

CMD
CARMEL, MILAZZO & DICHIARA LLP
ATTORNEYS AT LAW

June 13, 2019

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

Re: American Energy Partners, Inc.
Amended Sufficiency of Adequate Current Information

Dear OTC Markets,

We have been requested, as securities counsel for American Energy Partners, Inc., a Colorado corporation (the "Company"), to render an amended sufficiency of adequate current information letter (this "Letter") in connection with the filing by the Company of the Company's Annual and Quarterly Reports. The Company is required to have filed with the OTC Markets Annual Reports for the years ended December 31, 2017 and December 31, 2018 (the "Annual Reports"), pursuant to Rule 15c2-11(a)(5) of the Securities Exchange Act of 1934, as amended, (the "Exchange Act"), and Rule 144(c)(2) under the Securities Act of 1933, as amended (the "Securities Act").

It is of our opinion that the Annual Reports and all other documents filed with the OTC Markets Group, Inc. ("OTC Markets"): (i) constitutes adequate current public information concerning the shares of common stock of the Company (the "Securities") 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 Company to public as quotation for the Securities under Rule 15(c)2-11 of the Exchange Act; (iii) complies as to form with the OTC Markets Group's OTC Pink Disclosure Guidelines for Providing Adequate Current Information, which are located on the Internet at www.otcmarkets.com; and (iv) has been updated through December 31, 2018 in the OTC Disclosure and News Service. The OTC Markets is entitled to rely on this Letter in determining whether the Company has made adequate current information publicly available within the meaning of Rule 144(c)(2) of the Securities Act.

In rendering this Letter, we have reviewed such corporate records and other documents as we deemed necessary for purposes of rendering this Letter. In addition, we have made such investigation and have considered such questions of law as we deemed necessary and appropriate for the purposes of rendering this Letter. In all examinations, we have assumed the genuineness of all signatures, the authenticity of all documents received as originals, and the authenticity of all received copies of documents. Further, we have relied on information obtained from the officers of the Company and other sources we deem to be reliable.

The Company's management is responsible for the preparation of the corporate filings. The unaudited financial statements were prepared by Buckno Lisicky & Company, an accounting firm. These financial statements are then reviewed by management prior to filing. The primary officer reviewing and approving the financial statements is Brad Domitrovitsch, the Company's Chief Executive Officer.

The Company's transfer agent is Transfer Online, Inc. ("Transfer Online"), located at 512 SE Salmon Street, Portland, OR 97214. Transfer Online is registered with the Securities and Exchange Commission. We have confirmed with the Company and Transfer Online that as of December 31, 2017 the Company had: (i) 25,843,990 shares of common stock, \$0.001 par value (the "Common Stock") issued and outstanding; (ii) 12,500,000 shares of common B stock, \$0.001 par value ("Common B Stock") issued and outstanding; and (iii) 750,000,000 shares of preferred stock, \$0.001 par value ("Preferred Stock") issued and outstanding. We have also confirmed with the Company and Transfer Online that as of December 31, 2018 the Company had: (i) 97,143,990 shares of common stock, \$0.001 par value (the "Common Stock") issued and outstanding; (ii) 12,500,000 shares of common B stock, \$0.001 par value ("Common B Stock") issued and outstanding; and (iii) 750,000,000 shares of preferred stock, \$0.001 par value ("Preferred Stock") issued and outstanding.

We have reviewed the Annual Reports including the Company's unaudited financial statements and notes thereto for the years ended December 31, 2017 and December 31, 2018, which were posted on May 29, 2019. In addition, we have reviewed the March 31, 2019 quarterly report (the "Quarterly Report") including the Company's unaudited financial statements and notes thereto for the quarter ended March 31, 2019.

We have personally reviewed the Annual Reports and the Quarterly Report including all unaudited financial statements and it is our opinion that the Annual Reports and the Quarterly Report comport with all necessary requirements of Rule 144(c)(2) of the Securities Act, and that the Annual Reports and the Quarterly Report are accurate and contain current information regarding the Company. We have personally met and spoken with the Company's management and a majority of the Company's directors including Brad J. Domitrovitsch, Josh Hickman, and Damian Georgino to discuss the Company's Annual Reports and the Quarterly Report posted on the OTC Markets on June 7, 2019.

We have personally spoken with the Company's management and a majority of the directors of the Company to also discuss each of the persons listed in Exhibit A, which is attached hereto, who have engaged in promotional activities regarding the Company and persons owning more than ten percent (10%) of the Securities (collectively, the "Insiders"). Based upon such inquiry, any sales have been made by insiders within the prior twelve (12) month period have been made in compliance with Rule 144, including, without limitation, any required filings of Form 144 and nothing has come to our attention indicating that any of the Insiders is in possession of any material non-public information regarding the Company or the Securities under Rules 10b-5 or 10b5-1 under the Exchange Act.

To the best of our knowledge, after inquiry of the Company's management and directors, neither the Company, any 5% holders, nor counsel is currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws.

The Company is currently not a "shell company" as defined in Rules 405 of the Securities Act and 12b-2 of the Exchange Act but its predecessors, however, qualified as a "shell company" as defined in Rules 405 of the Securities Act of 1933 and 12b-2 of the Exchange Act of 1934.

This letter confirms that we do not beneficially own any shares of the Company's securities.

I, Peter DiChiara, Partner at Carmel, Milazzo & DiChiara LLP, am a resident of the United States of America and am admitted to practice law in the state of New York. I have never been prohibited from practicing before the SEC, I am not currently, or has been in the past five years, suspended or barred from practicing in any state or jurisdiction, and I have not been charged in a civil or criminal case. I am not under investigation by any federal or state regulatory authority for any violation of federal or state securities laws.

This Letter covers the laws of the state of New York and the laws of the United States of America. This Letter does not rely on the work of other counsel.

While this Letter is intended exclusively for use and reliance by the OTC Markets, the same is hereby granted full and complete permission and rights to publish this Letter through the OTC Disclosure & News Service for viewing by the public and regulators.

Please email me at pdichiara@cmdllp.com if you have any questions or concerns.

Sincerely,

/s/ Peter DiChiara
Peter DiChiara
Partner at Carmel, Milazzo &
DiChiara LLP

Exhibit A

A. Executive Officers, Directors, General Partners and other Control Persons of the Issuer

Officers and Directors¹

Brad J. Domitrovitsch, Chairman of the Board, CEO and CFO
PO Box 443
Allentown, PA 18105

Class A Common Stock – 40,200,000
Class B Common Stock – 9,700,000
Preferred Stock – 534,501,255

Josh Hickman, Director, COO
PO Box 443
Allentown, PA 18105

Class A Common Stock – 24,000,000

John Pippy, Director, CSO
PO Box 443
Allentown, PA 18105

Class A Common Stock – 12,000,000

Damian Georgino, Director
PO Box 443
Allentown, PA 18105

Class A Common Stock – 6,500,000

¹ All stock is restricted to Officers and Directors, who are paid in stock for bonuses, in lieu of cash compensation for services rendered as board members and executives.

Control Persons

West End Consulting Group LLC (beneficially owned by Brad J. Domitrovitsch)

PO Box 443

Allentown, PA 18105

See Brad Domitrovitsch information above.

Michael McLaren

2309 19th St.

Didsbury, AB

Canada

101 Class A Common Stock

177,247,834 Preferred Stock

2,800,000 Class B Common Stock

Converde Industries Inc. (beneficially owned by Michael McLaren)

2309 19th St.,

Didsbury, AB

Canada

50,000,000 Preferred Stock, 2,500,000 Common B were issued prior to the Company's acquisition of Converde Energy USA, Inc., a Nevada corporation.

Josh Hickman

518 Blossom Dr.

Canonsburg, PA 15317

See Josh Hickman information above.

William T. Rousis

331 Spindle Ct.

Canonsburg, PA 15317

8,333,333 shares of Class A Common Stock were issued to him as a private offering for \$250,000.

Dean Schroth

472 7th Ave Ste #2

Brooklyn, NY 11215

6,000,000 Class A Common Stock

B. Promoters, Finders, Consultants or any other Advisor of the Issuer who has assisted, prepared or provided information with respect to the Issuer's disclosure or who received securities as consideration for services rendered to the Issuer

2V Capital Inc.

Miklos Gulyas, President
2557 Jardin Terrace
Weston, FL 33327
Purchaser of aged debt.

DJK Investments 10 Inc.

Dennis Mancino, Managing Director
150 SE 2nd Ave Suite 404
Miami, FL 33131
Purchaser of aged debt.

WT Consulting Group LLC

William Hirschy, Managing Director
5100 SW 103rd St Rd
Ocala, FL 34476
Purchaser of aged debt.

Paladin Advisors, LLC

Daniel Frid, President
8119 Bausita Way
Palm Beach Gardens, FL 33418
Purchaser of aged debt.

Gardner Dean Schroth

472 7th Ave Ste #2
Brooklyn, NY 11215
Gardner Schroth was issued 1,000,000 shares of Class A Common Stock pursuant to a Reg A offering.

Random Walk Consulting LLC, (beneficially owned by Gardner Dean Schroth)

472 7th Ave Ste #2
Brooklyn, NY 11215.
5,000,000 shares of Class A Common Stock were paid for consulting services, which include road shows to Reg A to drafting of press releases.