

VIA OCTIQ.COM UPLOAD ONLY

June 22, 2022

OTC Markets Group Inc.
304 Hudson Street, 3rd Floor
New York, NY 10013
issuers@otcmarkets.com

**Re: Attorney Letter Regarding Current Public Information
Earth Gen-Biofuel Inc. (OTC Pink: EGBB)**

Ladies and Gentlemen:

Please be advised that we have been retained by Earth Gen-Biofuel Inc., a Nevada corporation (the “Issuer”), for the purpose of rendering this letter to you and for other corporate matters. In connection therewith, OTC Markets Group Inc. (“OTC Markets Group”) is entitled to rely on the contents hereof in determining whether the Issuer has made adequate current information publicly available within the meaning of Rule 144(c)(2) promulgated under the Securities Act of 1933, as amended (the “Securities Act”). OTC Markets Group is hereby granted full and complete permission and rights to publish this letter through the OTC Disclosure & News Service for viewing by the public and regulators.

Each member of the firm, including the undersigned, (i) is a United States resident, (ii) is licensed to practice law in the State of Utah, (iii) is entitled to practice before the United States Securities and Exchange Commission (the “SEC”) and has not been prohibited from practice thereunder, (iv) is not currently, and has not been in the past five (5) years subject to an investigation, hearing, or proceeding by the SEC, the U.S. Commodity Futures Trading Commission, the Financial Industry Regulatory Authority, or any other federal, state or foreign regulatory agency, and (v) is not currently and has not been in the past five (5) years suspended or barred from practicing in any state or jurisdiction, or charged in a civil or criminal case. Additionally, we (i) do not beneficially own any shares of the Issuer’s stock (or any other securities of the Issuer), (ii) have not received any shares of the Issuer’s stock (or any other securities of the Issuer), and (iii) do not have any agreement to receive in the future any shares of the Issuer’s stock (or any other securities of the Issuer) in payment for services or otherwise.

Facts & Assumptions

In connection with rendering this letter, we have examined such corporate records and other documents and such law as we have deemed necessary or appropriate. In examining the documents, we have assumed, without any independent investigation, the genuineness of signatures (both manual and conformed), the authenticity of documents submitted as originals, the conformity with originals of all documents furnished as copies, the correctness of the facts set

forth in such documents, and that the signatories to such documents had all requisite power and authority and has taken all necessary action to duly execute such documents. Nothing came to our attention that led us to conclude that any such documents were not genuine or authentic, or that the facts set forth therein were not true, and all sources of information we have relied upon were believed to be reliable.

This opinion is expressed solely on the facts and assumptions set forth herein and is specifically limited to the examinations stated. After such examination, we know of no facts which lead us to conclude that any opinion set forth below is not correct.

In connection with rendering this letter, we have examined the following specific documents, each of which are available through the OTC Disclosure & News service (collectively the “Information”), and published thereto on the dates indicated: (i) *Annual Report - Amended 2021 Annual Report*, posted on May 12, 2022; (ii) *Annual Report - Amended 2020 Annual Report*, posted on May 12, 2022; and (iii) *Quarterly Report - Q1 2022 Quarterly Report*, posted on June 21, 2022.

Additionally, our firm has (i) personally met with management and a majority of the directors of the Issuer via video conference (Scott DeBo, the Issuer’s President, CEO, CFO and director; Stephen Labov, director; and Steven Mayer, director); (ii) reviewed the Information published by the Issuer through the OTC Disclosure & News Service, and (iii) discussed the Information with management and a majority of the directors of the Issuer. We confirmed the number of outstanding shares of the Issuer set forth in the Information by reviewing the shareholder lists and transaction report provided by the Issuer’s transfer agent, EQ Shareowner Services (Equiniti), which is registered with the SEC, labeled (i) *Shareholder List – Earth Gen-Biofuel Inc – Date As Of: Jun 17 2022*; (ii) *Shareholder List – Earth Gen-Biofuel Inc – Date As Of: May 9 2022*; (iii) *Shareholder List – Earth Gen-Biofuel Inc – Date As Of: Mar 31 2022*; (iv) *Shareholder List – Earth Gen-Biofuel Inc – Date As Of: Dec 31 2021*; (v) *Shareholder List – Earth Gen-Biofuel Inc – Date As Of: Sep 30 2021*; (vi) *Shareholder List – Earth Gen-Biofuel Inc – Date As Of: Jun 30 2021*; (vii) *Shareholder List – Earth Gen-Biofuel Inc – Date As Of: Dec 31 2020*; and (viii) *Earthgen Biofuel Inc. Registered Shareholder List As Of 12/31/19*.

Conclusions

Based upon the foregoing, we are of the opinion that the Information: (i) constitutes “adequate current public information” concerning the Issuer and its securities and “is available” within the meaning of Rule 144(c)(2) promulgated under the Securities Act, (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 under Rule 15c2-11 promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), (iii) complies as to form with OTC Markets Group’s *OTC Pink Basic Disclosure Guidelines*, which are located on the internet at www.otcmarkets.com, and (iv) has been posted through the OTC Disclosure & News Service.

The financial statements contained in the Information for the fiscal years ending December 31, 2021, and December 31, 2020, as well as the fiscal quarter ending March 31, 2022, are unaudited financial statements prepared by Sean Bryant. Sean Bryant is an experienced financial professional

and accountant. Mr. Bryant provides management and accounting advisory services through his company, Keystone Advanced Solutions. Mr. Bryant attended Utah State University in Logan, Utah, and obtained a Bachelor of Science in Accounting, then attended Weber State University in Ogden, Utah and obtained a Master of Accounting.

To the best of our knowledge, after inquiry of management and the directors of the Issuer, neither the Issuer, any holder of 5% or more of the Issuer's securities, nor counsel 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 such term is defined in Rule 405 promulgated under the Securities Act and Rule 12b-2 promulgated under the Exchange Act, but it may have been a "shell company" previously.

The opinions expressed herein represent our reasonable judgment as to the matters of law addressed herein, based upon the facts presented or assumed, and are not, and should not be construed or considered as a guaranty. As previously stated, all sources relied upon were believed to be reliable. Our opinion, as expressed herein, is solely for the benefit of OTC Markets Group and may not be relied upon by another person, firm or corporation for any purpose, without our prior written consent. Our opinion is limited in all respects to the laws of the State of Utah and the federal laws of the United States, and we express no opinion as to the laws of any other jurisdiction.

Sincerely,

BRUNSON CHANDLER & JONES, PLLC

[/s/ Lance Brunson](#)

Lance Brunson, Esq.
Partner

cc: Earth Gen-Biofuel Inc.