

April 28, 2011

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

Re: Black Dragon Resource Companies Inc. (BDGR.PK)

Ladies and Gentlemen:

Please be advised that Adams and Reese LLP (“Counsel”) has been retained by Black Dragon Resource Companies Inc., a Delaware corporation (the “Issuer”), for the purpose of reviewing the current information supplied by the Issuer and to provide this opinion letter to you.

In connection therewith, the OTC Markets Group, Inc. (hereinafter, “OTCMG”), is entitled to rely on the contents of this letter solely for the purpose of determining 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 “’33 Act”). OTCMG has full and complete permission and rights to publish this letter with OTC Disclosure and News Service for viewing by the general public and regulators, and OTCMG 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 ’33 Act without the prior written consent of Adams and Reese LLP. However, this opinion may not be quoted to, furnished to, or relied upon by, any other person, including without limitation public investors in making their investment decisions, without the prior written consent of Adams and Reese LLP.

In arriving at the opinions expressed below, we have examined and relied on originals or copies, identified to our satisfaction, of the Issuer’s Annual Report for the period ended December 31, 2010, as amended, which was posted to the OTC Disclosure and News Service on April 27, 2011 (the “2010 Annual Report”), the Issuer’s Articles of Incorporation, as amended, dated November 24, 2010 (the “Articles”) and the Issuer’s Bylaws (the “Bylaws”), all of which have been certified to us as true, accurate and correct by Thomas Neely, the Issuer’s President (collectively, the “Posted Information”). In addition, we have examined such certificates from officers and representatives of the Issuer (collectively, the “Other Documents”) and such questions of law as we have deemed necessary or appropriate for the purposes of this opinion. As to facts material to our opinion, we have made no independent investigation of such facts and have relied on the Posted Information, the Other Documents and such certificates from public officials, as we have deemed necessary or appropriate for the basis of this opinion. In our review of the Other Documents and such certificates from public officials we had no knowledge that such sources were unreliable. In making the foregoing examinations, we have assumed that, as to the factual matters, all representations and warranties and other factual statements made in the Posted

Information and Other Documents were and are true, correct and complete in all material respects, and we made no independent investigation of such matters. We have assumed that any representation or statement qualified by “the knowledge” of the party making such representation or statement, or by similar qualification, is correct without such qualification. As to all matters in which a person or entity making a representation referred to above has represented that such person or entity either is not a party to, or does not have, or is not aware of, any plan or intention, understanding or agreement, we have assumed that there is in fact no such plan, intention, understanding or agreement. Moreover, to the extent that any of the Other Documents is governed by the laws of any jurisdiction other than the jurisdictions that are the subject of this opinion, our opinion relating to those Other Documents is based solely upon the plain meaning of their language without regard to interpretation or construction that might be indicated by the laws governing those Other Documents.

In rendering the opinions herein set forth, we have assumed, with your permission and without independent investigation on our part, the following:

1. any executed document provided to us by the Issuer has been duly authorized, executed and delivered by each of the parties thereto, that each such party had the requisite power and authority to execute, deliver and perform the obligations incorporated by such document and that such documents constitute the legal, valid and binding obligation of each such party thereto enforceable against it in accordance with its terms;
2. the legal capacity of natural persons;
3. all documents submitted to us as originals are authentic, all documents submitted to us as certified or photostatic copies conform to the authentic original documents, all signatures on all documents submitted to us for examination are genuine, and all public records reviewed are accurate and complete.

On December 10, 2010, as a member of this firm, I, William C. Perez, met in person with Dei Lanza, who represented to be an executive officer and a director of the Issuer, to discuss the Issuer’s plan of operations for the next 12 months and the Issuer’s 2010 Annual Report.

At present, we are of the opinion that:

1. The posting of the Posted Information on the OTC Disclosure and News Service constitutes “adequate public information”, as such term has been defined in Rule 144(c)(2) promulgated under the ‘33 Act, which “is available”, as such term has been defined in Rule 144(c)(2) promulgated under the ‘33 Act, concerning the Common Stock of the Issuer. To our knowledge, based on certification from the Issuer and our review of the OTCMG web site listing for the Issuer’s posted financial information located at <http://www.otcmarkets.com/stock/BDGR/financials>, the Posted Information has been posted on the OTC Disclosure and News Service.

OTC Markets Group, Inc.  
RE: Black Dragon Resource Companies, Inc.  
April 28, 2011  
Page 3

2. To our knowledge, the Issuer's 2010 Annual Report includes the information that a broker-dealer would be required to obtain from the Issuer to publish a quotation for the Issuer's Common Stock under Rule 15c2-11 promulgated under the Securities Exchange Act of 1934, as amended, and substantially complies as to form with the OTCMG Alternative Reporting Standard: Guidelines for Providing Adequate Current Information, which may be found on the internet at [www.otcmarkets.com](http://www.otcmarkets.com).

3. The financial statements contained in the Issuer's 2010 Annual Report are not audited. Ms. Dei Lanza, Treasurer and a Director of the Issuer, was responsible for the preparation of the financial statements. To our knowledge, Ms. Lanza is not a certified public accountant.

4. The Issuer's transfer agent is Signature Stock Transfer, 2632 Coachlight Court, Plano, Texas 75093, telephone 972.612.4120, facsimile 972.612.4122. To our knowledge, the transfer agent is registered with the Securities and Exchange Commission. To our knowledge, no additional shares have been issued between the period of the report issued to us by the transfer agent and the date of this letter.

5. Solely based upon the certification of the Issuer to us as contained in that certain Omnibus Certificate dated March 31, 2011, neither the Issuer, any holder of 5% or greater of the Issuer's securities, nor the Issuer's counsel is currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws.

As required by the OTCMG Attorney Letter Guidelines, William C. Perez is an attorney duly licensed to practice law in the Louisiana, Virginia, and the District of Columbia; is a U.S. resident; and is permitted to practice before the Securities and Exchange Commission. Further, to our knowledge, no member of this firm has been prohibited from practice thereunder. We do not express any opinion herein concerning any law other than the laws of the United States and the States of Louisiana and Virginia and the District of Columbia.

The opinions set forth above are subject in all respects to the following qualifications, exceptions, assumptions and limitations:

(a) The opinions expressed herein are as of the date hereof or, to the extent a reference to a certificate or Other Document is made herein, to such date only, and we assume no obligation to update or supplement such opinions to reflect any fact or circumstance that may hereafter come to our attention, or any amendment to the Posted Information that may hereafter become effective, or any change in law that may hereafter occur or become effective.

(b) We do not represent the Issuer on a general or regular basis and, accordingly, have no detailed information concerning its businesses or operations. Therefore, nothing contained herein should be construed as an opinion regarding: (i) the Issuer or its operations satisfying or otherwise complying with any laws or ordinances or (ii) the [securities], the value of such [securities] or any matters relating to investment decisions regarding the [securities]. We do not assume responsibility for, or give an opinion as to, the accuracy and completeness or

OTC Markets Group, Inc.  
RE: Black Dragon Resource Companies, Inc.  
April 28, 2011  
Page 4

fairness of any information of a factual nature; including, but not limited to, financial information furnished or representations and warranties contained in the Posted Information.

(c) With respect to any opinions regarding stockholders of the Issuer and/or issued and outstanding securities thereof, we have relied exclusively on the stockholders list provided by Signature Stock Transfer, as transfer agent for the Company, which report was dated December 31, 2011. We have also relied upon representations and certifications provided to us by the President of the Issuer.

(d) With respect to references herein to “known to us”, “to our knowledge”, “to the best of our knowledge” or words or phrases of similar import (whether or not modified by any additional phrases), such references mean the actual, current knowledge that those attorneys of this firm who devoted substantive attention to the matters to which this opinion relates (not to the knowledge of the firm generally) have obtained from the following, which constituted the examination for the purposes of the applicable opinions their review of documents in connection with rendering this opinion, and the due diligence performed in connection therewith, which review and due diligence were limited to reviewing the Posted Information and Other Documents, the exhibits and schedules thereto, and certificates of officers of the Issuer and which due diligence did not include any examination of courts, boards, other tribunals or public records with respect to any litigation, investigation or proceedings, or judgments, orders or decrees, in any event applicable to the Issuer or any of its respective properties, except. Except as otherwise stated in this opinion, we have undertaken no independent investigation or verification of such matters.

This letter constitutes a legal opinion letter issued by our firm only as to the matters set forth above, and should not be construed as a guarantee, warranty or as any other type of document or instrument. In this regard, it is only our professional judgment as to the specific questions of law addressed, based on our professional knowledge and judgment at this time and is prepared and rendered in accordance with the standard of care applicable to opinion letters issued by law firms and/or lawyers located in the State of Louisiana.

Very truly yours,

A handwritten signature in cursive script that reads "Adams and Reese LLP". The signature is written in dark ink and is positioned above the printed name of the firm.

ADAMS AND REESE LLP