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# SHERMAN & HOWARD

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August 9, 2016

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

**Attorney Letter Regarding Adequate Current Information of MemReg, Inc.**

Dear Sir or Madam:

Sherman & Howard L.L.C. has acted as special counsel to MemReg, Inc., a Nevada corporation (the "Company"), with respect to the provisions of Rule 144(c)(2) promulgated under the Securities Act of 1933, as amended (the "Securities Act"). The Company has requested that we provide this letter to you for posting on the OTC Disclosure and News Service ("OTC News Service").

In our capacity as special counsel to the Company, we have examined such corporate records and other documents of the Company, including its Articles of Incorporation, Bylaws, and certain minutes and actions of the Company's Board of Directors and its stockholders (the "Corporate Documents") and we have made such other investigations of law and facts as we have deemed necessary to enable us to make the confirmations expressed below. We have also examined the documents listed below (the "Information"):

- MemReg, Inc. Annual Information and Disclosure Statement dated June 30, 2016 ("2016 Annual Report") as posted with the OTC News Service on August 8, 2016; and
- MemReg, Inc. Financial Statements (unaudited) for the eight months ended June 30, 2016 as posted with the OTC News Service on July 20, 2016.

As to matters of fact, we have relied upon the Corporate Documents, the Information, and information provided by the officers and directors of the Company and the Company's

August 9, 2016

Page 2

transfer agent. The undersigned counsel has also personally met with certain of the Company's officers and directors, specifically Mr. Corey Lambrecht - Director, Mr. Michael S. Williams – Director and Executive Vice President, and Mr. Lanny R. Lang – Chief Financial Officer. The undersigned has also had a telephone conference with Mr. Colton Melby - Chairman of the Board and Chief Executive Officer, and has had several telephone conversations with Mr. Williams and Mr. Lang. In such meetings and telephone conversations the Information, the Corporate Documents, and other information as provided by the Company were discussed. We have no reason to believe that such information, documents, and records from all sources as provided to us are not accurate, authentic, and reliable.

The confirmations and statements expressed herein are limited solely to the federal law of the United States and the law of the State of Nevada.

Based upon the foregoing and subject to our stated assumptions, qualifications and limitations, we confirm that:

The Company's financial statements have been prepared by Mr. Williams and Mr. Lang. The Company's financial statements have not been audited. Mr. Williams and Mr. Lang each have backgrounds in financial and accounting matters as described below:

- Michael S. Williams – Mr. Williams received his Bachelor of Arts degree in History and Political Science from Pennsylvania State University in 1969 and a Masters of Business Administration with concentrations in Finance and Strategic Planning from the Wharton School of the University of Pennsylvania in 1974. Mr. Williams was an investment banker with Manley, Bennett, McDonald & Co. from 1982 through 1986 and with Maranette & Company from 1986 through 1988. Mr. Williams has served as chief executive officer and chief financial officer and as a member of the board and audit committee for numerous public and privately held companies since 1988 to the present.
- Lanny R. Lang – Mr. Lang received a Bachelor of Arts degree in Accounting from University of Northern Iowa in 1980, was a licensed Certified Public Accountant from 1982 until 1986, and practiced accounting with Price Waterhouse (now PwC LLP) from 1980 through 1986. Mr. Lang left public accounting to work in the private sector in 1987 and did not renew his Certified Public Accountant license. Mr. Lang has served as chief financial officer of numerous public and privately held companies since 1987 to the present.

The Company's transfer agent is Computershare Trust Company, Inc., whose address is 8742 Lucent Boulevard, Suite 225, Highlands Ranch, Colorado 80129. We have confirmed that the transfer agent is registered with the Securities and Exchange Commission (the "SEC"). The number of outstanding shares as set forth in the 2016 Annual Report was confirmed by review

of a certified stockholder list as provided by the transfer agent, and by reconciling the matters pending as of June 30, 2016 not reflected on the stockholder list.

The Information (a) constitutes “adequate current public information” concerning the Company’s common stock as quoted on the OTC Link (the “Securities”), and “is available” within the meaning of Rule 144(c)(2) of the Securities Act, (b) includes all 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 of the Securities Exchange Act of 1934, as amended, (c) complies as to form with the OTC Markets Group’s OTC Risk Disclosure Guidelines for Providing Adequate Current Information, available at [www.otcmarkets.com](http://www.otcmarkets.com), and (d) has been posted through the OTC News Service.

To the best of our knowledge, after inquiry of management and the directors of the Company, we confirm that neither our firm, nor the Company, nor any 5% or more holder of the Securities is currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws.

The confirmations and statements made in the letter are subject to the following assumptions, exceptions, and qualifications:

(a) We have assumed that (i) all information in all documents reviewed by us is true and correct, (ii) all signatures on all documents reviewed by us are genuine, (iii) all documents submitted to us as originals are true and complete, (iv) all documents submitted to us as copies are true and complete copies of the originals thereof, and (v) each natural person signing any document reviewed by us had the legal capacity to do so.

(b) Except as specifically set forth herein, we have made no independent investigation as to the accuracy or completeness of any factual matters contained in the records, documents and certificates that we have reviewed in connection with the foregoing opinion.

(c) We make no statement or confirmation as to any matter other than the confirmations expressly set forth above, and no opinion, statement or confirmation on any other matter may be inferred or implied from this letter.

(d) The confirmations expressed herein are given as of the date of this letter, and we disclaim any obligation to advise you of any change in any matter set forth herein.

The undersigned counsel: (a) is a resident of the United States; (b) is licensed to practice law and in good standing in States of Nevada and Arizona; (c) is permitted to practice before the SEC; and (d) has not been prohibited from practice before the SEC.

August 9, 2016

Page 4

No person or entity other than the OTC Markets Group is entitled to rely upon this letter for any purpose. OTC Markets Group is granted permission and rights to publish this letter via the OTC News Service for viewing by the public and applicable regulators.

Very truly yours,



Thomas J. Morgan

TJM/tmb