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June 1, 2020

OTC Markets Group, Inc.  
304 Hudson Street  
3<sup>rd</sup> Floor  
New York, New York 10013

RE: **Metatron, Inc.**  
**Letter of Counsel – Adequate Current Information**

Dear Sir/Madam:

The undersigned is special counsel to Metatron, Inc., a Delaware corporation (the “Issuer”). In accordance with the Guidelines, see Exhibit A attached to this Opinion Letter.

To that end, the Issuer has requested that I provide you with this letter to further supplement the disclosures that the Issuer has made to OTC Markets Group, Inc. and allow me to confirm the following:

- A. The undersigned has not received, has never received, and it not a party to any oral or written agreement, understanding or commitment that would result in the undersigned receiving currently or in the future and both of them, any shares of the Issuer’s common stock or any other security of the issuer as payment for the undersigned services of any type and at any time.
- B. The undersigned is not currently and has not been in the past five (5) years, the subject of an investigation, hearing, or proceeding by the Securities and Exchange Commission, the U.S Commodity Futures Trading Commission (CFTC), the Financial Industry Regulatory Authority (FINRA), or any other federal, state, or foreign regulatory agency.
- C. The undersigned is not currently, or has not been in the past five (5) years, suspended or barred from practicing in any state or jurisdiction, and the undersigned has not been charged in a civil or criminal case.

- D. The Issuer, including its predecessors, is not and has never been a “shell company” as defined in Rules 405 of the Securities Act of 1933 and 12b-2 of the Exchange Act of 1934.

With your permission, allow me to further confirm the following:

- (1) OTC Markets Group, Inc. is entitled to rely on this 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*, as amended (the “**1933 Act**”).
- (2) The undersigned is a U.S. resident and has been retained by the Issuer for the purpose of rendering this letter. The undersigned’s sole relationship with the Issuer is limited to the conduct of a due diligence inquiry and review of the statements and representations that the Issuer has made on OTC Markets Group, Inc. and the preparation and submission of this letter to you. The undersigned is neither an employee nor an officer or director of the Issuer.
- (3) In rendering this letter, I have reviewed the Issuer’s corporate minutes and actions of the Issuer’s Board of Directors and its Shareholders, its Certificate of Incorporation (and the amendments thereto), and its By-laws (collectively, as the “Corporate Documents”) and such other documents as I deem necessary or appropriate for purposes of rendering this letter. I have also obtained, from the Issuer, a signed copy of that certain Certificate of Corporate Officer, dated May 28, 2020 as executed by Ralph Joseph Riehl, the Issuer’s President, CEO, Chairman, Secretary, and Chief Financial Officer and certain additional documents and information further confirming the accuracy and completeness of the Corporate Documents and the information and documents that I have reviewed. The undersigned is not and has not been, at any time, an employee of the Company.
- (4) The undersigned is licensed to practice law in the states of California and Wisconsin which includes the laws of the United States and I am not relying upon the work of any other law firm or legal counsel in connection with the due diligence inquiry and review of the statements and representations of the Issuer and the preparation of this letter.
- (5) The undersigned is permitted to practice before the Securities and Exchange Commission and has not been prohibited from practice thereunder.
- (6) In preparing this letter, the undersigned has relied upon information and documents that I have obtained from a review of the Issuer’s public filings in the State of Delaware, a personal visit with the Issuer’s sole officer, Ralph Joseph Riehl, the Corporate Documents, other information that I have obtained regarding the Issuer and I am of the opinion that all such information are believed to be reliable.

(7) The Issuer has made available the following information and documents on OTC Disclosure and News Service: the full name and address of the Issuer, the nature of the Issuer's business, the nature of the products or services offered, the nature and extent of the Issuer's facilities, the exact title and class of securities outstanding, description of the Issuer's securities, list of securities offerings for the past two years, the names of the Issuer's chief executive officer, other officers, and the names of the directors on the Issuer's board of directors, the beneficial owners of 5% or more of the Issuer's common stock, the financial information on the Issuer, copies of the Issuer's charter documents, by-laws, and related information (the "**Disclosure Information**") and the following:

	<u>Description of Document</u>	<u>Period End Date</u>	<u>Published Date</u>
A.	The Quarterly Report	March 31, 2018	May 8, 2019
B.	The Quarterly Report	June 30, 2018	August 20, 2019
C.	The Quarterly Report	September 30, 2018	February 6, 2019
D.	The Annual Report	December 31, 2018	April 3, 2019
E.	The Quarterly Report	March 31, 2019	May, 12, 2020
F.	The Quarterly Report	June 30, 2019	May 12, 2020
G.	The Quarterly Report	September 30, 2019	May 12, 2020
H.	The Annual Report	December 31, 2019	May 12, 2020
I.	The Quarterly Report	March 31, 2020	May 12, 2020
J.	Supplemental Information	-----	May 12, 2020

(8) The Disclosure Information: (i) constitutes "adequate public information" concerning the securities of the Issuer and "is available" within the meaning of Rule 144(c)(2) under the Securities Act of 1933; (ii) includes all of the information that a broker-dealer would be required to obtain from the Issuer to publish a quotation for the securities of the Issuer under Rule 15c2-11 under the *Securities Exchange Act of 1934*, as amended (the "**1934 Act**"); (iii) complies as to form with the *Guidelines for providing Adequate Current Public Information* which are located on the Internet at [www.otcm Markets.com](http://www.otcm Markets.com); and (iv) has been posted through the OTC Disclosure and News Service.

(9) The Issuer's financial statements for the period ending as of the dates for each and every period ending as listed in paragraph 7 (above) and which are not audited have been prepared under the supervision of the Issuer's President, Ralph Joseph Riehl and the Issuer's Accounting Advisor, Chris Casagrand, B.S.(Accounting). I am aware that Ms. Casagrand has many years of experience as an accountant and she is experienced in the preparation of the financial statements of small public companies. She is a graduate of Northern Michigan University.

(10) The Issuer's stock transfer agent registered with the Securities and Exchange Commission and is Pacific Stock Transfer Company whose address is 6725 Via Austi Parkway, Suite 300 Las Vegas, Nevada 89119 and telephone number of 702/361-3033. The undersigned has confirmed the number of shares of the Issuer's common stock outstanding and the amount of the Issuer's preferred stock outstanding by obtaining information and the April 16, 2020 list of the Company's stockholders from Pacific Stock Transfer Company (dated as of April 16, 2020).

(11) The undersigned has (i) met personally with the Issuer's management and the Issuer's Board of Directors, namely, Ralph Joseph Riehl, the sole officer and Director; (ii) reviewed the Information, as amended, published by the Issuer through the OTC Disclosure and News Service; and (iii) discussed the Information with management and the sole Director of the Issuer.

(12) To the best knowledge of the undersigned, after inquiry of management and the directors of the Issuer, the following are not currently under investigation by any federal, or state regulatory authority for any violation of federal or states securities laws: (i) the Issuer; (ii) any 5% or more holder of the Issuer's common stock; and (iii) the undersigned.

In providing this letter to you, only you are entitled to rely upon this letter and you are authorized to fully and completely publish this letter in the OTC Disclosure and News Service for viewing by the public and regulators.

If I can help you further or if you have any questions, please let me know.

Sincerely,

*/s/ William M. Aul*

William M. Aul

WMA: mds

cc: file

Attached: Exhibit A (shown below)

**EXHIBIT A**

**TO**

**LETTER OF COUNSEL – ADEQUATE CURRENT INFORMATION**

This Exhibit A is attached to that certain letter, dated June 1, 2020 addressed to OTC Markets Group, Inc. and responds to the requested information set forth in **Exhibit B** to the instructions provided by OTC Markets Group, Inc. with respect to additional information in Items 16 and 17 of Exhibit B to the instructions for the Letter of Counsel.

**Item No.**

**16.**

**A.** The Company’s corporate officers and control persons are as follows:

**Full Legal Name of Individual & Address**

**Titles Held**

Ralph Joseph Riehl  
160 Greentree Drive, Suite 101  
Dover, Delaware 19904

President, CEO, Chairman, Secretary & Treasurer  
(The Company’s sole officer and Director.)

**B.** Promoters, Finders, Consultants or any other advisor: None.

**C.** Individuals owning 5.00% of shares or greater:

**(1) Ralph Joseph Riehl.**

**Number and Class:** Ralph Joseph Riehl, the Company’s President, CEO, Secretary and Treasurer is the owner and holder of all of the outstanding shares of the Company’s Series A Convertible Preferred Stock (the “Series A Preferred Share”) that consists of one (1) Series A Preferred Share (stated value \$100.00). The Series A Preferred Share was issued for services rendered to the Company. The Series A Preferred Share is convertible into one share of the Company’s Common Stock. Mr. Riehl, as the holder of the Series A Preferred Share is entitled to notice of any stockholders meeting and to vote with the Company’s Common Stockholders at any such meeting so that the number of votes accorded the Series A Preferred Share shall be equal to the sum of the number of voting rights then outstanding plus ten percent (10.00%). In addition to the Series A Preferred Share, Mr. Riehl is also the holder of 452,820,525 shares of the Company’s Common Stock all of which were issued for services rendered. The Series A Preferred Share is convertible into one (1) share of the Company’s Common Stock upon the election of the holder of the Series A Preferred Share.

**Item No.**

**16. (continued)**

**Date of Issuance:** The Series A Preferred Share were duly issued by the Company's Board of Directors for services rendered to the Company.

The Series A Preferred Share is considered a "restricted security" and it may not be sold, transferred or hypothecated absent an effective registration statement or an opinion of counsel, acceptable to the Company that any such sale, transfer or hypothecation may be undertaken pursuant to a valid exemption to the registration requirements under the *Securities Act of 1933*, as amended (the "*1933 Act*").

**(2) Denis Sluka**

**Number and Class:** Dennis Sluka is the holder of an aggregate of 452,820,525 shares of the Company's Common Stock. Mr. Sluka acquired the 452,820,525 shares of the Company's Common Stock upon resolutions duly adopted by the Company's Board of Directors and all said shares were issued for services rendered to the Company. All of the 452,820,525 shares of the Company's Common Stock held by Mr. Sluka are similarly "restricted securities" and are subject to the same restrictions on transfer as set forth above.

For purposes of this Opinion Letter, 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 Opinion Letter; (iii) any person owning 5.00% or more of the Company's capital stock. With respect to any of the Issuer's control persons that is an entity and any parent entity of any control person, this Opinion Letter sets forth that information above.

**Consideration Received by Issuer:** The Series A Preferred Share was issued in consideration of the Company's receipt of services rendered. The 452,820,525 shares acquired by Mr. Riehl were issued in consideration of the Company's receipt of services from Mr. Riehl.

The 452,820,525 shares acquired by Mr. Sluka were issued in consideration of the Company's receipt of services from Mr. Sluka.

**17. Specific Inquiry.**

In rendering this Opinion Letter, I have made specific inquiry of each of the above officers and Directors of the Company and based on my inquiry, I am persuaded that any sales of the Company's securities within the twelve-month period prior to this Opinion Letter have been made in compliance with Rule 144 of the 1933 Act including, without limitation, any required filings of Form 144 and nothing has come to the attention of counsel indicating that any of the Insiders is in possession of any material non-public information regarding the Issuer of the Securities that would prohibit any of them from buying or selling the Securities under Rules 10b-5 or 10b5-1 of the *Securities Exchange Act of 1934*, as amended (the "**1934 Act**").

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