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May 29, 2013

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

RE: Megola, Inc., a Nevada corporation (the "Issuer")

Greetings:

The purpose of this letter is to provide an opinion of counsel to OTC Markets Group, Inc. ("OTC Markets Group") upon which OTC Markets Group may rely in determining whether the Issuer has made adequate current information publicly available within the meaning of Rule 144(c)(2) of the Securities Act Rules promulgated under the Securities Act of 1933.

The undersigned lawyer, Richard O. Weed, is a U.S. resident and was retained by the Issuer to provide this legal opinion to OTC Markets Group. I performed the work on behalf of the Issuer. I am permitted to practice before the Securities and Exchange Commission (the "SEC") and have not been prohibited from practice. Further, I am licensed to practice law in the State of California and the State of Texas.

In forming my opinion, I have examined such corporate records and other documents that I considered necessary or appropriate to provide this opinion to OTC Markets Group. Moreover, I have resolved such questions of law, if any, as I deemed necessary to provide this opinion. I have relied upon information of fact obtained from public officials, officers of the Issuer and other sources. I believe all such sources to be reliable.

On May 16, 2013, I, Richard O. Weed, met with management of the Issuer and the Issuer's board of directors to discuss the Issuer's plan of operation for the next 12 months, the Issuer's Information and Disclosure Statement, and Reports (the "Information") posted on the OTC Disclosure & News Service. The Information consists of:

The Issuer's Quarterly Report for the period ended April 30, 2013 posted May 14, 2013
The Issuer's Interim Financial Report for the period ended April 30, 2013 posted May 14, 2013
The Issuer's Quarterly Report for the period ended January 31, 2013 posted May 14, 2013
The Issuer's Interim Financial Report for the period ended January 31, 2013 posted May 14, 2013
The Issuer's Annual Report for July 31, 2012 posted January 24, 2013
The Issuer's MD&A for the period ended October 31, 2012 posted December 20, 2012
The Issuer's Quarterly Report for the period ended October 31, 2012 posted December 20, 2012
The Issuer's Annual Report for July 31, 2012 posted December 20, 2012
The Issuer's MD&A for the period ended April 30, 2012 posted December 20, 2012

The Issuer's Quarterly Report for the period ended April 30, 2012 posted December 20, 2012
The Issuer's Quarterly Report for the period ended January 31, 2011 posted December 14, 2012
The Issuer's MD&A for the period ended January 31, 2011 posted December 14, 2012
The Issuer's MD&A for the period ended October 31, 2011 posted December 13, 2012
The Issuer's Quarterly Report for the period ended October 31, 2011 posted December 13, 2012
The Issuer's MD&A for the period ended July 31, 2011 posted December 4, 2012
The Issuer's Annual Report for July 31, 2011 posted December 4, 2012
The Issuer's Form 15-12G filed with the SEC on October 25, 2012

At present, the Information (i) constitutes "adequate public information" concerning the securities and the Issuer and "is available", as that term has been defined in Rule 144(c)(2) of the Securities Act Rules, (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 OTC Pink Disclosure Guidelines, which are located on the Internet at www.otcmarkets.com, and (iv) has been posted on the OTC Disclosure and News Service.

The financial statements contained in the Information are not audited. Mr. Aldo Rotondi, Secretary/Treasurer/Director of the Issuer is responsible for the preparation of the financial statements. Mr. Rotondi is not a certified public accountant. Mr. Rotondi has been involved in all aspects of development from commercial developments to residential condominium developments both in the US and Canada. In addition to real estate developments, Aldo has also been involved in various business aspects such as the development of the Super 8 Motel Chain in Canada and continued that development with RoyOp Hospitality Corporation. Royop became a publicly listed company on the Toronto Stock Exchange that held the Franchise Rights to the Super 8 Motel Chain for all of Canada as well as the franchise rights to Wingate Inns. Royop Corporation was later acquired by a major US REIT. Mr. Rotondi has over the years been involved in various business development projects and will bring his past business development experience to Megola, Inc. where he served as an original director of the Company when Megola first became a public Company.

The Issuer's transfer agent is Globex Transfer LLC, 780 Deltona Blvd., Suite 202, Deltona, FL 32752, Tel. 813.344.4490| Fax 386.267.3124. This transfer agent is registered with the SEC. In order to confirm the number of outstanding shares, I asked the transfer agent to send a current stockholders' list and to confirm in writing the number of shares outstanding. On May 21, 2013, Globex Transfer LLC provided a current shareholder report and confirmed there were 58,912,280 shares of common stock outstanding, 1,058,538 shares of Series A Preferred Stock outstanding, and 172,561 shares of Series B Preferred Stock outstanding. To the best of my knowledge, information, and belief formed after inquiry of management and the directors of the Issuer no additional shares were issued after May 21, 2013.

To the best of my knowledge, information, and belief formed after inquiry of management and the directors of the Issuer, neither the Issuer, any 5% holder of the Issuer's securities, nor the Issuer's counsel is currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws.

I am an attorney duly licensed to practice law in the State of California and Texas. I am a U.S. resident. I am permitted to practice before the Securities and Exchange Commission and no member of this firm has been prohibited from practice thereunder. I do not express any opinion herein concerning any law other than the laws of the United States and the jurisdictions where I am permitted to render

opinions as of the date hereof. I furnish this opinion solely for the benefit of OTC Markets Group and the Issuer. This opinion is not to be used, circulated, quoted, or otherwise referred to in whole or part for any other purpose. Further, this firm and I undertake no obligation to update this opinion based upon any changes occurring or matters that come to our attention after the date of this letter. This firm and I grant OTC Markets Group and the Issuer permission to post this legal opinion on the OTC Disclosure and News Service for viewing by the public and regulators.

Sincerely yours,

Richard O. Weed
Lawyer