



WARD LEGAL GROUP

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May 16, 2022

OTC MARKET GROUPS, INC.
300 Vesey Street, 12th Floor
New York, NY 10282

RE: Critical Solutions, Inc. ("CSLI")
2021 Annual Disclosure

Dear Sir or Madam:

Ward Legal Group PLLC has acted as counsel to Critical Solutions, Inc. ("CSLI" or the "Company") on certain securities and corporate issues, as instructed by the Company. This firm is domiciled in Texas, and I am licensed in Texas and Arkansas. All of our members, associates and employees are residents of the United States. Neither I nor any person associated with this firm owns any shares of the Company's securities, and neither I nor any person associated with this firm has ever received or has any agreement to receive the Company's stock in payment for services.

This firm was specifically tasked with reviewing the current information supplied by the Company to OTC Market Group, Inc. ("Market Group") for the year ended December 31, 2021, which was posted, as amended, to Market Group's ARS on May 13, 2022; Market Group may rely upon this letter in determining whether the Company has made adequate current information publicly available, whether for purposes of SEC Rule 144(c) or its own internal regulations. Please note that the Company is and has been a "shell

company” and is not an SEC-reporting entity, so that its shareholders are not currently eligible to rely on the “safe harbor” provisions of Rule 144; we provide these assurances for your benefit only.

The control persons of CSLI acquired their ownership through Synergy Management Group, LLC (“Synergy”), by purchase of a single share of newly established Special 2020 Series A Preferred Shares. Synergy relied on Section 226(a)(3) of the Delaware General Corporation Law (the “DGCL”), which provides that “[t]he Court of Chancery, upon application of any stockholder, may appoint 1 or more persons to be custodians. . . of any for any corporation when. . . [t]he corporation has abandoned its business and has failed within a reasonable time to take steps to dissolve, liquidate or distribute its assets.” 8 Del. C. § 226(a)(3). These provisions provide the custodian with significant authority over the operations of a defunct entity, which was used to assume operating control and establish the “golden share” control block.

The use of DGCL custodian authority for purposes other than liquidating a defunct entity has recently been subject to challenge in the Delaware courts. See, e.g., *In re Forum Mobile*, Court of Chancery of Delaware, C.A. 2020-0346-JTL. (Del. Ch. Feb. 3, 2022). We noted that 1) the SEC took no position on the use of the DGCL’s custodianship provisions in this case, although it was asked to, and 2) the *Forum Mobile* decision was not reviewed by a higher court and the trial court noted previous cases were not applicable¹. We are not licensed or authorized to practice under Delaware law and provide no opinion as to these matters. Our mandate here is to review the sufficiency of the Company’s 2021 Annual Report with respect to adequacy and completeness in accordance with Market Group’s requirements.

We have reviewed the court filings in this case appointing the custodian, the Certificate of Designation by which the Company established and issued the Preferred Share that constitutes the control

¹ We also noted that the SEC qualified the Company’s Form 1-A, providing notification of a Reg A+ offering, on May 28, 2021.

block, and agreements by which the Preferred Stock was issued and then sold to Synergy. Additionally, we have reviewed documents filed with the Delaware Secretary of State, which confirmed the appointment of the custodian, reinstatement of the corporation, its subsequent actions in establishing the referenced preferred stock, and annual reports identifying *de jure* management.

MKH Ventures, LLC, a Wyoming limited liability company managed and owned by Samuel A. Barraza, an officer of the Company, purchased the Special Series 2019 Preferred Stock from Synergy by agreement dated April 13, 2020. We have interviewed, by telephone, Mr. Barraza and Robert Munck, the other listed director of the Company. Both gentlemen demonstrated more than sufficient skills and acumen in the management of small public company, including, specifically, disclosure obligations. Neither has any SEC, Blue Sky or FINRA regulatory history that would limit or bar them from such positions or service.

A current share ledger provided by the Company's SEC-registered transfer agent, Action Stock Transfer Corp., Cottonwood Heights, Utah, reflects one holder of in excess of 5% of the Company's common stock, RPG LLC. According to the Virginia State Corporation Commission, ROG is an inactive Virginia limited liability company owned and controlled by R. Paul Gray; it has been inactive for over five years. Phone numbers for the company, two subsidiaries, and Mr. Gray, who was involved in management of the Company in 2010, long before the appointment of the Custodian, and the company, are all disconnected, and the address listed with the SCC is a UPS store mail drop. Regardless, Mr. Gray does not appear in any available databases as a "bad actor" or otherwise disqualified person.

CSLI has never been an SEC-reporting issuer and its history of Market group postings prior to the appointment of the Custodian is spotty. The Company made postings in 2009 and 2010, including an attorney letter, but it did not post again until 2020, after current management obtained control. It is

apparent that the Company did little or no business from 2010, until the appointment of the Custodian in 2019. Our review of the Company's 2010 postings revealed few assets or liabilities. There is no explanation as to the disposition of its assets or the resolution of its debts but we recognize that the applicable statute of limitations to enforce any debt recorded as of that date has long passed, so that the recorded liabilities as of December 31, 2018, and thereafter, including the period ended December 31, 2021, covered by this letter, appear reasonable from a legal perspective, especially in so far as WESTLAW reveals no recorded judgments.

We have reviewed the annual reports and financial statements for the period ended December 31, 2021, as well as the quarterly reports for periods ended March 31, June 30, and September 30, 2021, all of which have been submitted to OTC Disclosure News Service and posted on www.OTCmarkets.com prior to the submission of this letter. We have also reviewed additional corporate materials and legal filings, including documents concerning the appointment of the custodian and the subsequent change of control transaction. We have discussed the referenced information with current management and the director of the Company.

To the best of our knowledge, after inquiry of management and an internet search that included both the FINRA and SEC websites as well as WESTLAW, neither the Company, any officer, director, 5% holders of securities of the Company, nor corporate counsel are currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws. The Company has not received any request for information or other inquiry from FINRA since the establishment of the custodianship, and there is no record of any manner of regulatory inquiry prior to then. While the Company has announced it plans for acquisitions and a change in direction, none of these activities has closed as of the date of this letter; our opinion covers only those matters that have been reported, and these appear

accurate, especially in so far as the Company's submissions reflect it remains a "shell company." Other than MKH's ownership, as reported, there are no other family relationships or related party transactions that require disclosure in CSLI's filing or in the Attorney Letter.

This letter was prepared in consideration and under the laws of the United States. We have not relied upon the opinion or representation of any other law firm. I am permitted to practice before the Securities and Exchange Commission without prohibition and have not, within the past five years, been the subject of an investigation, hearing, or proceeding by the SEC, CFTC, FINRA or any other federal, state, or foreign regulatory agency. I currently am subject to a probated suspension by the Texas Supreme Court due to a disciplinary matter that is unrelated to any securities law issues, but I am not currently or have been within the past five years, suspended or barred from practicing in any jurisdiction, nor have I been charged in a civil case by any government agency or any criminal case.

I have been advised that a Company representative is and has been responsible for the preparation of its financial statements under the supervision of the CEO. The Company also uses the services of PubCo Reporting Solutions, Vancouver, BC, to review its presentation of financial information, as reported in its Disclosure Statement. The Company's financial statements are unaudited but it represents they have been prepared in accordance with GAAP. Nothing in the financial statements suggests otherwise.

In rendering this letter, we have examined the following, all of which we believe is reliable:

1. Corporate records and other documents provided by the Company, to-wit: Financial documents including Balance Sheet, Statement of Operations, Statement of Cash Flows, Consolidated Statements of Stockholder's Deficiency (Statement of Changes in Shareholder Equity) and notes to the financial statements for the years ended December 31, 2021, and the periods ended March 31, 2021, June 30, 2021, and September 30, 2021. The financial statements were prepared by the Company; they are not audited and were prepared using documents prepared or provided by the Company. We have reviewed Corporate documents

including articles of incorporation and amendments, and the certificates of designation relating to the preferred stock, as well as purchase and sale agreements covering the change of control and debt ownership, and legal documents covering the appointment of the custodian and subsequent exercise of the custodian's authority.

2. Information obtained on-line from the Secretary of State of Delaware and from a global WESTLAW search for litigation, judgments and other references.
3. Representations made to us by an officer and director of the Company, Mr. Munck.
4. The shareholders' list provided by the Company's transfer agent, Action Stock Transfer Corporation, Cottonwood Heights, Utah, a transfer agent registered with Securities and Exchange Commission.

Based upon the foregoing and subject to the qualifications hereinafter set forth, we are of the opinion that the Company Information and Disclosure Statements for the period ending December 31, 2021, submitted, as amended, on May 13, 2022:

1. Constitutes "adequate current public information" concerning the securities and the Company within the meaning of Rule 144 (c) (2) under the Securities Act of 1933.
2. Includes all the information that a broker-dealer would be required to obtain from the Company to publish a quotation for the securities under Rule 15c2-11 under the Securities Exchange Act of 1934.
3. Comply as to form with the OTC Market Group's Pink Basic Disclosure Guidelines for providing adequate Current Information, which are located at www.otcmarkets.com.
4. Has been posted prior to this letter by means of the OTC Disclosure and News Service.
5. Action Stock Transfer Corporation, the Company's transfer agent, who has provided information regarding stock ownership, is registered under the Securities and Exchange Act of 1934.

The Company currently meets the definition of a “shell company” under Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Securities Exchange Act of 1934 because it has 1) no or nominal operations and either 2) no or nominal assets, 3) assets consisting solely of cash and cash equivalents or 4) assets consisting of any amount of cash and cash equivalents and nominal other assets.

This letter may be relied on by OTC Markets, Inc. but may not be used or relied upon by any other person for any other purpose whatsoever, without in each instance our prior written consent. OTC Markets may publish this letter through OTC Disclosure and News Service for viewing by the public or regulators.

This letter is governed by and shall be interpreted in accordance with the Legal Opinion Accord (the “Accord”) of the American Bar Association Section of Business Law (1991). Therefore, it is subject to a number of qualifications, exceptions, definitions, limitation on coverage, and other limitations, all as more particularly described in the Accord, and this letter should be read in conjunction therewith. The law relevant to the opinions expressed herein is limited to the laws of the United States of America.

Sincerely,

A handwritten signature in black ink, appearing to read "Lloyd E. Ward". The signature is fluid and cursive, with a large initial "L" and "W".

Lloyd E. Ward, Esq.

LEW/pro