

STEPHEN K. WINTERS LAW CORPORATION

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January 29, 2016

Canadian Securities Exchange
9th Floor – 220 Bay Street
Toronto, ON M5J 2W4

Dear Sirs:

**RE: Lotus Ventures Inc. (the “Company”)
Private Placement of 1,400,000 Units**

Further to the final Form 9 Notice of Proposed Issuance of Listed Securities of the Company dated January 25, 2016, and in compliance with section 2.8 of CSE Policy 6 – Distributions, it is our opinion as legal counsel to the Company that the securities issued in connection with the private placement have been duly issued and are outstanding as fully paid and non-assessable shares.

Yours truly,



Stephen K. Winters Law Corporation
Per: Stephen K. Winters