



MAGRI LAW LLC
Corporate & Securities Transactions

2642 NE 9th Ave.
Ft. Lauderdale, FL 33334
Office: 646-502-5900
Mobile: 954-303-8027
Fax: 646-836-9200
pmagri@magrilaw.com
www.magrilaw.com

Philip Magri, Esq.

September 27, 2022

VIA ELECTRONIC MAIL

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

Re: Ecosciences, Inc. (ECEZ)
Attorney Letter with Respect to Current Information

To Whom It May Concern:

We have been engaged by Ecosciences, Inc., a Nevada corporation (the “**Issuer**”) to review the Issuer’s disclosure statements referenced below that have been filed with the OTC Markets Group, Inc. (the “**OTC Markets Group**”) and that are published in the OTC Markets Group’s OTC Disclosure & News Service as of the date hereof; and to render this letter in accordance with the OTC Markets Group’s Attorney Letter Agreement and the accompanying Attorney Letter Guidelines as to whether the disclosure statements regarding the Issuer and its shares of common stock, par value \$0.0001 per share that are publicly-traded on the OTC Markets Group’s “OTC Pink Tier” under the trading symbol “ECEZ” (the “**Securities**”): (i) constitute “adequate current public information” concerning the Issuer and the Issuer Securities and “is available” within the meaning of Rule 144(c)(2) promulgated by the United States Securities and Exchange Commission (the “**SEC**”) under the Securities Act of 1933, as amended (the “**Securities Act**”); (ii) include all of the disclosure that a broker-dealer would be required to obtain from the Issuer to publish a quotation of the Issuer Securities under Rule 15c2-11 promulgated by the SEC under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”); (iii) comply with the OTC Markets Group’s “OTC Pink Disclosure Guidelines” published on the Internet at www.otcmarkets.com; and (iv) has been posted through the OTC Disclosure & News Service, among other matters.

I, Philip Magri, the author and signatory of this opinion, am a partner at Magri Law PLLC. I am a U.S. resident and licensed to practice law in the states of New York and Florida. I am permitted to practice before the SEC and have not, at any time, been prohibited from practice thereunder. The jurisdictions covered by this letter include the laws of the United States of America. This letter does not rely on the work of other counsel. I have not currently, nor have been in the past five years, suspended or barred from practicing in any state or jurisdiction, nor charged in a civil or criminal case. I am not currently, nor have I been 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

regulatory agency.

In the preparation of this letter, I have reviewed such corporate records and other documents of the Issuer and have examined such questions of law that I have considered necessary or appropriate for the purposes of rendering this letter. Specifically, I have reviewed the following documents containing the information concerning the Issuer and the Securities in connection with the preparation of the letter and which are publicly available through the OTC Disclosure & News Service (collectively referred herein as the “**Information**”):

- (i) the Issuer’s Annual Disclosure Report for the fiscal year ended May 31, 2022 posted on the OTCIQ on September 26, 2022;
- (ii) the Issuer’s Amended Quarterly Report for the fiscal quarter ended February 28, 2022 posted on the OTCIQ on April 29, 2022;
- (iii) the Issuer’s Financial Statements for the fiscal quarter ended February 28, 2022 posted on the OTCIQ on April 19, 2022;
- (iv) the Issuer’s Disclosure Report for the fiscal quarter ended February 28, 2022 posted on the OTCIQ on April 19, 2022;
- (v) the Issuer’s Financial Statements for the fiscal quarter ended November 30, 2021 posted on the OTCIQ on January 20, 2022;
- (vi) the Issuer’s Disclosure Statement for the fiscal quarter ended November 30, 2021 posted on the OTCIQ on January 20, 2022;
- (vii) the Issuer’s Updated Disclosure Statement for the fiscal quarter ended August 31, 2021 posted on the OTCIQ on December 20, 2021;
- (viii) the Issuer’s Amended Disclosure Statement for the fiscal quarter ended August 31, 2021 posted on the OTCIQ on November 20, 2021;
- (ix) the Issuer’s Amended Annual Disclosure Statement for the fiscal year ended May 31, 2021 posted on the OTCIQ on November 12, 2021;
- (x) the Issuer’s Financial Statements for the fiscal quarter ended August 31, 2021 posted on the OTCIQ on October 20, 2021;
- (xi) the Issuer’s Disclosure Statement for the fiscal quarter ended August 31, 2021 posted on the OTCIQ on October 20, 2021;
- (xii) the Issuer’s Financial Statements for the fiscal year ended May 31, 2021 posted on the OTCIQ on September 2, 2021; and
- (xiii) the Issuer’s Annual Disclosure Statement for the fiscal year ended May 31, 2021 posted on the OTCIQ on September 2, 2021.

As to matters of fact, I have relied on information obtained from public officials, officers, and directors of the Issuer and other sources, and these sources are believed to be reliable. In examining such information, I have assumed that:

- (a) All statements and representations contained therein were accurate and reliable;
- (b) All signatures contained therein were genuine;
- (c) All documents submitted to me were true and accurate copies; and
- (d) All natural persons who signed documents had the legal capacity to do so.

Based on my review and other matters set forth herein, it is my opinion that the Information (i) constitute “adequate current public information” concerning the Issuer and the Issuer’s Securities; (ii) have been made publicly available within the meaning of Rule 144(c)(2) under the Securities Act; (iii) include 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 under the Exchange Act; (iv) comply as to form with the OTC Markets Group’s Pink Basic Disclosure Guidelines; and (v) have been posted through the OTC Disclosure & News Service.

The Issuer’s financial statements included in the Issuer’s Information (the “**Financial Statements**”) were prepared in accordance with U.S. generally accepted accounting principles (GAAP) but were not audited. The Issuer’s management is responsible for the preparation of the Financial Statements contained in the Information. Lancaster & David Chartered Professional Accountants prepared the Financial Statements, and is familiar with the Issuer as they have prepared the financial statements for the Company for the last five plus years. The Financial Statements were reviewed by Joel Falitz, the Issuer’s Chief Executive Officer and sole director.

The Issuer’s transfer agent is VStock Transfer, LLC (“**Transfer Agent**”), located at 18 Lafayette Place, Woodmere, NY 11598. The Transfer Agent is registered with the SEC. I have confirmed the number of outstanding shares set forth in the Information by reviewing the registered stockholder lists provided by the Transfer Agent.

I have (i) personally conferred telephonically and via email with the management and board of directors of the Issuer (the “**Board**”), consisting of Joel Falitz; (ii) reviewed the Information published by the Issuer through the OTC Disclosure & News Service; and (iii) discussed the Information with Issuer’s management and Board.

To the best of my knowledge, after inquiry of management and the Board of the Issuer, neither the Issuer nor any 5% holder of Securities of the Issuer nor any members of my firm are currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws.

The Issuer is not currently a “shell company” as defined in Rules 405 of the Securities Act and 12b-2 of the Exchange Act but its predecessors, however, qualified as a “shell company” as defined in Rules 405 of the Securities Act of 1933 and 12b-2 of the Exchange Act of 1934, as amended.

As of the date of this opinion, the undersigned beneficially owns shares of the Issuer’s common stock issuable upon the exercise of four non-interest bearing promissory notes in consideration for past legal services rendered: (i) a promissory note, dated October 1, 2016, in the principal amount of \$103,388 (of which \$73,388 is outstanding); (ii) a promissory note, dated December 1, 2016, in the principal amount of \$10,000; (iii) a promissory note, dated March 1, 2017, in the principal amount of \$15,000 and (iv) a promissory note, dated September 1, 2017, in the principal amount of \$30,000. Pursuant to the terms of the notes, the notes may be converted by the undersigned at any time into shares of common stock of the Issuer at a price to be finalized between the Company and the undersigned within 48 hours of the conversion request. Neither the undersigned has any agreement to receive in the future, shares of the Issuer’s stock in payment for services.

OTC Market Groups, Inc.

September 27, 2022

Page 4

The opinions expressed herein are solely for the benefit of the OTC Markets Group, which is entitled to rely on this letter, and may not be relied on in any manner or for any purpose by any other person or entity and may not be quoted in whole or in part without my prior written consent. We hereby grant the OTC Markets Group full and complete permission and rights to publish this letter through the OTC Disclosure and News Service for viewing by the public and regulators.

The opinions expressed herein are given as of the date hereof, and we undertake no obligation to supplement this letter if any applicable laws change after the date hereof or if we become aware of any facts that might change the opinions expressed herein after the date hereof for any reason.

Very truly yours,

/s/ Philip Magri

Philip Magri

Partner