

[Law Firm Letterhead]

[Date]

[Issuer Name]

[Issuer Address]

[City, Country]

Re: Legal Opinion - Issuance of Securities pursuant to Regulation S

To the Board of Directors:

We have acted as counsel to [Issuer Name], a [Jurisdiction] corporation (the "Company"), in connection with the proposed issuance and sale of [Description of Securities, e.g., 1,000,000 shares of Common Stock] (the "Securities"). This opinion is rendered regarding the exemption from registration requirements under the United States Securities Act of 1933, as amended (the "Securities Act"), pursuant to Regulation S promulgated thereunder.

In connection with this opinion, we have examined originals or copies of the following documents:

- The Certificate of Incorporation and Bylaws of the Company;
- The Subscription Agreement dated [Date] between the Company and [Purchaser Name] (the "Purchaser");
- Certificates of officers of the Company and representations made by the Purchaser.

Based upon the foregoing and subject to the qualifications set forth herein, we are of the opinion that:

1. Offshore Transaction: The offer and sale of the Securities constitute an "offshore transaction" as defined in Rule 902(h) of Regulation S. The Purchaser is not a "U.S. person" as defined in Rule 902(k) and, at the time the buy order was originated, the Purchaser was outside the United States.

2. No Directed Selling Efforts: To our knowledge, no "directed selling efforts" as defined in Rule 902(c) have been made in the United States by the Company, any distributor, or any of their respective affiliates.

3. Exemption: The offer and sale of the Securities are exempt from the registration requirements of Section 5 of the Securities Act by virtue of compliance with Rule 903 (Issuer Safe Harbor) of Regulation S.

4. Transfer Restrictions: The Securities are "restricted securities" and may not be offered or sold in the United States or to U.S. persons unless registered under the Securities Act or pursuant to an available exemption. The certificates representing the Securities shall bear a restrictive legend to this effect.

This opinion is limited to the federal laws of the United States. We express no opinion as to the laws of any other jurisdiction.

Sincerely,

[Signature of Law Firm]

[Name of Partner]

[Law Firm Name]