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May 9, 2017

VIA FEDERAL EXPRESS

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

Re: Pershing Resources Company, Inc.
Matter: Letter with Respect to Adequate
Current Information and Disclosure

Ladies and Gentlemen:

In our capacity as special outside legal counsel to Pershing Resources Company, Inc. (the "Company"), the Company has requested that we provide certain information and assurances in connection with the Company's compliance with the Guidelines for Providing Adequate Current Public Information as published by the OTC Markets Group, Inc. ("OTC") under the OTC Pink Disclosure Guidelines.

This letter (the "Letter") is provided to OTC with respect to adequate current information in regard to the securities issued by the Company (the "Securities"). We have acted as special outside legal counsel to the Company in connection with the review of the posting of the information on the OTC News Service (www.otcm Markets.com), but may be engaged as regular disclosure counsel in the future. Our client is not requesting this Letter for the purpose of currently issuing Securities, and only seeks to make additional information available to the public with this Letter.

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Pursuant to the requirement established by OTC, we hereby confirm the following, subject to the following limitations, exceptions, qualifications, and assumptions:

1. OTC 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 of 1933 (the "Securities Act").
2. Our firm has been retained by the Company for the purpose of rendering this Letter and all matters addressed herein. Our firm serves as special outside legal counsel to the Company. No member of our firm has ever been a member of the Board of Directors of the Company.
3. We have made such legal and factual examinations and inquiries as we have deemed advisable or necessary for the purpose of rendering this Letter. In addition, we have examined, among other things, originals or copies of such corporate records and documents of Company, certificates of public officials, and such other documents and questions of law that we considered necessary, advisable or appropriate for the purpose of rendering this Letter.
4. Our firm is a citizen of, and domiciled in, the United States of America. We are members of the Bar of the State of New York and we are not expressing any opinion as to any matter relating to laws of any jurisdiction other than the federal laws of the United States of America and the laws of the State of New York. We further disclaim any opinion as to any statute, rule, regulation, ordinance, order or other promulgation of any regional or local governmental body or agency, or self-regulatory agency, or as to any related regional or local judicial or administrative opinion interpreting or enforcing any such statute, rule, regulation, ordinance, order or other such promulgation.
5. The undersigned is permitted to practice before the Securities and Exchange Commission (the "SEC") and has not been prohibited from practice thereunder.

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6. In conducting our examination in connection with the delivery of this Letter, as to matters of fact we have relied upon information obtained from public officials, officers of the Company and other sources. We confirm that all such sources were believed to be reliable. We further assumed, without investigation, (i) the genuineness of all signatures on original documents; (ii) the authenticity and completeness of all documents submitted to us as originals; (iii) the conformity to original documents of all documents submitted to us as copies; (iv) the legal capacity of all natural persons executing any documents; (v) the due authorization, execution, and delivery of all documents on all parties other than the Company; and (vi) the truth, accuracy and completeness of the information, factual matters, representations and warranties contained in the information we received from the public officials, officers of the Company and other sources.
7. The following documents have been reviewed by the undersigned in connection with the delivery of this Letter (the "information"). Except in instances of confidentiality or for items and issues of a proprietary nature, the information reviewed is publicly available through the OTC News Service with the date each respective document was posted on the OTC News Service noted below. This list does not include documents that are the subject of letters covering prior periods. The information referenced is as follows:

<u>Publish Date</u>	<u>Report Title</u>	<u>Period End Date</u>
Apr 10, 2017	<u>Annual Report</u> - Pershing Resources 2016 Year End Financial Statement	Dec 31, 2016
Mar 30, 2017	<u>Notification of Late Filing</u> - Pershing Resources Notification of Late Filing	Dec 31, 2016
Feb 7, 2017	<u>Quarterly Report</u> - OTC Guidelines Compliance Report	Dec 31, 2016
Jan 24, 2017	<u>Proxy Statement</u> - Certified Final Tabulation of Shareholder vote of July 8th 2016	Nov 10, 2016

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<u>Publish Date</u>	<u>Report Title</u>	<u>Period End Date</u>
Jan 19, 2017	<u>Quarterly Report</u> - Pershing Resources Company, Sept 30 2016 Consolidated Financial Statement Un-audited	Sept 30, 2016
Jan 19, 2017	<u>Quarterly Report</u> - Pershing Resources Company, June 30 2016 Consolidated Financial Statement Un-audited	Jun 30, 2016
Nov 15, 2016	<u>Quarterly Report</u> - OTC Quarterly Disclosure	Sept 30, 2016
Nov 10, 2016	<u>Quarterly Report</u> - Pershing Resources Company Inc. Q3 2016 Financial Statement	Sept 30, 2016
Jul 27, 2016	<u>Quarterly Report</u> - Pershing Resources Consolidated Financial Statement & Notes Q2 2016	Jun 30, 2016
Jul 24, 2016	<u>Quarterly Report</u> - PSGR OTC Quarterly Disclosure	Jun 30, 2016
Jul 11, 2016	<u>Proxy Materials</u> - Final Proxy Tabulation Report for Special Meeting of July 8 2016	Jul 8, 2016
Jul 8, 2016	<u>Proxy Materials</u> - Proxy Card for Special Meeting of July 8, 2016	Jul 8, 2016
Jul 8, 2016	<u>Proxy Materials</u> - Proxy Notification Letter of 6/06/16	Jul 8, 2016

8. To the best of our knowledge, the information as of the dates covered by the Company's various disclosures and filings: (i) constitutes "adequate current public information" concerning the Securities and the Company 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 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

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Guidelines (v.1.1, April 25, 2013); and (iv) has been posted in the OTC News Service.

9. With regard to the financial statements contained in and constituting part of the information:
 - (a) The persons responsible for the preparation of the financial statements were Stephen D. Plumb, Chairman of the Board, President and Treasurer of the Company, and Joel (Jay) Adams III, the Company's Secretary, each of whom can be located at the Company's headquarters located at 200 South Virginia Street, 8th Floor, Reno, NV 89501. Mr. Plumb is particularly well suited to prepare financial statements as he is a licensed certified public accountant and principal at the firm of Layton & Richardson, P.C., Certified Public Accountants, located at 1000 Coolidge Road, East Lansing, MI 48823.
 - (b) The financial statements are not audited at this time.
 - (c) The financial statements for the years ended December 31, 2015 and 2016, have been reviewed by the firm of KBL, LLP, ("KBL") Certified Public Accountants, located at 535 Fifth Avenue, New York, NY 10017, which such firm meets the SEC's rules governing auditor independence.
 - (d) The Company lists KBL as its accounting provider.
10. With regard to the Company's transfer agent:
 - (a) The Company's transfer agent is Action Stock Transfer Corporation, located at 2469 E. Fort Union Blvd., Suite 214, Salt Lake City, UT 84121.
 - (b) The Company's transfer agent is registered with the SEC.
 - (c) In confirming the number of outstanding shares set forth in the information, we have relied upon data provided directly by the Company's transfer agent with respect to shareholders of record

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and total shares issued as stated in the posted information described in Paragraph 7 above.

11. We hereby confirm that we have undertaken the following in connection with the delivery of this Letter: (i) personally met (via video conference meeting) with the Company's management and majority of the Company's Board of Directors; (ii) reviewed the information, as amended, listed in Paragraph 7 above and published by the Company on the OTC News Service; and (iii) discussed the information with management of the Company and majority of the Company's Board of Directors.
12. To the best our knowledge, after inquiry of management and majority of the Board of Directors of the Company, as of the date of this Letter, none of (i) the Company, (ii) any officer or Director, (iii) any five percent (5%) or more holder of Securities, or (iii) counsel to the Company is under investigation by any federal or state regulatory authority for any violation of federal or states securities laws.
13. This Letter is rendered solely to OTC for its benefit as of the date hereof. As such, it may not be relied upon by any other person without our prior written consent, and may not be used for any other purpose. However, OTC is granted full and complete permission and right to publish a copy of this Letter in the OTC News Service for viewing by the public and regulators.
14. The following is a list, and pertinent information for each respective person, of each (i) executive officer, Director, general partner, and other control person of the Company; and (ii) promoter, finder, consultant or any other advisor of the Company that assisted, prepared or provided information with respect to the Company's disclosure or who received Securities as consideration for services rendered to the Company:
 - (a) Stephen D. Plumb is Chairman of the Board, President, Chief Executive Officer (CEO) and Treasurer of the Company. Mr. Plumb is and has been responsible for the day to day functioning of the Company and its finances for the past 12 years. He has been an

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investor in the Company and its predecessor companies since 1997. He was named the Company's CEO in 2014 upon the passing of Daniel F. Wright, the Company's former President and CEO. Mr. Plumb has been involved with the Company and its activities for nearly 20 years. Mr. Plumb has been working in the field of public accounting for the last 35 years, first as a sole proprietor for 25 years, and then as a principal in Layton & Richardson, P.C., Certified Public Accountants, an East Lansing, Michigan firm. Mr. Plumb has been involved with accounting and tax preparation, planning and consulting for small to medium sized businesses throughout his career. He also has expertise in entity formation and structuring.

Mr. Plumb is a member of the American Institute of Certified Public Accountants, Michigan Association of Public Accountants, and is a member of the State Bar of Michigan. Mr. Plumb received his B.A. in Accounting from Michigan State University and a J.D. from the Thomas Cooley Law School.

(b) Joel (Jay) Adams III is the Chief Operating Officer (COO) and Secretary as well as a Director of the Company. Mr. Adams is responsible for day to day corporate affairs and overall operations of the Company in conjunction with Mr. Plumb's role as Treasurer and CEO. Mr. Adams is primarily focused on logistics, strategic planning and procuring the necessary capital for the next phase of the Company's development.

Mr. Adams is based in New York and Reno, and joined the Company as Head of Strategic Planning in 2014. He has served as the Company's Secretary since 2014. He has been an investor in the Company and its predecessor companies since 1988.

Prior to joining the Company, Mr. Adams held sales, management and consulting positions in the fields of fixed income trading and financial technology over the past 30 years, which included 14 years as a licensed securities professional.

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Since 2011, Mr. Adams has owned and operated his own financial consulting business, A1 Consultants LLC. Mr. Adams holds a B.A. in Political Science from the University of California, Santa Barbara.

15. We hereby confirm that we have made specific inquiry of (i) each of the persons listed in Paragraph 14, above; (ii) persons engaged in promotional activities regarding the Company; and (iii) persons owning more than ten percent (10%) of the Securities (collectively, the “Insiders”)¹, and based upon such inquiries and other information available to us, we confirm that the Company is not requesting this Letter for the purpose of currently issuing Securities and seeks only to make additional information available to the public with this Letter. Further, based upon such inquiries and other information available to our firm, there have not been any sales of Securities by Insiders within the twelve-month period prior to this Letter.²

As used in this Letter, the expression “to our knowledge” refers to the current actual knowledge of the attorneys of this firm who have worked on matter for the Company (whether or not solely in connection with the delivery of this Letter or the preparation of the information), and without any independent investigation of any underlying facts or situations. This Letter is expressly limited to the matters expressly stated herein and no other opinions are implied by, or are to be inferred from, this Letter. Without limiting the prior sentence, we express no opinion as to any documents or matters except the information as provided for herein. This Letter is further limited to questions arising under the laws of the State of New York (where identified), and the federal laws of the United States of America (where identified). Accordingly, we express no opinion as to matters governed by the laws of any other jurisdiction. This Letter is based upon the laws in effect on the date hereof, and we assume no obligation to revise or supplement this Letter should such a law be changed by legislative action, judicial decision or otherwise.

¹ In addition to officers and the Board of Directors, the Estate of Daniel Wright Sr. is a holder of 10% or more of the outstanding Securities. The estate currently owns 25 million shares of restricted stock. Daniel Wright Jr. of Moab, Utah is the estate’s executor.

² Inquiries included the following listed officers, Directors and control persons: Stephen D. Plumb, Chairman, President and Treasurer, Joel (Jay) Adams III, Director and Secretary, and David Jordan, Director.

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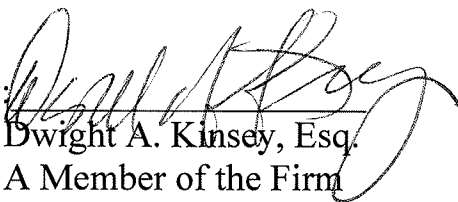
We further disclaim any obligation to update this Letter or to advise OTC or anyone else of facts, circumstances, events or developments which hereafter may be brought to our attention and which may alter, affect or modify this Letter.

On behalf of the Company, we appreciate your assistance. Please feel free to contact the undersigned should you have any comments or questions in regard to the information or any of the matters addressed herein.

Sincerely,

Satterlee Stephens LLP

By:


Dwight A. Kinsey, Esq.
A Member of the Firm

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