



**Peter Campitiello**  
Partner  
T. 732-867-9741  
F. 732-352-7780  
pcampitiello@mccarter.com

McCarter & English, LLP  
Two Tower Center Boulevard  
24th Floor  
East Brunswick, NJ 08816  
www.mccarter.com

May 7, 2021

OTC Markets Group, Inc.  
304 Hudson Street, Third Floor  
New York, New York 10013

**Re: Attorney Letter Regarding Adequate Current  
Information of Iveda Solutions, Inc.**

To Whom It May Concern:

Please be advised that this firm is special counsel to Iveda Solutions, Inc., a Nevada corporation (the "Company"), with respect to the information publicly disclosed by the Company to satisfy the provisions of Rule 144(c)(2) promulgated under the Securities Act of 1933, as amended (the "Securities Act"). The Company has requested that we provide this letter to the OTC Markets Group, Inc. for posting on the OTC Disclosure and News Service ("OTC News Service").

In our capacity as special counsel to the Company, we have examined such corporate records and other documents of the Company, including its Articles of Incorporation and Bylaws each as amended and existing on the date hereof, and certain minutes and actions of the Company's Board of Directors and its stockholders (the "Corporate Documents") and we have made such other investigations of law and facts as we have deemed necessary to enable us to make the confirmations expressed below. We have also examined the documents listed below (the "Information"):

- The Company's OTC Pink Basic Annual Information and Disclosure Statement dated April 9, 2021 ("2020 Annual Report") as posted with the OTC News Service on May 7, 2021.

As to matters of fact, we have relied upon the Corporate Documents, the Information, the Company's filings and reports with the Securities and Exchange Commission ("SEC"), and such other information provided by the officers and directors of the Company and the Company's transfer agent as we deemed relevant. The undersigned counsel has also telephonically met with certain of the Company's officers and directors, specifically; Mr. David Ly, Chairman and Chief Executive Officer; Sid Sung, President; Robert J. Brilon, Chief financial Officer; Luz Berg, General Manager and CEO; Joseph Faimsworth, Director; Robert Gillen, Director; and Alejandro Franco, Director. In such meetings and telephone conversations, the 2020 Annual Report, the Information, the Corporate Documents, and other information as provided by the Company were discussed. We have no reason to believe that such information, documents, and records from all sources as provided to us are not accurate, authentic, and reliable.

The confirmations and statements expressed herein are limited solely to the federal laws of the United States and the law of the State of Nevada.

Based upon the foregoing and subject to our stated assumptions, qualifications and limitations, we confirm that:

The Company's financial statements have been prepared by Mr. Brilon. The Company's financial statements have not been audited. Mr. Brilon has the background in financial and accounting matters as described below:

Robert J. Brilon has served as the Company's Chief Financial Officer and Treasurer since December 2013. Mr. Brilon served as its Executive Vice President of Business Development from December 2013 to February 2014 and as interim Chief Financial Officer and Treasurer from December 2008 to August 2010. Mr. Brilon served as Chief Financial Officer and Executive Vice President of Business Development of Brain State Technologies, a brainwave optimization software licensing and hardware company, from August 2010 to November 2013. From January 2010 to August 2010, Mr. Brilon served as Chief Financial Officer of MD Helicopters, a manufacturer of commercial and light military helicopters. Mr. Brilon also served as Chief Executive Officer, President, and Chief Financial Officer of InPlay Technologies (NASDAQ: NPLA), formerly, Duraswitch (NASDAQ: DSWT), a company that licensed patented electronic switch technology and manufactured digital pen technology, from November 1998 to June 2007. Mr. Brilon served as Chief Financial Officer of Gietz Master Builders from 1997 to 1998, Corporate Controller of Rental Service Corp. (NYSE: RRR) from 1995 to 1996, Chief Financial Officer and Vice President of Operations of DataHand Systems, Inc. from 1993 to 1995, and Chief Financial Officer of Go-Video (AMEX:VCR) from 1986 to 1993. Mr. Brilon is a certified public accountant and practiced with several leading accounting firms, including McGladrey Pullen, Ernst and Young and Deloitte and Touche. Mr. Brilon holds a B.S. in Business Administration from the University of Iowa.

The Company's transfer agent is American Stock Transfer & Trust Company, whose address is 6201 15<sup>th</sup> Avenue, Brooklyn, NY 11219. We have confirmed that the transfer agent is registered as a transfer agent with the Securities and Exchange Commission (the "SEC"). The number of outstanding shares as set forth in the 2020 Annual Report for the periods ending as of December 31, 2020 and the date of the Statement, were confirmed by review of certified stockholder list sas provided by the transfer agent, as of those respective dates.

The Information (a) constitutes "adequate current public information" concerning the Company's common stock as quoted on the OTC Link (the "Securities"), and "is available" within the meaning of Rule 144(c)(2) of the Securities Act, (b) includes all the information that a broker-dealer would be required to obtain from the Company to publish a quotation for the Securities pursuant to Rule 15c2-11 of the Securities Exchange Act of 1934, as amended, (c) complies as to form with the OTC Markets Group's OTC Risk Disclosure Guidelines for Providing Adequate Current Information, available at [www.otcmarkets.com](http://www.otcmarkets.com), and (d) has been posted through the OTC News Service.

To the best of our knowledge, after inquiry of management and the directors of the Company, we confirm that neither our firm, nor the Company, nor any 5% or more holder of the Securities is currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws.

The Issuer is not a "shell company" as defined in Rule 405 of the Securities Act and Rule 12b-2 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") based upon my review of the Company's financial statements and periodic reports filed SEC which indicated that the Company's assets and operations were not nominal. However, prior to the Company's acquisition by Merger of Intella Sight, Inc., a Washington cooperation, the Company had nominal assets and operations and appeared to be a "shell company".

The confirmations and statements made in the letter are subject to the following assumptions, exceptions, and qualifications:

(a) We have assumed that (i) all information in all documents reviewed by us is true and correct, (ii) all signatures on all documents reviewed by us are genuine, (iii) all documents submitted to us as originals are true and complete, (iv) all documents submitted to us as copies are true and complete copies of the originals thereof, and (v) each natural person signing any document reviewed by us had the legal capacity to do so.

(b) Except as specifically set forth herein, we have made no independent investigation as to the accuracy or completeness of any factual matters contained in the records, documents and certificates that we have reviewed in connection with the foregoing opinion.

(c) We make no statement or confirmation with respect to the financial statements and schedules and other financial and accounting information and data other than the confirmations expressly set forth above, and no opinion, statement, or confirmation on any other matter may be inferred or implied from this letter.

(d) We make no statement or confirmation as to any matter other than the confirmations expressly set forth above, and no opinion, statement, or confirmation on any other matter may be inferred or implied from this letter.

(e) The confirmations expressed herein are given as of the date of this letter, and we disclaim any obligation to advise you of any change in any matter set forth herein.

The undersigned counsel: (a) is a resident of the United States; (b) is licensed to practice law and in good standing in State of New York; (c) is permitted to practice before the SEC; and (d) has not been prohibited from practice before the SEC. I have not been prohibited from practice before the Securities and Exchange Commission ("SEC"). Additionally, I am not currently and have never been suspended or barred from practicing law in any state or jurisdiction, nor have I ever been charged in a civil or criminal case. Also, I am not currently nor have I in the past five years been the subject of an investigation, hearing, or proceeding by the SEC, the U.S. Commodity Futures Trading Commission ("CFTC"), the Financial Industry Regulatory Authority ("FINRA"), or any other federal, state, or foreign regulatory agency. During the course of my engagement by the Company, neither McCarter & English, LLP nor I, individually, have received shares of the Company's stock in payment for services

No person or entity other than the OTC Markets Group is entitled to rely upon this letter for any purpose. OTC Markets Group is granted permission and rights to publish this letter via the OTC News Service for viewing by the public and applicable regulators.

Very truly yours,

MCCARTER & ENGLISH, LLP

By:   
Peter Campitiello, Esq.