

# FINANCE LAW GROUP

August 15, 2008

*Via Facsimile (212-652-5920) and U.S. Mail*

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

Re: G & S Minerals, Inc.

Ladies and Gentlemen:

We have acted as special counsel for G & S Minerals, Inc., a Nevada corporation (the “Issuer”), in connection with the Issuer’s application to have its common stock (the “Securities”) included for quotation on the Pink OTC Markets, including for the purpose of reviewing the current information supplied by the Issuer to Pink OTC Markets.

In our capacity as special counsel to the Issuer, we have examined originals or copies, certified or otherwise, identified to our satisfaction as being true copies, of the Certificate of Incorporation, as amended, of the Issuer, and such corporate records of the Issuer, certificates of public officials and of officers of the Issuer and others (all of whom were believed to be reliable), and other documents as we have deemed necessary for the purpose of this opinion. We have also examined the following documents filed through the OTC Disclosure and News Service on the dates indicated below: (i) Initial Company Information and Disclosure Statement (June 9, 2008) (the “Disclosure Statement”); (ii) Exhibits 19.1, 19.2, 19.3, 19.4, 19.5, 19.7, 19.8 and 19.9 to the Disclosure Statement (June 8, 2008); (iii) consolidated balance sheets of the Issuer and subsidiary as of December 31, 2007 and 2006 and the related consolidated statements of operations, stockholders equity and cash flows for the periods then ended and accompanying auditor’s report of Gruber & Company, LLC dated July 11, 2008 (July 18, 2008); (iv) profit and loss statements for the three- and six-month periods ended March 31, and June 30, 2008 (unaudited) (July 18, 2008); and (v) balance sheet as of March 31, and June 30, 2008 (unaudited) (July 18, 2008) (such documents, on the dates they were filed, including the information incorporated therein by reference being herein called the “Disclosure Documents”).

We advise you that we are informed that the financial statements included in the Disclosure Documents were prepared by the Issuer’s Chief Financial Officer Ryan Kutty and Controller Tony Nagin and audited by Gruber & Company, LLC, whose California address is 572 Shasta Drive, Encinitas, CA 92024. The transfer agent for the Securities is Olde Monmouth Stock Transfer Co., Inc., 200 Memorial Parkway, Atlantic Highlands, NJ 07716, which has represented to the Issuer that it is registered with the SEC. Counsel relied on stockholder’s list

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provided by the transfer agent to the Issuer to confirm the number of outstanding shares set forth in the Disclosure Documents.

As special counsel for the Issuer, we have advised the Issuer as to the requirements of Rule 144(c) of the Securities Act and Rule 15c2-11 of the Exchange Act, examined such corporate records and other documents and such questions of law as counsel considered necessary or appropriate for purposes of rendering this letter, and rendered other legal advice and assistance in the course of the preparation of the Disclosure Materials. Rendering such assistance involved, among other things, met in person or telephonically with all of the management and directors of the Issuer, discussions and inquiries concerning various legal matters and review of other documents and records. We also participated in conferences with the Issuer's management and directors and the Issuer's independent accountants, at which conferences the contents of the Disclosure Documents, as published by the Issuer through the OTC Disclosure and News Service, and related matters were discussed, but, except as expressly set forth below with respect to legal matters, we have not independently verified the accuracy, completeness or fairness of the statements contained in the Disclosure Documents. Also, we do not express any opinion or belief as to the financial statements, schedules or other financial or statistical data contained in the Disclosure Documents.

Based upon and subject to the foregoing, and having considered such questions of law as we have deemed relevant, we are of the opinion that:

- (i) the information contained in the Disclosure Documents constitutes adequate current public information concerning the Securities and the Issuer within the meaning of Rule 144(c)(2) under the Securities Act of 1933, as amended (the "Securities Act");
- (ii) the information contained in the Disclosure Documents is available within the meaning of Rule 144(c)(2) under the Securities Act;
- (iii) the information contained in the Disclosure Documents includes 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");
- (iv) the information contained in the Disclosure Documents complies as to form with the Pink OTC Markets' Guidelines for Providing Adequate Current Information;
- (v) the information contained in the Disclosure Documents has been posted through the OTC Disclosure and News Service.

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Subject to the foregoing, we also advise you that, to the best of our knowledge, after inquiry of management and the directors of the Issuer, none of the Issuer, any 5% holder, or counsel is currently under investigation by any federal or state regulatory authority for any violation of federal or states securities laws.

Subject to the foregoing, we also advise you that, to the best of our knowledge, after inquiry of management and the directors of the Issuer, (1) the full name, (2) the business address, and (3) the number and class of the Issuer's securities beneficially owned by each executive officer, director, general partner and other control person of the Issuer is as listed in Items XI, XIII and XIV of the Disclosure Statement, that any securities issued in consideration of services were in consideration of services to the Issuer in such capacities, and that no other promoter, finder, consultant or other advisor of the Issuer assisted, prepared or provided information with respect to the Issuer's disclosure, other than Finance Law Group, which purchased 300,000 shares of common stock. We further advise you that, to the best of our knowledge, after inquiry of management and the directors of the Issuer, neither the Issuer nor any of its officers, directors, 10% stockholders or control persons have engaged or participated in any promotional activities relating to the Issuer's common stock, nor are there any agreements between any of the above persons and any third persons relating to any promotional activities. In this regard, we note that in the period from June 2006 to January 2007 the Issuer engaged at various times The Financial Globe, Inc. (dba Kaiden Daniels IR) and Mr. Gary Trump, Bravo International, San Diego Torrey Capital, Bridge IR, and Barry Davis to provide shareholder communications or investor relations services to the Issuer, and that such persons received 1,500,000, 500,000, 100,000, 3,000,000 and 2,500,000 shares, respectively, of common stock for such services. We are also informed that there are not presently and have not been since January 2008 agreements with any of such persons (or any other persons for such services). We are further informed that none of such persons other than Barry Davis presently beneficially own any common stock, with Mr. Davis continuing to beneficially own 2.5 million shares and with the shares received by The Financial Globe and Gary Trump being canceled pursuant to a judgment entered against them in litigation brought by the Issuer and the shares transferred to Bridge IR being canceled or retransferred to the transferring shareholder pursuant to litigation presently being brought by such shareholder and likely to be joined by the Issuer seeking damages and recovery of the shares transferred to Bridge IR. We further advise you that, to the best of our knowledge, after inquiry of management and the directors of the Issuer, with respect to each of the securities described in this paragraph other than those transferred by a shareholder to Bridge IR, such securities were restricted securities and the certificate or other document that evidenced the securities issued to such person contained a legend stating that the securities were not registered under the Securities Act and setting forth or referring to restrictions on transferability and sale of the securities. For purposes of this paragraph, the term "control person" includes (i) any person controlling, under common control with, or controlled by, the Issuer or (ii) any person who obtained securities of the Issuer in connection with a negotiation with the Issuer within the three-year period prior to the date of this letter and, with respect to any of the Issuer's control persons that is an entity and any parent entity of any control person, to the best of our knowledge, after inquiry of

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management and the directors of the Issuer, the Disclosure Statement includes such information for each control person of such entity or parent entity.

In providing you the information in the immediately preceding paragraph, we further advise you that we made specific inquiry of each executive officer, director, general partner and other control person of the Issuer and each person identified to us as owning more than ten percent (10%) of the Securities (collectively, the "Insiders") (there being no persons identified to us as engaged in any promotional activities regarding the Issuer). Based upon such inquiries and other information available to us we further advise you that, to the best of our knowledge and except as noted in the preceding paragraph, any sales of the Securities by Insiders within the twelve-month period prior to the date of this letter have been made in compliance with Rule 144, including, without limitation, any required filings of Form 144, and nothing has come to our attention indicating that any of the Insiders is in possession of any material non-public information regarding the Issuer or the Securities that would prohibit any of them from buying or selling the Securities under Rules 10b-5 or 10b5-1 under the Exchange Act.

The representatives of Finance Law Group compiling this letter and signing this opinion in the name the firm are U.S. residents and the firm has been retained by the Issuer for the purpose of rendering this opinion and related matters. Counsel is permitted to practice before the Securities and Exchange Commission and has not been prohibited from practice thereunder. We express no opinion as to matters of law other than the law of the State of California (where we are licensed to practice) and the federal law of the United States. This letter is furnished by us a counsel to the Issuer and is issued to Pink OTC Markets, which is entitled to rely on such letter in 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, solely for its benefit and may not be relied upon by, nor may copies be delivered to, any other person without our prior written consent; provided, however, that Pink OTC Markets may publish the letter through the OTC Disclosure and News Service for viewing by the public and regulators. We disclaim any obligation to update this opinion letter for events occurring after the date hereof.

Very truly yours,

/s/ Finance Law Group  
Finance Law Group

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