascribed to them in the documents relied upon in rendering our opinion.

Regarding the common stock of the Issuer, par value \$.0001 (the "Securities"), in the opinion of the undersigned, the Quarterly Report for the period ended September 30, 2012 as published in the OTC Disclosure and News Service on December 3, 2012 and the Financial Statements for the period ended September 30, 2012 published in the OTC Disclosure and News Service on December 3, 2012. (i) constitutes "adequate current public information" concerning the Securities of the Issuer and "is available" within the meaning of Rule 144(c)(2) under the Securities Act, (ii) includes all of the information that a broker-dealer would be required to obtain from the Issuer to publish a quotation for the Securities under Rule 15c2-11 under the Securities Exchange Act of 1934 (the "Exchange Act"), (iii) complies as to form with the OTC Markets Group's Guidelines for Providing Adequate Current Information, which are located on the Internet at www.otcmarkets.com, and (iv) has been posted in the OTC Disclosure and News Service. Furthermore, after reasonable investigation I have no reason to believe that such information contained an untrue statement of a material fact or omitted to state a material fact in order to make the statements made, in light of the circumstances under which they were made, not misleading.

Elaine Affleck, Chief Executive Officer of the Issuer, is responsible for the preparation of the unaudited financial statements contained in the Report. The qualifications of Ms. Affleck are outlined in his biographical information set forth in the Issuer's Annual Report.

The Company's transfer agent is, Signature Stock Transfer, Inc. which is registered with the SEC and we have reviewed a copy of the shareholder list prepared by the transfer agent as of September 30, 2012 and the current date to confirm that the number of outstanding shares set forth in the Report is correct.

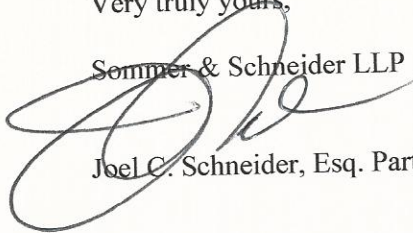
The undersigned has (i) personally met with the Issuer's management and a majority of its directors, (ii) reviewed the Report published by the Issuer on the OTC Disclosure and News Service, and (iii) discussed the Report with management and a majority of the directors of the Issuer. To the best of our knowledge, and after reasonable inquiry of the Issuer's management and directors, there is no officer, director, 5% holder, or counsel currently under investigation by any federal or state regulatory authority for any violation of federal or states securities laws.

This opinion is solely for the information of the addressee hereof and the other parties specifically identified in the first paragraph hereof, and is not to be quoted in whole or in part or otherwise referred to, nor is it to be filed with any governmental agency or other person without our prior written consent. Other than the addressee hereof and such other parties, no one is entitled to rely on this opinion. This opinion is based on our knowledge of the law and facts as of the date hereof. We assume no duty to communicate with you with respect to any matter which comes to our attention hereafter.

Thank you for your consideration and attention.

Very truly yours,

Sommer & Schneider LLP


Joel C. Schneider, Esq. Partner