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February 14, 2020

OTC Markets Group, Inc.  
304 Hudson Street, 2<sup>nd</sup> Floor  
New York, NY 10013

RE: ATTORNEY LETTER FOR TLD3 ENTERTAINMENT GROUP, INC., a Florida Corporation

Ladies and Gentlemen:

This office has been retained as special securities counsel to TLD3 Entertainment Group, Inc, a Florida corporation (the "Company"). The Company requested that I review the Company's Information & Disclosure Reports and Financial Statements from inception to the period ending September 30, 2019, for posting through OTC Disclosure and News Service (the "Service"), as well as other documents submitted in connection therewith and discussed below.

This Attorney Letter relates to the laws of the United States, including the Securities Act of 1933, and the corporate laws of the State of Florida. The undersigned is a resident of the United States, and a member in good standing of the bar of the State of Florida, since 1978. The undersigned is permitted to practice before the Securities and Exchange Commission (the "SEC") and has not been prohibited from practice thereunder. Furthermore, undersigned counsel is not currently suspended or barred from practicing in any state or jurisdiction, nor has he been suspended or barred from practicing in any state or jurisdiction in the past five years. In addition, the undersigned counsel is not currently, nor during the past five (5) years, ever been the subject of an investigation, hearing, or proceeding by the SEC, the U.S. Commodity Futures Trading Commission (CFTC), the Financial Industry Regulatory Authority (FINRA), or any other federal, state, or foreign regulatory agency. Undersigned counsel has not been charged in a civil or criminal case. Undersigned counsel has not relied on the work of other counsel in rendering this opinion.

The undersigned counsel does beneficially own a nominal number of shares of the Company's securities. Undersigned counsel was issued and received 750 restricted shares of common stock of the Company on January 19, 2017. However, counsel has not received, nor has any agreement to receive in the future, shares of the Company's stock, in payment for services.

To render this opinion I have examined such corporate records and other documents and such

questions of law as I deemed necessary. In examining the documents, I have assumed the genuineness of signatures (both natural and conformed), the authenticity of documents submitted as originals, the conformity with originals of all documents furnished as copies, and the correctness of the facts set forth in such documents. During the course of my investigation, nothing came to my attention that led me to conclude that any such documents were not genuine or authentic, or that the facts set forth therein were not true. This opinion is expressed solely on the facts and assumptions as set forth herein and is specifically limited to the investigations and examinations I deemed necessary. After such investigations I know of no facts which lead me to conclude that any opinion set forth below is not correct. With respect to matters of a factual nature, I have relied on information obtained from directors and officers of the Company as well as the previous CEO of the Company, and those sources are believed to be reliable.

The following list represents those documents that have been made publicly available, including the date this information was posted with the Service, and further represents those documents I reviewed in connection with the preparation of this letter of opinion (the "Information"):

1. Annual Company Disclosure Statement and Financial Report (Compilation) for the period ending December 31, 2018, which was uploaded for posting on January 24, 2020.
2. Quarterly Disclosure Statement and Financial Report (Compilation) for the period ending March 31, 2019, which was uploaded for posting on January 31, 2020;
3. Quarterly Disclosure Statement and Financial Report (Compilation) for the period ending June 30, 2019, which was uploaded for posting on February 4, 2020; and,
4. Quarterly Disclosure Statement and Financial Report (Compilation) for the period ending September 30, 2019, which was uploaded for posting on February 5, 2020.

I have no reason to believe that at the time such information listed above was reviewed and analyzed, or was published to the Service, that any of the information contained an untrue statement of material fact or omitted to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading.

I have personally reviewed the information as contained in the Certificate of Incorporation, Company Articles of Incorporation, Company By-Laws, the Company's Quarterly Disclosure Statements and Financial Reports for the period, from the Company's inception to the period ending September 30, 2019, and the posted Annual Financial Report (Compilation) and Disclosure Statement for period ending December 31, 2018, posted January 24, 2020. In addition, I have reviewed and analyzed the Company's Comparative Financial Balance Sheet For 2018, comparing financial information from December 31, 2018, through September 30, 2019, which was uploaded for posting on February 5, 2020. I have also personally met with and discussed this information with Director, Chief Executive Officer, and Chief Financial Officer of the Company, Mr. Gerald Baugh, and the former CEO of the Company, Mr. Thomas L. DiStefano, III, and deemed them both knowledgeable,

OTC Markets Group, Inc.  
February 14, 2020  
Attorney Letter Re: TLD3 Entertainment Group  
Page 3

and reliable sources of information as it relates to the information discussed and disclosed.

The Company's financial statements are unaudited and were prepared by Mr. Vic Devlacminck, who is a CPA, Oregon, since 1981. He has over 39 Years of experience preparing GAAP, compliant financial statements for all manner of public and private corporations.

The Company's transfer agent is Old Monmouth Stock Transfer, 200 Memorial Parkway, Atlantic Highlands, NJ 07716, an SEC registered transfer agent. The method used to obtain the number of outstanding shares of each class of common stock of the Company was by review of the Company's shareholder list and other records, and as set forth in the most recent published Disclosure Statement for the period ending September 30, 2019. This revealed the number of issued and outstanding shares of common stock to be as follows:

TDLE Class A Common Stock Total shares outstanding = 171,245,649.

After such limited examination, and other such investigation that I deemed necessary, I am of the opinion that:

Adequate current public information is now available concerning the Company within the meaning of Rule 14(c) (2) of the Securities Act, and the information includes all of 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, under the Securities Exchange Act of 1934, as amended. Further, this information as posted through the OTC Disclosure and News Service, complies as to form with the OTC Markets Group, Inc., Guidelines for Providing Adequate Current Information.

To the best of my knowledge, neither the Company, any 5% holder of the Company's common stock, nor counsel, is currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws.

Rule 144(i) states that the resale of securities under Rule 144 is unavailable to securities of issuers with no or nominal operations and no or nominal non-cash assets. The Company has represented, and the undersigned attorney, based on those representations and upon extensive review of Company records dating back to the inception of the Company when it was organized by its founders on July 31, 1997, as the Up-Tick, Inc., a C corporation whose records are kept at Sunbiz.org, and began building the Company as a financial news and public relations portal, through and including Company records for each and every year since that time up to and including the Company's Annual Disclosure Statement and Financial Report, for the year ending December 31, 2018, and the Disclosure Statement Quarterly Reports and Quarterly Financial Statements for the periods ending September 30, 2018, December 31, 2018, March 31, 2019, June 30, 2019, and September 30, 2019, and, as a result, the undersigned attorney is of the opinion that the issuer is not

OTC Markets Group, Inc.

February 14, 2020

Attorney Letter Re: TLD3 Entertainment Group

Page 4

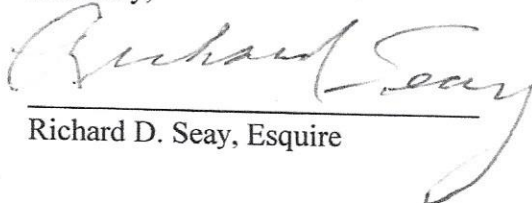
now, and has never been, a “shell company”, as that term is defined in Rules 405 of the Securities Act of 1933, and 12b-2 of the Exchange Act of 1934, promulgated by the SEC pursuant to the Exchange Act. In its OTC Markets Group quarterly and annual filings, the Corporation has specifically represented that it is not a shell company (as defined in Rule 12-b-2 of the Exchange Act and Rule 405 of the Securities Act of 1933.)

Further, the undersigned attorney has reviewed tax return records of the Company’s predecessor companies through the year 2013, and has found that the Company has always possessed more than no, or nominal assets, other than cash assets, and extensive Company records from inception, up to and including the present time, clearly demonstrate that the Company has never engaged in no, or nominal operations, which in part, defines the status of a company as a “shell company”. In addition, Gerald Baugh, the current CEO of the Company, and Thomas DiStefano, the previous CEO of the predecessor companies, have informed me that the Company has never filed for Bankruptcy, or been named in an action for involuntary Bankruptcy.

The OTC Markets Group, Inc., 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), under the Securities Act of 1933. OTC Markets Group, Inc., has full and complete permission and rights to publish this letter with the Service for viewing by the general public and regulators, but no person other than OTC Markets Group, Inc., may rely upon this Opinion in determining whether the issuer has made adequate current information publicly available within the meaning of Rule 144(c)(2), of the Securities Act of 1933.

I assume no obligation to update or supplement this Opinion Letter to reflect any change in fact or law which may hereafter occur.

Sincerely,



Richard D. Seay, Esquire