

April 17, 2018

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

Re: **DNA Brands, Inc. (“DNAX”)**

Opinion of Counsel regarding Adequate Current Information and Annual Report for period ending December 31, 2017

To Whom It May Concern:

I act as securities counsel for DNA Brands, Inc. (“DNAX” or the “Company”), and has been retained for the purpose of preparing this Opinion of Counsel, applying the applicable laws of the United States, regarding its corporate operations and level of disclosure of public corporate information.

- Articles of Incorporation, By-Laws and Minutes;
- Corporate minutes of the meetings of its Board of Directors and shareholders;
- Actions taken by Written Consent in Lieu of Meeting of the Board of Directors;
- The Annual Report by the Company dated for period ending December 31, 2017 posted on April 16, 2018; and
- Other related corporate records and documents as were necessary and provided by the corporation’s management for the purposes of this letter.

Counsel has met with management and all of the directors of the Company. Counsel has reviewed the information, as amended, published by the issuer through the OTC Disclosure and News Service, and discussed the information with management and a majority of the Company's directors. The Company is a voluntary filer under the alternative reporting requirements.

The opinions and conclusions contained in this Opinion of Counsel are based upon documentation and facts made available to this firm, and are solely based on the accuracy of those documents and facts. Further, counsel has reviewed all prior disclosures posted by DNAX with both the SEC and OTC Market Groups’ Disclosure and News Service, as amended. All such information is believed to be accurate and reliable. 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the event that the facts and information in any or all of such documents are determined not to be true, this opinion is rescinded to and to be deemed null and void. Counsel has discussed the above documentation, and the underlying assumptions this firm is relying upon, with the management of the corporation.

The Company was formed in the state of Colorado with the filing of Articles of Incorporation on May 23, 2007 with the name of Famous Products, Inc. At formation, the principal operations of the Company were as a full service, brand-marketing organization whose activities are centered around its client's products, principally in the liquor industry. Brand marketing builds the value of the brand by connecting it with target audiences to achieve strategic marketing objectives. It was comprised of one corporation with a wholly-owned subsidiary, Fancy Face Promotions, Inc., a Colorado corporation. All of our operations are conducted through this subsidiary.

Its marketing efforts were organized into four operating segments, composed of promotional products and marketing services. The marketing services segment includes promotion marketing, brand strategy and identity, presence marketing and consumer event marketing. Each one of the segments has similar products and services, production processes, types of clients, distribution methods and regulatory environments.

On January 22, 2008, the Company filed a registration statement on Form SB-2¹ reporting \$26,648 in assets which however consisted mostly of cash, \$24,170. The company's operations however consisted mostly of providing services out of one principal location in the downtown Denver metropolitan area. These operations continued until July 7, 2010 when the Company changed to its current name, DNA Brands, Inc. Through to this name change event, though it was never profitable, the Company was current in its filings requirements with the SEC reporting on its assets and operations in its fiscal year reports for 2007, 2008 and 2009 (it has a fiscal year end date of Oct. 31). For its period ending Oct. 31, 2007, it reported losses of \$47,850 from its operations². For its fiscal year ending Oct. 31, 2008, it reported total revenues of \$35,825 but reported a net loss of \$18,488³. For its fiscal year ending Oct. 31, 2009, it reported total revenues of \$6,214 and had operating expenses of \$33,361⁴.

On July 6, 2010, the Company changed its business plan acquiring Grass Roots Beverage Company, Inc. and all of the remaining assets, liabilities and contract rights of DNA Beverage Corporation⁵, and the Company amended its name to DNA Brands, Inc. on July 7, 2010.

The Company's operations changed to producing, marketing and selling a proprietary line of three carbonated blends of DNA Energy Drinks®, as well as a line of meat snacks made up of two beef jerky flavors and three flavors of beef sticks. The Company maintained inventory and generated sales as its significant business activity reporting inventory of \$228,639 and sales of \$287,459 in its first quarterly filing after the change in its business plan – period ending July 31, 2010⁶. While its sales steadily declined through 2014 the Company maintained the same level of inventory throughout that 4-year period reporting inventory of \$271,725 and sales of \$48,073 for the period ending March 31, 2014 – its last SEC filing before it de-registered and became a voluntary filer under the alternative reporting standard.

¹ <https://www.otcmarkets.com/edgar/GetFilingHtml?FilingID=5661813>

² <https://www.otcmarkets.com/edgar/GetFilingHtml?FilingID=5749193>

³ <https://www.otcmarkets.com/edgar/GetFilingPdf?FilingID=6360225>

⁴ <https://www.otcmarkets.com/edgar/GetFilingHtml?FilingID=7016743>

⁵ <https://www.otcmarkets.com/edgar/GetFilingHtml?FilingID=7355988>

⁶ <https://www.otcmarkets.com/edgar/GetFilingHtml?FilingID=7509670>

The Company's principal – and significant – asset consists of the intellectual property of the proprietary formula for its energy drinks, assets that the Company still owns and has continuously owned since July 7, 2010. The amounts the Company reported as paid in capital of \$23 million USD was almost all paid towards research and development of its proprietary energy drink. Its formulas have won multiple awards at the World Beverage Competition. Thus these formulas comprise significant assets for the Company that alone make the Company not a shell. The Company has had multiple offers to buy its formulas, which it has refused because of its plans to ramp up production and marketing. The Company is currently entertaining an offer to joint venture in the sponsorship of e-sports, or gaming.

The Company has 4 employees and maintains a contract with its beverage science company, Park Side Beverage⁷. These activities are listed in administrative expenses on its annual report.

Un-audited Annual Financial Statements as of December 31, 2015 have been posted via the OTC Disclosure and News Service on April 20, 2016, which are available at OTCMarkets.com.

Un-audited Annual Financial Statements as of December 31, 2016 have been posted via the OTC Disclosure and News Service on March 1, 2017, which are available at OTCMarkets.com.

Un-audited Annual Financial Statements as of December 31, 2017 have been posted via the OTC Disclosure and News Service on April 16, 2018, which are available at OTCMarkets.com.

The parties responsible for the preparation of the financial statements is:

Wendell Hecker

Mr. Hecker received his B.S. in accounting from New York University in 1982. Since 2007 he has been the chief accountant for Cherokee Enterprises, Inc. performing services including but not limited to general accounting, accounts payable, accounts receivable, and payroll services.

The party acting as the transfer agent for DNAX is:

Corporate Stock Transfer, Inc.; 3200 Cherry Creek South, Suite 430, Denver, CO 80209
303-282-4800 p;

The transfer agent is registered with the SEC. An inquiry to the transfer agent was the source of confirmation of same as well as confirmation of the authorized and issued and outstanding common stock as of December 31, 2017: 20,814,793,955. That amount increased to 21,214,793,955 as of this date.

⁷ <http://parksidebeverage.com>

The list below includes all persons who provided assistance, prepared or provided information with respect to the Company's disclosures, or who received securities as consideration for services rendered to the Company, or who is defined as a "control person," including (i) their full name; (ii) their business address; (iii) the number and class of securities of the Company beneficially owned; (iv) such securities bear a restrictive legend; and (v) a complete description of the consideration received by the Company in connection with each issuance of shares to any of them including, without limitation, the nature of any services performed for or on behalf of the Company.

- (i) Adrian McKenzie
- (ii) 6245 N. Federal Highway, Suite 504, Fort Lauderdale, FL 33308
- (iii) 355,000 Series F Preferred Shares
- (iv) Restricted
- (v) None, all shares were acquired from a third party

Pursuant to an inquiry of management and directors of the corporation, to the best of this firm's knowledge information and belief, neither the officers or directors of DNAX or any person or entity holding at least five percent (5%) of the corporation's stock is currently under investigation by any federal or state regulatory authority for any violation of federal or state securities law.

No person or entity other than OTC Markets Group is entitled to rely upon this opinion. OTC Markets Group, however, is granted full and complete permission and rights to publish this document via the OTC Markets Group's Disclosure and News Service for viewing by the general public and regulators. The public and OTC Markets Group may rely on the above in determining whether DNAX has made adequate current public information to be available within the meaning of Rule 144(c)(2) of the Securities Act of 1933. Further, the information which has been posted via OTC Disclosure and News Service constitutes adequate current public information, is available within the meaning of Securities and Exchange Commission (SEC) Rule 144(c)(2) of the Securities Act, includes all the information that a broker-dealer would be required to obtain from an issuer in order to publish a quotation for its securities pursuant to Rule 15c2-11 under the Securities Exchange Act of 1934, and complies as to form with the OTC Markets Group's Guidelines for Providing Adequate Current Information.

I authored this Opinion of Counsel. I am a United States citizen. I am admitted to the State Bar of New York and licensed to practice before the Federal Courts for the Southern, Eastern and Northern Districts of New York and the United States Tax Court. I am permitted to practice before the Securities and Exchange Commission and have not been prohibited from such practice. I am not under investigation by any federal or state regulatory authority. I agree to notify OTC Markets Group in the event that there is any change in said authorizations, admissions or representations.

Sincerely,
/S/: Milan Saha
Milan Saha, Esq.