

**Louis A. Brilleman, P.C.**  
1140 Avenue of the Americas, 9<sup>th</sup> Floor  
New York, NY 10036  
Phone: 212-584-7805  
Fax: 646-380-6635

January 29, 2014

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

Ladies and Gentlemen,

The undersigned is counsel to and has been requested by Coda Octopus Group, Inc., a Delaware corporation (the "Issuer"), to render an opinion as to the adequacy of the current information and disclosure document posted by the Issuer on the OTC Markets Group News Service ("OTC News Service"). OTC Markets Group, Inc. ("OTC Markets") is entitled to rely on this opinion in determining whether to permit quotations in the Issuer's securities (the "Securities") in the OTC Markets quotation venue and whether the Issuer has made adequate current Information publicly available within the meaning of Rule 144(c)(2) under the Securities Act of 1933, as amended (the "Securities Act"). We confirm that counsel is a U.S. resident.

In connection with the rendering of this opinion, we have examined such corporate records and other documents and such questions of law as counsel considered necessary or appropriate for purposes of rendering this letter. We are authorized to practice law in the State of New York. This law firm is permitted to practice before the Securities and Exchange Commission (the "SEC") and has not been prohibited from practice before the SEC.

In connection with this letter, we have examined originals or photostatic copies of such corporate records and other documents and such questions of law as the undersigned considered necessary or appropriate for purposes of rendering this letter. As to questions of fact relevant to our opinion, we have made no independent verification of the facts asserted to be true and correct. In rendering this opinion letter, we assume the following:

- (i) all information contained in all documents reviewed by us is true and correct,
- (ii) all signatures on these documents reviewed by us are genuine,
- (iii) all documents submitted to us as originals are true and complete,
- (iv) all documents submitted to us as copies are true and complete copies of the originals thereof, and
- (v) each natural person signing any document reviewed by us had the legal capacity to do so.

On January 29, 2014, the Issuer posted on OTC Markets its Annual Report for the year ended October 31, 2013 (the "Annual Report"), including its current audited consolidated balance sheets, related statement of operations, consolidated statement of stockholders' deficit, and consolidated statement of cash flows and related footnotes. We have reviewed such documents and find the information included therein (collectively, the "Information") to be suitable for public disclosure.

Based on the examination set forth above, we are of the opinion that the Information (i) constitutes "adequate current public information" concerning the Securities and the Issuer and "is publicly 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 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' Guidelines for Providing Adequate Current Information, which are located on the Internet at [www.otcm Markets.com](http://www.otcm Markets.com), and (iv) has been posted through the OTC Disclosure and News Service.

We have been advised by the Issuer that the Issuers financial statements were prepared under the supervision of Mike Midgley. Mr. Midgley is a certified public accountant and has been practicing public accounting for more than 35 years. The Issuer has represented to us that the audited financial statements were prepared in accordance with U.S. Generally Accepted Accounting Principles.

The Company's transfer agent is Olde Monmouth Stock Transfer Co., Inc., 200 Memorial Parkway, Atlantic Highlands, New Jersey 07716, and is registered with the SEC. The method used to confirm the number of outstanding shares of the Issuers stock as set forth in the Annual Report was through email contact with the transfer agent and receipt of written confirmation as to the number of outstanding shares.

Our law firm has (i) previously met personally with management and a majority of the directors of the Issuer, (ii) reviewed the Information published by the Issuer on the OTC Markets, and (iii) discussed the Information with management and a majority of the directors of the Issuer.

To the best of our knowledge, after inquiry of senior management of the Issuer, neither the Issuer, any 5% holder, nor our law firm is currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws.

OTC Markets Group is entitled and authorized to rely on this letter in determining whether the Issuer has made adequate information publicly available within the meaning of Rule 144(c)(2) under the Securities Act. No person or entity other than OTC Markets Group is entitled to rely on this letter, but permission is granted to OTC Markets Group to publish this letter on the OTC News Service for viewing by the public and regulators.

This opinion is given as of the date hereof and we assume no obligation, to update or supplement this opinion to reflect any facts or circumstances which may hereafter come to our attention or any changes in laws which may hereafter occur.

Very truly yours,

A handwritten signature in dark ink, appearing to be 'L. Brilleman', with a long, sweeping horizontal stroke extending to the right.

Louis A. Brilleman