



May 11, 2023

OTC Markets Group, Inc.
304 Hudson Street, 2nd Floor
New York, NY 10013

Re: Baristas Coffee Company, Inc. (BCCI) – OTC Markets Group Attorney
Letter

Dear Sir:

The OTC Markets Group, Inc. is entitled to rely on the contents of this letter in determining whether Baristas Coffee Company, Inc. (the “Company” or “BCCI”) has made adequate current information publicly available within the meaning of Rule 144(c)(2) under the Securities Act of 1933, as amended.

The undersigned is a citizen and resident of the United States and has acted as counsel to Baristas Coffee Company, Inc., a Nevada corporation (the “Company” or “BCCI”), in regard to general business matters, corporate governance and securities compliance. As regular disclosure counsel to the Company, my services include, but are not limited to, giving general legal advice related to OTC’s Pink Basic Disclosure Guidelines, assist with reviewing and preparation of disclosure information, compliance and reviewing current information supplied or provided by the Company. I do not own any shares of common or preferred stock of the Company. I do not have any agreement to receive shares of the Company’s common or preferred stock in the future as payment for services.

The undersigned has examined such corporate records and other documents and such questions of law as considered necessary or appropriate for purposes of rendering this letter. For purpose of this letter, I have assumed (1) the genuineness of all signatures and the authenticity and completeness of all corporate records, certificates of officers, certificates of public officials, and other documents and instruments submitted to me as originals; (2) the conformity of authentic originals of all corporate records, certificates of officers, certificates of public officials, and other documents and instruments submitted to me as certified, conformed, photo static or facsimile copies thereof; and (3) the accuracy and adequacy of disclosures made by the Company, the Company’s management and the Company’s Board of Directors including, without limitation, the financial information contained in the Information (as defined below). I have no reason to believe that such records, certificates and other documents are not accurate, authentic or reliable.

In connection with this letter, I have reviewed the following Company filings (the "Information") posted on the OTC Disclosure and News Service or otherwise available to me:

(a) The Company's Annual Report for the year ended December 31, 2022 (the "2022 Annual Report"), as posted through the OTC Disclosure and News Service on April 17, 2023;

(b) The Company's Quarterly Report for the period ended September 30, 2022, as posted through the OTC Disclosure and News Service on November 28, 2022;

(c) The Company's Quarterly Report for the period ended June 30, 2022, as posted through the OTC Disclosure and News Service on August 18, 2022;

(d) The Company's Quarterly Report for the period ended March 31, 2022, as posted through the OTC Disclosure and News Service on May 6, 2022;

(e) The Company's Annual Report for the year ended December 31, 2021 (the "2021 Annual Report"), as posted through the OTC Disclosure and News Service on April 13, 2022, and the Company's Amended Annual Report ("Amended 2021 Annual Report"), as posted through the OTC Disclosure and News Service on April 22, 2022..

(f) The Company's Quarterly Report for the period ended September 30, 2021, as posted through the OTC Disclosure and News Service on November 22, 2021.

(g) The Company's Quarterly Report for the period ended June 30, 2021, as posted through the OTC Disclosure and News Service on August 17, 2021.

(h) The Company's Quarterly Report for the period ended March 31, 2021, as posted through the OTC Disclosure and News Service on June 29, 2021.

In addition to the foregoing Information, I have reviewed the following additional Company documents:

(a) Certificate to Accompany Restated Articles or Amended and Restated Articles dated February 4, 2010, as filed on February 8, 2010 with the Nevada Secretary of State, together with Amended and Restated Articles of Incorporation of the Company.

(b) Certificate of Amendment for the Company, as filed on May 12, 2010 with the Nevada Secretary of State.

(c) Certificate of Designation for the Company dated October 9, 2011, as filed on December 13, 2011 with the Nevada Secretary of State.

(d) Certificate of Change for the Company dated February 26, 2016, as filed on February 22, 2016 with the Nevada Secretary of State.

(e) Certificate of Amendment for the Company dated July 29, 2016, as filed on August 6, 2016 with the Nevada Secretary of State.

(f) The Company's Amended and Restated Bylaws, as adopted on or about June, 2008.

In issuing this letter, I represent as follows:

1. The Company's Information (i) constitutes "adequate current public information" concerning the Company and its securities and "is available" within the meaning of Rule 144(c)(2) under the Securities Act; (ii) includes all of the information that a broker-dealer would be required to obtain from Company to publish a quotation for the Company's securities under Rule 15c2-11 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"); (iii) complies as to form with the OTC Markets Group, Inc.'s Pink Current Disclosure Guidelines, which are located on the Internet at www.otcmarkets.com; and (iv) has been posted through the OTC Disclosure and News Service.

2. The financial statements of the Company contained in the 2022 Annual Report were not audited and were prepared by Rick Basse, a certified public accountant since 1985 whose office is located in New Braunfels, Texas. Mr. Basse has more than 25 years experience in SEC and financial reporting, financial analysis and management and information technology and controls for diverse organizations. Mr. Basse graduated in 1983 from Texas Lutheran College located in Seguin, Texas with a BBA degree (cum laude).

3. The Company's transfer agent (the "Transfer Agent") is Continental Stock Transfer & Trust Company with offices located at 17 Battery Place, New York, NY 10004, telephone no.: (212) 509-4000. The Transfer Agent is registered with the Securities and Exchange Commission. Counsel reviewed a document from the Transfer Agent which confirmed the number of issued and outstanding shares of the Company's common stock as of December 31, 2022.

4. I have (i) met with management of the Company and the sole director of the Company (Barry Henthorn, the sole director and President of the Company) via a Zoom meeting, (ii) reviewed the 2022 Annual Report, as published by the Company through the

OTC Disclosure and News Service; and (iii) discussed the 2022 Annual Report with management and the sole director of the Company.

5. To the best of my knowledge, after inquiry of management and the Board of Directors of the Company, neither the Company, nor any of its officers and/or directors, nor any 5% shareholder, nor counsel is currently under investigation by any Federal or State regulatory authority for any violation of federal or state securities laws.

6. Based on my review of its history, neither the Company, nor any of its predecessors, is or was a "shell company" since 2001 as defined in Rule 405 of the Securities Act of 1933, as amended, and Rule 12b-2 of the Exchange Act of 1934, as amended. However, prior to 2001, the Company does have periods when it would be considered a "shell company."

The undersigned is admitted to practice law in the State of Colorado and before all Federal and state courts in Colorado. The undersigned prepared this letter pursuant to requirements of the OTC Markets Disclosure and News Service and the laws of the United States. The undersigned has not been suspended or barred from the practice of law in any state or jurisdiction, and has not been charged in a civil or criminal case within the past five years.

The undersigned is permitted to practice before the Securities and Exchange Commission (the "SEC") and has not been prohibited from practice thereunder. The undersigned is not currently the subject of, nor 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.

The representations made by the undersigned in this letter are expressed as of the date hereof and remain valid so long as the documents, instruments, records and certificates I have examined and relied upon, as noted above, are unchanged and the assumptions I have made, as noted above, are valid. Any obligation is hereby disclaimed to update or supplement this letter to reflect any facts or circumstances that may hereafter come to the undersigned's attention or any changes in law that may hereafter occur or which occurred prior to the date hereof, the occurrence of which the undersigned has no knowledge.

This letter may be relied upon only by OTC Markets Group and may not be relied upon by any other person or entity without my prior written consent. However, I hereby grant OTC Markets Group, Inc. full and complete permission and right to publish this letter through the OTC Disclosure and News Service for viewing by the public and regulators.

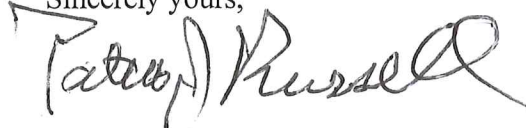
OTC Markets Group, Inc.

May 11, 2023

Page 5

If there are any questions or comments concerning the matters set forth herein,
please advise.

Sincerely yours,

A handwritten signature in black ink, appearing to read "Patrick J. Russell". The signature is fluid and cursive, with a large initial "P" and "R".

Patrick J. Russell

PJR:pjr

Cc: Baristas Coffee Company, Inc.