

*Law Offices of*  
***Dieterich & Associates***

*11835 W. Olympic Boulevard  
Suite 1235E  
Los Angeles, California 90064  
(310) 312-6888  
FAX (310) 312-6680  
[venturelaw@gmail.com](mailto:venturelaw@gmail.com)*

*Christopher Dieterich  
Mike Khalilpour  
Bryon Y. Chung*

*Of Counsel  
J. John Combs*

September 13, 2019

OTC Markets Group  
304 Hudson Street  
Second Floor  
New York, NY 10013

RE: *Legal Opinion concerning Adequate Current Information of  
AgTech Global International, Inc.  
(Symbol – AGGL)*

Ladies/Gentlemen:

You are entitled to rely on this letter in determining whether AgTech Global International, Inc. (the “Issuer”) has made adequate current information publicly available within the meaning of Rule 144(c)(2) under the Securities Act of 1933.

I am a resident of the United States and have been retained by the Issuer for the purpose of rendering this letter and related matters. This firm’s relationship with the Issuer includes, over and above writing this letter, serving as special securities counsel for the Issuer, which duties include preparing or reviewing disclosure information and press releases, interfacing with the chief financial officer and independent accountants, and giving general legal advice to management.

I have examined such corporate records and other documents and such questions of law as I have considered necessary or appropriate for purposes of writing this letter. In all such examinations, I have assumed the genuineness of all signatures, the authenticity of all documents submitted to me as originals, the conformity to original documents of all documents submitted to me as copies and the authenticity of all originals of such documents submitted as copies. Further, in all such examinations, I may have relied on information obtained from public officials, officers of the Issuer, and other sources, and represent that all such sources are believed to be reliable.

This letter relates to the laws of the United States, specifically Federal securities law. I have been a member in good standing of the bar of the State of California since 1980, and am permitted to practice before the Securities and Exchange Commission (the “SEC”) and I have not been prohibited from practice thereunder. I have not received and have no agreement to receive any shares of the Company’s stock in payment for services. Further, I have not been, in

the last 5 years or at any time previously, barred from practicing in any state or jurisdiction and I have not been charged in a civil or criminal case.

The Issuer is not a reporting company and, therefore, does not file annual or other reports with the SEC. I have reviewed publicly available information relating to the Issuer Including:

- (i) the Issuer's profile posted on the OTC Markets Group website;
- (ii) its Initial Company information and Disclosure Statement filed as an Annual Statement for the years ended December 31, 2017 and 2018 and updated on September 11, 2019;
- (iii) its Quarterly reports for the periods ended March 31, 2019, and June 30, 2019, originally filed with the OTC Markets Group on August 27, 2019 and September 11, respectively, and updated on September 11 and 13, respectively, both unaudited; and
- (iii) its Attorney Letter with Respect to Current Information,, filed with the OTC Markets Group on September 10 and revised on September 13, 2019.

All of the above reports constitute the "Information" available to the public. The Company's financial statements provided in the Information have not been audited through December 31, 2018.

The person responsible for the preparation and compilation of the financial statements contained in the Information is Loretta Davis. Highly qualified and experienced, Ms. Davis graduated with a Bachelor's Degrees in Accounting from California State University Fullerton in 1997 and has been providing professional accounting services since then to a variety of corporations. She is an owner and President of Castle Bookkeeping and Accounting, Inc. since 2005. All presentations and filings of disclosure information are, as necessary, reviewed by Ms. Davis for any material changes to operations or presentation and then approved and certified by George Roth, President.

It is my opinion that the Information (i) constitutes adequate current public information concerning the Issuer's securities and it 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 pursuant to Rule 15c2-11 under the Securities Exchange Act of 1934 (the "Exchange Act"); (iii) complies as to form with the OTC Markets Group's Guidelines for Providing Adequate Current Information, which are located on the Internet at [www.otcmarkets.com](http://www.otcmarkets.com); and (iv) has been posted through the OTC Disclosure and News Service.

The Issuer's transfer agent is Transfer Online, Inc., 512 SE Salmon Street, 2<sup>nd</sup> Floor, Portland, Oregon 97214. Transfer Online is registered with the SEC. The method used to confirm the number of outstanding shares of common stock set forth in the Information was to contact the Issuer's transfer agent and receive confirmation as to the number of outstanding shares. As of September 6, 2019, the total number of outstanding shares of common stock of the Issuer was 51,548,555.

I have personally met with management and a majority of the directors of the Issuer. I have reviewed the Information published by the Issuer through the OTC Disclosure and News

Service. I have discussed the Information with management and a majority of the directors of the Issuer.

To the best of my knowledge, after inquiry of management and the directors of the Issuer, neither, counsel nor any officer, director or 5% holder of the securities of the Issuer is currently under investigation by any federal or state regulatory authority for any violation of federal or states securities laws.

No person other than the OTC Markets Group is entitled to rely on this letter. However, I hereby grant the OTC Markets Group full and complete permission and rights to publish the letter through the OTC Disclosure and New Service for viewing by the public and regulators.

I have compiled a list below, as of September 6, 2019, of the names of each executive officer, director, other control persons of the Issuer, consultant or any other advisor of the Issuer who assisted, prepared or provided information with respect to the Issuer's disclosure or who received securities as consideration for services rendered to the Issuer and the following information related to each: (i) their full name, (ii) their business address, (iii) the number and class of the Issuer's securities beneficially owned by each of them (iv) with respect to each of the securities described in the preceding clause whether or not the certificate or other document that evidences the securities contains a legend stating that the securities have not been registered under the Securities Act and setting forth the referring to restrictions on transferability and sale of the securities and (v) a complete description of the consideration received by the Issuer in connection with each issuance of shares to any of them including, without limitation, the nature of any services performed for or on behalf of the Issuer. For purpose of this 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 the opinion. With respect to any of the Issuer's control persons that is an entity and any parent entity of any control person, this letter provides the information described in the first sentence of this paragraph for each control person of such entity or parent entity.

(1) ***Name: George Roth, Chairman***

- (i) CEO and Chairman of the Board of Directors, President
- (ii) Roth's address: 2361 Campus Drive, Suite 140, Irvine, CA 92612
- (iii) Number and Class of Shares Beneficially Owned: 43,000,000 Common Shares  
(*through control of RxMM Health, Ltd.*)
- (iv) Shares are restricted
- (v) Acquired shares in exchange for securities and investment.

(2) ***Name: Michael Roth, Individual***

- (i) Treasurer and Member of the Board of Directors
- (ii) Roth's address: 2361 Campus Drive, Suite 140, Irvine, CA 92612
- (iii) Number and Class of Shares Beneficially Owned: 0
- (iv) N/A
- (v) N/A

(3) ***Name: Tammy Dunn, Individual***

- (i) Secretary and Director
- (ii) Dunn's Business Address: 2361 Campus Drive, Suite 100, Irvine CA 92612
- (iii) Number and Class of Shares Beneficially Owned: 0
- (iv) N/A
- (v) N/A.

(4) ***Name: RxMM Health, Ltd***

- (i) Investor entity - has one affiliate in AgTech: George Roth; however, controlling owner of RxMM Health, Ltd is Brian Harcourt (same address as RxMM)
- (ii) RxMM's Business Address: 45 Vantor Avenue, West Perth, WA 6005 Australia
- (iii) Number and Class of Shares Beneficially Owned: 43,000,000 Common Shares
- (iv) Shares are restricted
- (v) Acquired shares in exchange for cash.

I have made specific inquiry of each of the persons listed above, persons engaged in promotional activities regarding the Issuer, and persons owning more than ten percent (10%) of the Securities (collectively, the "Insiders"), and based upon such inquiries and other information available to counsel, there were no sales of shares, but there were redemptions. Nothing has come to the attention of counsel indicating that any Insider 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 under the Exchange Act. This company is not a "shell" as defined in Rule 405 of the Securities Act.

I trust this information complies with your request. If you need additional information please contact me.

Very truly yours,

**DIETERICH & ASSOCIATES**

*/s/ Christopher Dieterich*

Christopher Dieterich