Frederick M. Lehrer, Esquire
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January 6, 2013

Pacific Stock Transfer
4045 South Spencer Street
Suite 403
Las Vegas, Nevada 89119

Re: Removal of Restricted Securities Legend

Dear Sir or Madam:

We have been requested to render an opinion as to whether 800,000 common stock shares (the "Shares") of Fusion Pharm, Inc. ("the Company") to be held by Meadpoint Venture Partners, a Nevada corporation (the "Seller") is available for public sale.

The Shares to be issued to the Seller represent a January 6, 2014 drawdown of $800,000 at $0.01 (one) cent per share on a December 8, 2011 10% Convertible Promissory Note of $88,000 original principle amount (the "Note") between the Company (the Debtor in the transaction) and MVP (the Holder of the Note). In connection with the foregoing, I have reviewed the SPA

Rule 144 Amendments to the Securities Act of 1933, as amended (the "Act") became effective in February of 2008. Under these amendments, non-affiliates of non-reporting companies may resell their shares after a one year holding period if the reporting company is current in all of its filings with OTC Markets Group, Inc. ("OTCMG"). Based upon my review of the Company's filings with OTCMG, the Company is current in all such reports.

MVP has informed me that: (a) it is not an affiliate of the Company nor has it been an affiliate at anytime; (b) the 800,000 shares represents a $8,000 drawdown on the Note; (c) it owns less than 10% of the Company's outstanding shares as of the date of the Company's last quarterly report with otcmarkets; (d) it has executed the proper corporate actions authorizing the Seller (MVP) to drawdown on the Note; (e) the Company has executed the proper corporate actions authorizing the drawdown on the Note by MVP; and (e) the Note provides for the conversion of the indebtedness into shares of the Company's common stock. In connection with the foregoing, I have reviewed and examined the following documents: (a) the Note; (b) an Officer's Certificate

by the Company's Chief Executive officer attesting that the $8,000 drawdown and the related issuance o shares represents a lawful obligation of the Company; (c) January 6, 2013 Notice of Conversion by the holder of the Note, MVP, to convert $8,000 of the unpaid principal amount upon the Note into 800,000 shares to be issued in the name of the Seller; (d) MVP's statement of Non-Affiliation – Restrictive Legend Removal Pursuant to Rule 144(b)(1) For Reporting Issuers After One Year Holding Period; (f) January 6, 2013 Corporate Resolution of Authorization – Resolution to Authorize Sale, Transfer and Assignment of Securities by MVP's Managing Member; (g) January 6, 2013 correspondence from the Company's Chief Executive Officer to Pacific Stock Transfer authorizing said transfer agent to convert and issue the Shares to the Seller; (h) January 6, 2013 Written Consent of the Company's Board of Directors In Lieu of a Special Meeting authorizing a partial conversion upon the Note; and (i) January 6, 2013 Letter of Authorization to Pacific Stock Transfer from the Company's Chief Executive authorizing the partial conversion of the Note into 800,000 shares to be issued to the Seller.

The Seller has informed me that: (a) he is not an affiliate of the Company nor has it been an affiliate at anytime; (b) the 800,000 Shares being issued to him are the result of MVP's $8,000 drawdown on the Note; and (c) he owns less than 10% of the Company's outstanding shares as of the date of the Company's last quarterly report with otcmarkets. The Seller has provided me with a signed Seller's Representation Letter attesting to his non-affiliate status.

Based on the Company's reports filed with OTC Markets Group, Inc. ("OTCMG") the Company was incorporated in Nevada on November 6, 1990 ("Incorporation Date"), became Baby Bee Bright Corporation after completing a reverse merger with Sequoia Interests Corporation and on April 4, 2011, changed its business plan and corporate direction and changed its name to FusionPharm, Inc. (herein referred to as the Company). Since April 4, 2011, the Company: (a) has conducted continuous operations in the same business plan and corporate direction established on April 4, 2011; (b) was not and has never been the subject of a business combination involving a shell as defined under Rule 405 of the Securities Act of 1933 ("Securities Act"); (c) has maintained the same officers, directors and management; and (d) been current in its reports required to be filed with OTCMG. Under the provisions of Securities Act Rule 144(i), Rule 144 may be deemed unavailable for the resale of securities issued by a shell company as defined by Rule 405 or an issuer that has been at any time previously a shell company at the time of issuance of the securities unless certain conditions are met. In connection with the foregoing, I have reviewed and examined the following documents: (a) the Company's business reports and financial statements contained in its reports filed with OTCMG; and (b) an Officer's Certificate by the Company's Chief Executive Officer attesting that to the Company's non-shell status Based on the foregoing, I am of the opinion that the Company is not a shell company as defined by Rule 405 of the Securities Act.

Further, an exemption from registration regarding the issuance of the Shares without a restrictive legend is available to the Seller because: (a) MVP has met the applicable one year holding period applicable to the converted shares since payment insofar as full payment for the converted debt was made no later that the Note's maturity date, which is more than one year prior the date of this opinion.

Rule 144 Amendments to the Securities Act became effective in February of 2008. Under these amendments, non-affiliates of non-reporting companies may resell their shares after a one year period if the non-reporting company is current in all of its reports with OTCMG. The Company is current in all of its OTCMG reports. As such, none of the remaining Rule 144 conditions remain applicable to sales by non-affiliates of a reporting company once the one year holding period has been met. Based on the foregoing, I am of the opinion that the sale by the Seller will be in conformity with Rule 144(d)(1)(ii) of the Securities Act. You are hereby authorized to issue the Shares to the Seller without a restrictive legend from the Certificate and deliver the shares in accordance with MVP's instructions.

Non-Affiliate

Based on the foregoing and additionally, please note that it is my opinion that: (1) the one (1) year holding period requirement of Rule 144(d)(1)(ii) and the current public information requirement of Rule 144(c) (2) are satisfied; (2) neither the Seller or MVP are affiliates, and (3) the Shares may be sold pursuant to Rule 144(d)(1)(ii) and the certificate should be issued to the Seller without a restrictive legend.

We do not undertake to advise you or anyone else of any changes in the opinions expressed herein resulting from changes in facts or any other matters that hereafter might occur or be brought to our attention that did not exist on the date hereof or of which we had no knowledge. This opinion assumes that: (a) all information in all documents referred to above is true and correct; (b) all signatures on all documents referred to above are genuine; (c) all documents submitted to me are true and accurate copies of originals; (d) each natural person signing any document referred to above had the legal capacity to do so. To the extent that our opinion is limited in scope to our knowledge, our knowledge refers to our actual knowledge without an independent verification of the facts by us. This opinion may only be relied upon by the broker-dealer where the Seller maintains his securities account and the Company's transfer agent.

Sincerely Yours,

Frederick M. Lehrer, Esquire
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Website: www.securitiesattorney1.com

August 28, 2013

Pacific Stock Transfer
4045 South Spencer Street
Suite 403
Las Vegas, Nevada 89119

Re: Removal of Restricted Securities Legend

Dear Sir or Madam:

We have been requested to render an opinion as to whether 500,000 common stock shares (the "Shares") of Fusion Pharm, Inc. ("the Company") to be held by Myron Thaden (the "Seller") is available for public sale.

The Shares were purchased by the Seller from Meadpoint Venture Partners ("MVP"), a Nevada Limited Liability Company, pursuant to a August 16, 2013 Share Purchase Agreement ("SPA") between MVP (the seller in the SPA) and the Seller (the purchaser in the SPA) providing for the sale of 500,00 shares of the Company's common stock at $0.10 (ten) cents per share for an aggregate purchase price of $50,000. The 500,000 shares to be issued to the Seller represent a August 23, 2013 drawdown of $5,000 at $0.01 (one) cent per share on a December 8, 2011 10% Convertible Promissory Note of $88,000 original principle amount (the "Note") between the Company (the Debtor in the transaction) and MVP (the Holder of the Note). In connection with the foregoing, I have reviewed the SPA. In connection with the foregoing, neither MVP nor the Seller paid any consideration to the Company in connection with the SPA or with regard to an assignment or any matter whatsoever.

Rule 144 Amendments to the Securities Act of 1933, as amended (the "Act") became effective in February of 2008. Under these amendments, non-affiliates of non-reporting companies may resell their shares after a one-year holding period if the reporting company is current in all of its filings with OTC Markets Group, Inc. ("OTCMG"). Based upon my review of the Company's filings with OTCMG, the Company is current in all such reports.

MVP has informed me that: (a) it is not an affiliate of the Company nor has it been an affiliate at anytime; (b) the 500,000 shares represents a $5,000 drawdown on the Note; (c) it owns less than 10% of the Company's outstanding shares as of the date of the Company's last quarterly report with otcmarkets; (d) it has executed the proper corporate actions authorizing the Seller (MVP) to drawdown on the Note; (e) the Company has executed the proper corporate actions authorizing the drawdown on the Note by MVP; and (e) the Note provides for the conversion of the indebtedness into shares of the Company's common stock. In connection with the foregoing, I have reviewed and examined the following documents: (a) the Note; (b) an Officer's Certificate by the Company's Chief Executive officer attesting that the $5,000 drawdown and the related issuance of 500,000 shares represents a lawful obligation of the Company; (c) August 23, 2013 Notice of Conversion by the holder of the Note, MVP, to convert $5,000 of the unpaid principal amount upon the Note into 500,000 shares to be issued in the name of the Seller; (d) August 23, 2013 correspondence to the undersigned counsel setting forth the facts of the drawdown and conversion and attesting to the Company's non-shell status; (e) MVP's statement of Non-Affiliation – Restrictive Legend Removal Pursuant to Rule 144(b)(1) For Reporting Issuers After One Year Holding Period; (f) Corporate Resolution of Authorization – Resolution to Authorize Sale, Transfer and Assignment of Securities by MVP's Managing Member; (g) August 22, 2013 correspondence from the Company's Chief Executive Officer to Pacific Stock Transfer authorizing said transfer agent to convert and issue the Shares to the Seller; (h) August 22, 1013 Written Consent of the Company's Board of Directors In Lieu of a Special Meeting authorizing a partial conversion upon the Note; and (i) Letter of Authorization to Pacific Stock Transfer from the Company's Chief Executive authorizing the partial conversion of the Note into 500,000 shares to be issued to the Seller.

The Seller has informed me that: (a) he is not an affiliate of the Company nor has it been an affiliate at anytime; (b) the 500,000 Shares being issued to him are the result of MVP's $5,000 drawdown on the Note; (c) he owns less than 10% of the Company's outstanding shares as of the date of the Company's last quarterly report with otcmarkets. The Seller has provided me with a signed Seller's Representation Letter attesting to his non-affiliate status.

Based on the Company's reports filed with OTC Markets Group, Inc. ("OTCMG") the Company was incorporated in Nevada on November 6, 1990 ("Incorporation

Date"), became Baby Bee Bright Corporation after completing a reverse merger with Sequoia Interests Corporation and on April 4, 2011, changed its business plan and corporate direction and changed its name to FusionPharm, Inc. (herein referred to as the Company). Since April 4, 2011, the Company: (a) has conducted continuous operations in the same business plan and corporate direction established on April 4, 2011; (b) was not and has never been the subject of a business combination involving a shell as defined under Rule 405 of the Securities Act of 1933 ("Securities Act"); (c) has maintained the same officers, directors and management; and (d) been current in its reports required to be filed with OTCMG. Under the provisions of Securities Act Rule 144(i), Rule 144 may be deemed unavailable for the resale of securities issued by a shell company as defined by Rule 405 or an issuer that has been at any time previously a shell company at the time of issuance of the securities unless certain conditions are met. In connection with the foregoing, I have reviewed and examined the following documents: (a) the Company's business reports and financial statements contained in its reports filed with OTCMG; and (b) an Officer's Certificate by the Company's Chief Executive Officer attesting that to the Company's non-shell status Based on the foregoing, I am of the opinion that the Company is not a shell company as defined by Rule 405 of the Securities Act.

Further, an exemption from registration regarding the issuance of the Shares without a restrictive legend is available to the Seller because: (a) MVP has met the applicable one year holding period applicable to the converted shares since payment insofar as full payment for the converted debt was made no later that the Note's maturity date, which is more than one year prior the date of this opinion.

Rule 144 Amendments to the Securities Act became effective in February of 2008. Under these amendments, non-affiliates of non-reporting companies may resell their shares after a one-year period if the non-reporting company is current in all of its reports with OTCMG. The Company is current in all of its OTCMG reports. As such, none of the remaining Rule 144 conditions remain applicable to sales by non-affiliates of a reporting company once the one-year holding period has been met. Based on the foregoing, I am of the opinion that the sale by the Seller will be in conformity with Rule 144(d)(1)(ii) of the Securities Act. You are hereby authorized to issue the Shares to the Seller without a restrictive legend from the Certificate and deliver the shares in accordance with MVP's instructions.

Based on the foregoing and additionally, please note that it is my opinion that: (1) the one (1) year holding period requirement of Rule 144(d)(1)(ii) and the current public information requirement of Rule 144(c) (2) are satisfied; (2) neither the Seller or MVP are affiliates, and (3) the Shares may be sold pursuant to Rule 144(d)(1)(ii) and the certificate should be issued to the Seller without a restrictive legend.

We do not undertake to advise you or anyone else of any changes in the opinions expressed herein resulting from changes in facts or any other matters that hereafter might occur or be
brought to our attention that did not exist on the date hereof or of which we had no knowledge. This opinion assumes that: (a) all information in all documents referred to above is true and correct; (b) all signatures on all documents referred to above are genuine; (c) all documents submitted to me are true and accurate copies of originals; (d) each natural person signing any document referred to above had the legal capacity to do so. To the extent that our opinion is limited in scope to our knowledge, our knowledge refers to our actual knowledge without an independent verification of the facts by us. This opinion may only be relied upon by the broker-dealer where the Seller maintains his securities account and the Company's transfer agent.

Sincerely Yours,

Frederick M. Lehrer, Esq.
Attorney and Counselor at Law

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Website: www.securitiesattorney1.com

August 28, 2013

Pacific Stock Transfer
4045 South Spencer Street
Suite 403
Las Vegas, Nevada 89119

Re: Removal of Restricted Securities Legend

Dear Sir or Madam:

We have been requested to render an opinion as to whether 500,000 common stock shares (the "Shares") of Fusion Pharm, Inc. ("the Company") to be held by Sharryn Thaden (the "Seller") is available for public sale.

The Shares were purchased by the Seller from Meadpoint Venture Partners ("MVP"), a Nevada Limited Liability Company, pursuant to a August 16, 2013 Share Purchase Agreement ("SPA") between MVP (the seller in the SPA) and the Seller (the purchaser in the SPA) providing for the sale of 500,00 shares of the Company's common stock at $0.10 (ten) cents per share for an aggregate purchase price of $50,000. The 500,000 shares to be issued to the Seller represent a August 23, 2013 drawdown of $5,000 at $0.01 (one) cent per share on a December 8, 2011 10% Convertible Promissory Note of $88,000 original principle amount (the "Note") between the Company (the Debtor in the transaction) and MVP (the Holder of the Note). In connection with the foregoing, I have reviewed the SPA. In connection with the foregoing, neither MVP nor the Seller paid any consideration to the Company in connection with the SPA or with regard to an assignment or any matter whatsoever.

Rule 144 Amendments to the Securities Act of 1933, as amended (the "Act") became effective in February of 2008. Under these amendments,

non-affiliates of non-reporting companies may resell their shares after a one year holding period if the reporting company is current in all of its filings with OTC Markets Group, Inc. ("OTCMG"). Based upon my review of the Company's filings with OTCMG, the Company is current in all such reports.

MVP has informed me that: (a) it is not an affiliate of the Company nor has it been an affiliate at anytime; (b) the 500,000 shares represents a $5,000 drawdown on the Note; (c) it owns less than 10% of the Company's outstanding shares as of the date of the Company's last quarterly report with otcmarkets; (d) it has executed the proper corporate actions authorizing the Seller (MVP) to drawdown on the Note; (e) the Company has executed the proper corporate actions authorizing the drawdown on the Note by MVP; and (e) the Note provides for the conversion of the indebtedness into shares of the Company's common stock. In connection with the foregoing, I have reviewed and examined the following documents: (a) the Note; (b) an Officer's Certificate by the Company's Chief Executive officer attesting that the $5,000 drawdown and the related issuance of 500,000 shares represents a lawful obligation of the Company; (c) August 23, 2013 Notice of Conversion by the holder of the Note, MVP, to convert $5,000 of the unpaid principal amount upon the Note into 500,000 shares to be issued in the name of the Seller; (d) August 23, 2013 correspondence to the undersigned counsel setting forth the facts of the drawdown and conversion and attesting to the Company's non-shell status; (e) MVP's statement of Non-Affiliation – Restrictive Legend Removal Pursuant to Rule 144(b)(1) For Reporting Issuers After One Year Holding Period; (f) Corporate Resolution of Authorization – Resolution to Authorize Sale, Transfer and Assignment of Securities by MVP's Managing Member; (g) August 22, 2013 correspondence from the Company's Chief Executive Officer to Pacific Stock Transfer authorizing said transfer agent to convert and issue the Shares to the Seller; (h) August 22, 1013 Written Consent of the Company's Board of Directors In Lieu of a Special Meeting authorizing a partial conversion upon the Note; and (i) Letter of Authorization to Pacific Stock Transfer from the Company's Chief Executive authorizing the partial conversion of the Note into 500,000 shares to be issued to the Seller.

The Seller has informed me that: (a) she is not an affiliate of the Company nor has it been an affiliate at anytime; (b) the 500,000 Shares being issued to her are the result of MVP's $5,000 drawdown on the Note; (c) she owns less than 10% of the Company's outstanding shares as of the date of the Company's last quarterly report with otcmarkets. The Seller has provided me with a signed Seller's Representation Letter attesting to her non-affiliate status.

Based on the Company's reports filed with OTC Markets Group, Inc. ("OTCMG") the Company was incorporated in Nevada on November 6, 1990 ("Incorporation Date"), became Baby Bee Bright Corporation after completing a reverse merger with Sequoia Interests Corporation and on April 4, 2011, changed its business plan and corporate direction and changed its name to FusionPharm, Inc. (herein

referred to as the Company). Since April 4, 2011, the Company: (a) has conducted continuous operations in the same business plan and corporate direction established on April 4, 2011; (b) was not and has never been the subject of a business combination involving a shell as defined under Rule 405 of the Securities Act of 1933 ("Securities Act"); (c) has maintained the same officers, directors and management; and (d) been current in its reports required to be filed with OTCMG. Under the provisions of Securities Act Rule 144(i), Rule 144 may be deemed unavailable for the resale of securities issued by a shell company as defined by Rule 405 or an issuer that has been at any time previously a shell company at the time of issuance of the securities unless certain conditions are met. In connection with the foregoing, I have reviewed and examined the following documents: (a) the Company's business reports and financial statements contained in its reports filed with OTCMG; and (b) an Officer's Certificate by the Company's Chief Executive Officer attesting that to the Company's non-shell status Based on the foregoing, I am of the opinion that the Company is not a shell company as defined by Rule 405 of the Securities Act.

Further, an exemption from registration regarding the issuance of the Shares without a restrictive legend is available to the Seller because: (a) MVP has met the applicable one year holding period applicable to the converted shares since payment insofar as full payment for the converted debt was made no later that the Note's maturity date, which is more than one year prior the date of this opinion.

Rule 144 Amendments to the Securities Act became effective in February of 2008. Under these amendments, non-affiliates of non-reporting companies may resell their shares after a one year period if the non-reporting company is current in all of its reports with OTCMG. The Company is current in all of its OTCMG reports. As such, none of the remaining Rule 144 conditions remain applicable to sales by non-affiliates of a reporting company once the one year holding period has been met. Based on the foregoing, I am of the opinion that the sale by the Seller will be in conformity with Rule 144(d)(1)(ii) of the Securities Act. You are hereby authorized to issue the Shares to the Seller without a restrictive legend from the Certificate and deliver the shares in accordance with MVP's instructions.

Based on the foregoing and additionally, please note that it is my opinion that: (1) the one (1) year holding period requirement of Rule 144(d)(1)(ii) and the current public information requirement of Rule 144(c) (2) are satisfied; (2) neither the Seller or MVP are affiliates, and (3) the Shares may be sold pursuant to Rule 144(d)(1)(ii) and the certificate should be issued to the Seller without a restrictive legend.

We do not undertake to advise you or anyone else of any changes in the opinions expressed herein resulting from changes in facts or any other matters that hereafter might occur or be
brought to our attention that did not exist on the date hereof or of which we had no knowledge. This opinion assumes that: (a) all information in all documents referred to above is true and correct; (b) all signatures on all documents referred to above are genuine; (c) all documents submitted to me are true and accurate copies of originals; (d) each natural person signing any document referred to above had the legal capacity to do so. To the extent that our opinion is limited in scope to our knowledge, our knowledge refers to our actual knowledge without an independent verification of the facts by us. This opinion may only be relied upon by the broker-dealer where the Seller maintains his securities account and the Company's transfer agent.

Sincerely Yours,

Frederick M. Lehrer, Esq.
Attorney and Counselor at Law

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Website: www.securitiesattorney1.com

August 28, 2013

Pacific Stock Transfer
4045 South Spencer Street
Suite 403
Las Vegas, Nevada 89119

Re: Removal of Restricted Securities Legend

Dear Sir or Madam:

We have been requested to render an opinion as to whether 500,000 common stock shares (the "Shares") of Fusion Pharm, Inc. ("the Company") to be held by Richard Scholz (the "Seller") is available for public sale.

The Shares were purchased by the Seller from Meadpoint Venture Partners ("MVP"), a Nevada Limited Liability Company, pursuant to a August 16, 2013 Share Purchase Agreement ("SPA") between MVP (the seller in the SPA) and the Seller (the purchaser in the SPA) providing for the sale of 500,00 shares of the Company's common stock at $0.10 (ten) cents per share for an aggregate purchase price of $50,000. The 500,000 shares to be issued to the Seller represent a August 23, 2013 drawdown of $5,000 at $0.01 (one) cent per share on a December 8, 2011 10% Convertible Promissory Note of $88,000 original principle amount (the "Note") between the Company (the Debtor in the transaction) and MVP (the Holder of the Note). In connection with the foregoing, I have reviewed the SPA. In connection with the foregoing, neither MVP nor the Seller paid any consideration to the Company in connection with the SPA or with regard to an assignment or any matter whatsoever.

Rule 144 Amendments to the Securities Act of 1933, as amended (the "Act") became effective in February of 2008. Under these amendments, non-affiliates of non-reporting companies may resell their shares after a one year holding period if the reporting company is current in all of its filings

with OTC Markets Group, Inc. ("OTCMG"). Based upon my review of the Company's filings with OTCMG, the Company is current in all such reports.

MVP has informed me that: (a) it is not an affiliate of the Company nor has it been an affiliate at anytime; (b) the 500,000 shares represents a $5,000 drawdown on the Note; (c) it owns less than 10% of the Company's outstanding shares as of the date of the Company's last quarterly report with otcmarkets; (d) it has executed the proper corporate actions authorizing the Seller (MVP) to drawdown on the Note; (e) the Company has executed the proper corporate actions authorizing the drawdown on the Note by MVP; and (e) the Note provides for the conversion of the indebtedness into shares of the Company's common stock. In connection with the foregoing, I have reviewed and examined the following documents: (a) the Note; (b) an Officer's Certificate by the Company's Chief Executive officer attesting that the $5,000 drawdown and the related issuance of 500,000 shares represents a lawful obligation of the Company; (c) August 23, 2013 Notice of Conversion by the holder of the Note, MVP, to convert $5,000 of the unpaid principal amount upon the Note into 500,000 shares to be issued in the name of the Seller; (d) August 23, 2013 correspondence to the undersigned counsel setting forth the facts of the drawdown and conversion and attesting to the Company's non-shell status; (e) MVP's statement of Non-Affiliation – Restrictive Legend Removal Pursuant to Rule 144(b)(1) For Reporting Issuers After One Year Holding Period; (f) Corporate Resolution of Authorization - Resolution to Authorize Sale, Transfer and Assignment of Securities by MVP's Managing Member; (g) August 22, 2013 correspondence from the Company's Chief Executive Officer to Pacific Stock Transfer authorizing said transfer agent to convert and issue the Shares to the Seller; (h) August 22, 1013 Written Consent of the Company's Board of Directors In Lieu of a Special Meeting authorizing a partial conversion upon the Note; and (i) Letter of Authorization to Pacific Stock Transfer from the Company's Chief Executive authorizing the partial conversion of the Note into 500,000 shares to be issued to the Seller.

The Seller has informed me that: (a) he is not an affiliate of the Company nor has it been an affiliate at anytime; (b) the 500,000 Shares being issued to him are the result of MVP's $5,000 drawdown on the Note; and (c) he owns less than 10% of the Company's outstanding shares as of the date of the Company's last quarterly report with otcmarkets. The Seller has provided me with a signed Seller's Representation Letter attesting to his non-affiliate status.

Based on the Company's reports filed with OTC Markets Group, Inc. ("OTCMG") the Company was incorporated in Nevada on November 6, 1990 ("Incorporation Date"), became Baby Bee Bright Corporation after completing a reverse merger with Sequoia Interests Corporation and on April 4, 2011, changed its business plan and corporate direction and changed its name to FusionPharm, Inc. (herein referred to as the Company). Since April 4, 2011, the Company: (a) has conducted continuous operations in the same business plan and corporate

direction established on April 4, 2011; (b) was not and has never been the subject of a business combination involving a shell as defined under Rule 405 of the Securities Act of 1933 ("Securities Act"); (c) has maintained the same officers, directors and management; and (d) been current in its reports required to be filed with OTCMG. Under the provisions of Securities Act Rule 144(i), Rule 144 may be deemed unavailable for the resale of securities issued by a shell company as defined by Rule 405 or an issuer that has been at any time previously a shell company at the time of issuance of the securities unless certain conditions are met. In connection with the foregoing, I have reviewed and examined the following documents: (a) the Company's business reports and financial statements contained in its reports filed with OTCMG; and (b) an Officer's Certificate by the Company's Chief Executive Officer attesting that to the Company's non-shell status Based on the foregoing, I am of the opinion that the Company is not a shell company as defined by Rule 405 of the Securities Act.

Further, an exemption from registration regarding the issuance of the Shares without a restrictive legend is available to the Seller because: (a) MVP has met the applicable one year holding period applicable to the converted shares since payment insofar as full payment for the converted debt was made no later that the Note's maturity date, which is more than one year prior the date of this opinion.

Rule 144 Amendments to the Securities Act became effective in February of 2008. Under these amendments, non-affiliates of non-reporting companies may resell their shares after a one year period if the non-reporting company is current in all of its reports with OTCMG. The Company is current in all of its OTCMG reports. As such, none of the remaining Rule 144 conditions remain applicable to sales by non-affiliates of a reporting company once the one year holding period has been met. Based on the foregoing, I am of the opinion that the sale by the Seller will be in conformity with Rule 144(d)(1)(ii) of the Securities Act. You are hereby authorized to issue the Shares to the Seller without a restrictive legend from the Certificate and deliver the shares in accordance with MVP's instructions.

Based on the foregoing and additionally, please note that it is my opinion that: (1) the one (1) year holding period requirement of Rule 144(d)(1)(ii) and the current public information requirement of Rule 144(c) (2) are satisfied; (2) neither the Seller or MVP are affiliates, and (3) the Shares may be sold pursuant to Rule 144(d)(1)(ii) and the certificate should be issued to the Seller without a restrictive legend.

We do not undertake to advise you or anyone else of any changes in the opinions expressed herein resulting from changes in facts or any other matters that hereafter might occur or be

brought to our attention that did not exist on the date hereof or of which we had no knowledge. This opinion assumes that: (a) all information in all documents referred to above is true and correct; (b) all signatures on all documents referred to above are genuine; (c) all documents submitted to me are true and accurate copies of originals; (d) each natural person signing any document referred to above had the legal capacity to do so. To the extent that our opinion is limited in scope to our knowledge, our knowledge refers to our actual knowledge without an independent verification of the facts by us. This opinion may only be relied upon by the broker-dealer where the Seller maintains his securities account and the Company's transfer agent.

Sincerely Yours,

Frederick M. Lehrer, Esq.
Attorney and Counselor at Law

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September 10π, 2013

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4045 South Spencer Street
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Re: Removal of Restricted Securities Legend

Dear Sir or Madam:

We have been requested to render an opinion as to whether 28,562 common stock shares (the "Shares") of Fusion Pharm, Inc. ("the Company") to be held by Black Arch Opportunity Fund LP, a Delaware Limited Liability Partnership (the "Seller") is available for public sale.

On January 23, 2013, pursuant to a Securities Purchase Agreement ("SPA") between the Seller and Bayside Realty Holdings, LLC, a Nevada Limited Liability Company ("Bayside"), Bayside, the holder of a May 2, 2011 promissory note issued by the Company in the original principal amount of $275,000 (the "Note") sold to the Seller two portions of the original $275,000 note: (a) a first portion (the "First Portion") representing $10,624 principal plus interest of the Note for a purchase price of $10,625; (b) a second portion (the "Second Portion") representing $1,172 principal plus interest sold to the Seller for a purchase price of $5,000. The total purchase price of the First Portion and the Second Portion is $15,625 at a conversion price of $0.40 (Forty) cents for a total of 28,562 common stock shares.

The Note (the original note dated May 2, 2011 between the Company and Bayside) is for the principal sum of $275,000 with the unpaid principal at 10% interest at a maturity date of May 2, 2013 and a conversion feature, which provides that the number of shares to be issued upon a conversion event shall be equal to the quotient obtained by dividing the outstanding principal and

unpaid accrued interest on the Note (the original note dated May 2, 2011) by $0.01. In connection with the foregoing, I have reviewed the Note and the SPA.

Rule 144 Amendments to the Securities Act of 1933, as amended (the "Act") became effective in February of 2008. Under these amendments, non-affiliates of non-reporting companies may resell their shares after a one-year holding period if the reporting company is current in all of its filings with OTC Markets Group, Inc. ("OTCMG"). Based upon my review of the Company's filings with OTCMG, the Company is current in all such reports.

Bayside has informed me that: (a) it is not an affiliate of the Company nor has it been an affiliate at anytime; (b) it owned as of May 2, 2011 and January 2, 2013, less than 10% of the Company's outstanding shares as of the date of the Company's latest quarterly report with otcmarkets, respectively; (c) it has executed the proper corporate actions authorizing the sale of the First Portion and the Second Portion by Bayside to the Seller; and (e) the Company has executed the proper corporate actions authorizing the original May 2, 2011 note. In connection with the foregoing, I have reviewed and examined the following documents: (a) the Note; (b) an Officer's Certificate by the Company's Chief Executive officer; (c) September 3, 2013 Notice of Conversion by the holder of the Note to convert $11,424.93 of the unpaid principal amount plus interest upon the Note into 28,562 shares to be issued in the name of the Seller; (d) correspondence to the undersigned counsel setting forth the facts of the conversion and attesting to the Company's non-shell status; (e) Bayside's statement of Non-Affiliation – Restrictive Legend Removal Pursuant to Rule 144(b)(1) For Reporting Issuers After One Year Holding Period; (f) Corporate Resolution of Authorization; (g) September 9, 2013 correspondence from the Company's Chief Executive Officer to Pacific Stock Transfer authorizing said transfer agent to convert and issue the Shares to the Seller; (h) Written Consent of the Company's Board of Directors In Lieu of a Special Meeting authorizing the conversion upon the Note; and (i) Letter of Authorization to Pacific Stock Transfer from the Company's Chief Executive authorizing the conversion of the Note into 28,562 shares to be issued to the Seller.

The Seller has informed me that: (a) it is not an affiliate of the Company nor has it been an affiliate at anytime; (b) the 28,562 shares being issued to it are the result of the conversion of $11,424.93 of the unpaid principal amount plus interest upon the Note; (c) it owns less than 10% of the Company's outstanding shares as of the date of the Company's last quarterly report with otcmarkets.

Based on the Company's reports filed with OTC Markets Group, Inc. ("OTCMG") the Company was incorporated in Nevada on November 6, 1990 ("Incorporation Date"), became Baby Bee Bright Corporation after completing a reverse merger with Sequoia Interests Corporation and on April 4, 2011, changed its business

plan and corporate direction and changed its name to FusionPharm, Inc. (herein referred to as the Company). Since April 4, 2011, the Company: (a) has conducted continuous operations in the same business plan and corporate direction established on April 4, 2011; (b) was not and has never been the subject of a business combination involving a shell as defined under Rule 405 of the Securities Act of 1933 ("Securities Act"); (c) has maintained the same officers, directors and management; and (d) been current in its reports required to be filed with OTCMG. Under the provisions of Securities Act Rule 144(i), Rule 144 may be deemed unavailable for the resale of securities issued by a shell company as defined by Rule 405 or an issuer that has been at any time previously a shell company at the time of issuance of the securities unless certain conditions are met. In connection with the foregoing, I have reviewed and examined the following documents: (a) the Company's business reports and financial statements contained in its reports filed with OTCMG; and (b) an Officer's Certificate by the Company's Chief Executive Officer attesting that to the Company's non-shell status Based on the foregoing, I am of the opinion that the Company is not a shell company as defined by Rule 405 of the Securities Act.

Further, an exemption from registration regarding the issuance of the Shares without a restrictive legend is available to the Seller because Bayside has met the applicable one year holding period applicable to the converted shares since payment insofar as full payment for the converted debt was made no later that the Note's maturity date, which is more than one year prior the date of this opinion.

Rule 144 Amendments to the Securities Act became effective in February of 2008. Under these amendments, non-affiliates of non-reporting companies may resell their shares after a one-year period if the non-reporting company is current in all of its reports with OTCMG. The Company is current in all of its OTCMG reports. As such, none of the remaining Rule 144 conditions remain applicable to sales by non-affiliates of a reporting company once the one-year holding period has been met. Based on the foregoing, I am of the opinion that the sale by the Seller will be in conformity with Rule 144(d)(1)(ii) of the Securities Act. You are hereby authorized to issue the Shares to the Seller without a restrictive legend from the Certificate and deliver the shares in accordance with the conversion notice instructions.

Based on the foregoing and additionally, please note that it is my opinion that: (1) the one (1) year holding period requirement of Rule 144(d)(1)(ii) and the current public information requirement of Rule 144(c) (2) are satisfied; (2) neither the Seller or Bayside are affiliates, and (3) the Shares may be sold pursuant to Rule 144(d)(1)(ii) and the certificate should be issued to the Seller without a restrictive legend.

We do not undertake to advise you or anyone else of any changes in the opinions expressed herein resulting from changes in facts or any other matters that hereafter might occur or be brought to our attention that did not exist on the date hereof or of which we had no knowledge. This opinion assumes that: (a) all information in all documents referred to above is true and correct; (b) all signatures on all documents referred to above are genuine; (c) all documents submitted to me are true and accurate copies of originals; (d) each natural person signing any document referred to above had the legal capacity to do so. To the extent that our opinion is limited in scope to our knowledge, our knowledge refers to our actual knowledge without an independent verification of the facts by us. This opinion may only be relied upon by the broker-dealer where the Seller maintains his securities account and the Company's transfer agent.

Sincerely Yours,

Frederick M. Lehrer, Esq.
Attorney and Counselor at Law

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September 10, 2013

Pacific Stock Transfer
4045 South Spencer Street
Suite 403
Las Vegas, Nevada 89119

Re: Removal of Restricted Securities Legend

Dear Sir or Madam:

We have been requested to render an opinion as to whether 313,703 common stock shares (the "Shares") of Fusion Pharm, Inc. ("the Company") to be held by Starcity Capital LLC, a New York Limited Liability Company (the "Seller") is available for public sale.

On January 23, 2013, pursuant to a Securities Purchase Agreement ("SPA") between the Seller and Bayside Realty Holdings, LLC ("Bayside"), a Nevada Limited Liability Company, Bayside, the holder of a May 2, 2011 promissory note issued by the Company in the original principal amount of $275,000 (the "Note") sold to the Seller $116,875 principal plus interest (the "$116,875 Amount") of the Note. The total purchase price of the $116,875 Amount is $116,875. The Seller is converting the $116,875 Amount at a conversion rate of forty (40) cents for the Shares for a total of 313,703 common stock shares.

The Note (the original note dated May 2, 2011 between the Company and Bayside) is for the principal sum of $275,000 with the unpaid principal at 10% interest at a maturity date of May 2, 2013 and a conversion feature, which provides that the number of shares to be issued upon a conversion event shall be equal to the quotient obtained by dividing the outstanding principal and unpaid accrued interest on the Note (the original note dated May 2, 2011) by $0.01. In connection with the foregoing, I have reviewed the Note and the SPA.

Rule 144 Amendments to the Securities Act of 1933, as amended (the "Act") became effective in February of 2008. Under these amendments, non-affiliates of non-reporting companies may resell their shares after a one year holding period if the reporting company is current in all of its filings with OTC Markets Group, Inc. ("OTCMG"). Based upon my review of the Company's filings with OTCMG, the Company is current in all such reports.

Bayside has informed me that: (a) it is not an affiliate of the Company nor has it been an affiliate at anytime; (b) it owned as of May 2, 2011 and January 2, 2013, less than 10% of the Company's outstanding shares as of the date of the Company's latest quarterly report with otcmarkets, respectively; (c) it has executed the proper corporate actions authorizing the sale of the First Portion and the Second Portion by Bayside to the Seller; and (d) the Company has executed the proper corporate actions authorizing the original May 2, 2011 note and conversion set forth herein. In connection with the foregoing, I have reviewed and examined the following documents: (a) the Note; (b) an Officer's Certificate by the Company's Chief Executive officer; (c) September 3, 2013 Notice of Conversion by the holder of the Note to convert $171,875 of the unpaid principal amount plus interest upon the Note into 313,703 shares to be issued in the name of the Seller; (d) correspondence to the undersigned counsel setting forth the facts of the conversion and attesting to the Company's non-shell status; (e) Bayside's statement of Non-Affiliation – Restrictive Legend Removal Pursuant to Rule 144(b)(1) For Reporting Issuers After One Year Holding Period; (f) Corporate Resolution of Authorization; (g) September 9, 2013 correspondence from the Company's Chief Executive Officer to Pacific Stock Transfer authorizing said transfer agent to convert and issue the Shares to the Seller; (h) Written Consent of the Company's Board of Directors In Lieu of a Special Meeting authorizing the conversion upon the Note; (i) conversions calculations; and (j) Letter of Authorization to Pacific Stock Transfer from the Company's Chief Executive authorizing the conversion of the Note into 313,703 shares to be issued to the Seller.

The Seller has informed me that: (a) it is not an affiliate of the Company nor has it been an affiliate at anytime; (b) the 313,703 shares being issued to it are the result of the conversion of $171,875 of the unpaid principal amount plus interest upon the Note; and (c) it owns less than 10% of the Company's outstanding shares as of the date of the Company's last quarterly report with otcmarkets.

Based on the Company's reports filed with OTC Markets Group, Inc. ("OTCMG") the Company was incorporated in Nevada on November 6, 1990 ("Incorporation Date"), became Baby Bee Bright Corporation after completing a reverse merger with Sequoia Interests Corporation and on April 4, 2011, changed its business plan and corporate direction and changed its name to FusionPharm, Inc. (herein referred to as the Company). Since April 4, 2011, the Company: (a) has

conducted continuous operations in the same business plan and corporate direction established on April 4, 2011; (b) was not and has never been the subject of a business combination involving a shell as defined under Rule 405 of the Securities Act of 1933 ("Securities Act"); (c) has maintained the same officers, directors and management; and (d) been current in its reports required to be filed with OTCMG. Under the provisions of Securities Act Rule 144(i), Rule 144 may be deemed unavailable for the resale of securities issued by a shell company as defined by Rule 405 or an issuer that has been at any time previously a shell company at the time of issuance of the securities unless certain conditions are met. In connection with the foregoing, I have reviewed and examined the following documents: (a) the Company's business reports and financial statements contained in its reports filed with OTCMG; and (b) an Officer's Certificate by the Company's Chief Executive Officer attesting that to the Company's non-shell status Based on the foregoing, I am of the opinion that the Company is not a shell company as defined by Rule 405 of the Securities Act.

Further, an exemption from registration regarding the issuance of the Shares without a restrictive legend is available to the Seller because Bayside has met the applicable one year holding period applicable to the converted shares since payment insofar as full payment for the converted debt was made no later that the Note's maturity date, which is more than one year prior the date of this opinion.

Rule 144 Amendments to the Securities Act became effective in February of 2008. Under these amendments, non-affiliates of non-reporting companies may resell their shares after a one year period if the non-reporting company is current in all of its reports with OTCMG. The Company is current in all of its OTCMG reports. As such, none of the remaining Rule 144 conditions remain applicable to sales by non-affiliates of a reporting company once the one year holding period has been met. Based on the foregoing, I am of the opinion that the sale by the Seller will be in conformity with Rule 144(d)(1)(ii) of the Securities Act. You are hereby authorized to issue the Shares to the Seller without a restrictive legend and deliver the shares in accordance with the Seller's instructions.

Based on the foregoing and additionally, please note that it is my opinion that: (1) the one (1) year holding period requirement of Rule 144(d)(1)(ii) and the current public information requirement of Rule 144(c) (2) are satisfied; (2) neither the Seller or Bayside are affiliates, and (3) the Shares may be sold pursuant to Rule 144(d)(1)(ii) and the certificate should be issued to the Seller without a restrictive legend.

We do not undertake to advise you or anyone else of any changes in the opinions expressed herein resulting from changes in facts or any other matters that hereafter might occur or be brought to our attention that did not exist on

the date hereof or of which we had no knowledge. This opinion assumes that: (a) all information in all documents referred to above is true and correct; (b) all signatures on all documents referred to above are genuine; (c) all documents submitted to me are true and accurate copies of originals; (d) each natural person signing any document referred to above had the legal capacity to do so. To the extent that our opinion is limited in scope to our knowledge, our knowledge refers to our actual knowledge without an independent verification of the facts by us. This opinion may only be relied upon by the broker-dealer where the Seller maintains his securities account and the Company's transfer agent.

Sincerely Yours,

Frederick M. Lehrer, Esq.
Attorney and Counselor at Law

Frederick M. Lehrer, Esquire
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September 12, 2013

Pacific Stock Transfer
4045 South Spencer Street
Suite 403
Las Vegas, Nevada 89119

Re: Removal of Restricted Securities Legend

Dear Sir or Madam:

We have been requested to render an opinion as to whether 313,703 common stock shares (the "Shares") of Fusion Pharm, Inc. ("the Company") to be held by Starcity Capital LLC, a New York Limited Liability Company (the "Seller") is available for public sale.

On January 23, 2013, pursuant to a Securities Purchase Agreement ("SPA") between the Seller and Bayside Realty Holdings, LLC ("Bayside"), a Nevada Limited Liability Company, Bayside, the holder of a May 2, 2011 promissory note issued by the Company in the original principal amount of $275,000 (the "Note") sold to the Seller $116,875 principal plus interest (the "$116,875 Amount") of the Note. The total purchase price of the $116,875 Amount is $116,875. The Seller is converting the $116,875 Amount at a conversion rate of forty (40) cents for the Shares for a total of 313,703 common stock shares. There was no additional consideration provided by the Seller or Bayside or any other person or entity to the Company.

The Note (the original note dated May 2, 2011 between the Company and Bayside) is for the principal sum of $275,000 with the unpaid principal at 10% interest at a maturity date of May 2, 2013 and a conversion feature, which provides that the number of shares to be issued upon a conversion event shall be equal to the quotient obtained by dividing the outstanding principal and

unpaid accrued interest on the Note (the original note dated May 2, 2011) by $0.01. In connection with the foregoing, I have reviewed the Note and the SPA.

Rule 144 Amendments to the Securities Act of 1933, as amended (the "Act") became effective in February of 2008. Under these amendments, non-affiliates of non-reporting companies may resell their shares after a one year holding period if the reporting company is current in all of its filings with OTC Markets Group, Inc. ("OTCMG"). Based upon my review of the Company's filings with OTCMG, the Company is current in all such reports.

Bayside has informed me that: (a) it is not an affiliate of the Company nor has it been an affiliate at anytime; (b) it owned as of May 2, 2011 and January 2, 2013, less than 10% of the Company's outstanding shares as of the date of the Company's latest quarterly report with otcmarkets, respectively; (c) it has executed the proper corporate actions authorizing the sale of the First Portion and the Second Portion by Bayside to the Seller; and (d) the Company has executed the proper corporate actions authorizing the original May 2, 2011 note and conversion set forth herein. In connection with the foregoing, I have reviewed and examined the following documents: (a) the Note; (b) an Officer's Certificate by the Company's Chief Executive officer; (c) September 3, 2013 Notice of Conversion by the holder of the Note to convert $171,875 of the unpaid principal amount plus interest upon the Note into 313,703 shares to be issued in the name of the Seller; (d) correspondence to the undersigned counsel setting forth the facts of the conversion and attesting to the Company's non-shell status; (e) Bayside's statement of Non-Affiliation – Restrictive Legend Removal Pursuant to Rule 144(b)(1) For Reporting Issuers After One Year Holding Period; (f) Corporate Resolution of Authorization; (g) September 9, 2013 correspondence from the Company's Chief Executive Officer to Pacific Stock Transfer authorizing said transfer agent to convert and issue the Shares to the Seller; (h) Written Consent of the Company's Board of Directors In Lieu of a Special Meeting authorizing the conversion upon the Note; (i) conversions calculations; and (j) Letter of Authorization to Pacific Stock Transfer from the Company's Chief Executive authorizing the conversion of the Note into 313,703 shares to be issued to the Seller.

The Seller has informed me that: (a) it is not an affiliate of the Company nor has it been an affiliate at anytime; (b) the 313,703 shares being issued to it are the result of the conversion of $171,875 of the unpaid principal amount plus interest upon the Note; and (c) it owns less than 10% of the Company's outstanding shares as of the date of the Company's last quarterly report with otcmarkets.

Based on the Company's reports filed with OTC Markets Group, Inc. ("OTCMG") the Company was incorporated in Nevada on November 6, 1990 ("Incorporation Date"), became Baby Bee Bright Corporation after completing a reverse merger with Sequoia Interests Corporation and on April 4, 2011, changed its business

plan and corporate direction and changed its name to FusionPharm, Inc. (herein referred to as the Company). Since April 4, 2011, the Company: (a) has conducted continuous operations in the same business plan and corporate direction established on April 4, 2011; (b) was not and has never been the subject of a business combination involving a shell as defined under Rule 405 of the Securities Act of 1933 ("Securities Act"); (c) has maintained the same officers, directors and management; and (d) been current in its reports required to be filed with OTCMG. Under the provisions of Securities Act Rule 144(i), Rule 144 may be deemed unavailable for the resale of securities issued by a shell company as defined by Rule 405 or an issuer that has been at any time previously a shell company at the time of issuance of the securities unless certain conditions are met. In connection with the foregoing, I have reviewed and examined the following documents: (a) the Company's business reports and financial statements contained in its reports filed with OTCMG; and (b) an Officer's Certificate by the Company's Chief Executive Officer attesting that to the Company's non-shell status Based on the foregoing, I am of the opinion that the Company is not a shell company as defined by Rule 405 of the Securities Act.

Further, an exemption from registration regarding the issuance of the Shares without a restrictive legend is available to the Seller because Bayside has met the applicable one year holding period applicable to the converted shares since payment insofar as full payment for the converted debt was made no later that the Note's maturity date, which is more than one year prior the date of this opinion.

Rule 144 Amendments to the Securities Act became effective in February of 2008. Under these amendments, non-affiliates of non-reporting companies may resell their shares after a one year period if the non-reporting company is current in all of its reports with OTCMG. The Company is current in all of its OTCMG reports. As such, none of the remaining Rule 144 conditions remain applicable to sales by non-affiliates of a reporting company once the one year holding period has been met. Based on the foregoing, I am of the opinion that the sale by the Seller will be in conformity with Rule 144(d)(1)(ii) of the Securities Act. You are hereby authorized to issue the Shares to the Seller without a restrictive legend and deliver the shares in accordance with the Seller's instructions.

Based on the foregoing and additionally, please note that it is my opinion that: (1) the one (1) year holding period requirement of Rule 144(d)(1)(ii) and the current public information requirement of Rule 144(c) (2) are satisfied; (2) neither the Seller or Bayside are affiliates, and (3) the Shares may be sold pursuant to Rule 144(d)(1)(ii) and the certificate should be issued to the Seller without a restrictive legend.

We do not undertake to advise you or anyone else of any changes in the opinions expressed herein resulting from changes in facts or any other matters that hereafter might occur or be brought to our attention that did not exist on the date hereof or of which we had no knowledge. This opinion assumes that: (a) all information in all documents referred to above is true and correct; (b) all signatures on all documents referred to above are genuine; (c) all documents submitted to me are true and accurate copies of originals; (d) each natural person signing any document referred to above had the legal capacity to do so. To the extent that our opinion is limited in scope to our knowledge, our knowledge refers to our actual knowledge without an independent verification of the facts by us. This opinion may only be relied upon by the broker-dealer where the Seller maintains his securities account and the Company's transfer agent.

Sincerely Yours,

Frederick M. Lehrer, Esq.
Attorney and Counselor at Law