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May 18, 2023

**OTC MARKETS GROUP, INC.**  
300 Vesey Street, Twelfth Floor  
New York, New York 10282

Re: Alkame Holdings, Inc.

Ladies & Gentlemen:

This firm has been retained as outside corporate counsel for Alkame Holdings, Inc., a Nevada corporation (the "ALKM"), and has been asked to render a legal opinion to OTC Markets Group, Inc. ("OTC Markets") with respect to the information publicly disclosed by ALKM and published through the OTC Disclosure & News Service. OTC Markets is entitled to rely on this letter (the "Letter") in determining whether ALKM has made adequate current information publicly available within the meaning of Rule 144(c)(2) under the Securities Act of 1933, as amended from time-to-time (the "Securities Act").

I am a U.S. resident. This firm and I have been retained by ALKM for the purpose of reviewing and rendering a legal opinion as to the current information supplied by ALKM, and for the purpose of rendering this Letter and related matters. This firm will be serving as outside general counsel for ALKM. Neither I nor this firm own any shares of ALKM's securities, and neither I nor this firm has received, or has an agreement to receive in the future, shares of ALKM's stock in payment for services rendered.

I have examined such corporate records (including, without limitation, Articles of Incorporation and similar filings with the Nevada Secretary of State; Bylaws; and, corporate minutes) and other documents and such questions of law as I considered necessary or appropriate for purposes of rendering this Letter. I am licensed to practice law in the State of Florida. This legal opinion is rendered as of the date noted above and covers the laws of the United States. I am permitted to practice before the U.S. Securities and Exchange Commission (the "SEC"), and I have not been prohibited from practice thereunder. I am not currently and have not been in the preceding five (5) years, (i) suspended or barred from practicing in any state or jurisdiction; (ii) charged in a civil or criminal case; or, (iii) 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.

As to questions of fact material to such opinions, I have, where relevant facts were not independently established, relied upon certifications by principal officers of ALKM; public

officials: and, other sources. I have made such further legal and actual examination and investigation as I deemed necessary for purposes of rendering this opinion. In my examination, I have assumed the (i) genuineness of all signatures; (ii) legal capacity of natural persons; (iii) correctness of facts set forth in certificates; (iv) authenticity of all documents submitted to me as originals; (v) conformity to original documents of all documents submitted to me as certified or photostatic copies; and, (vi) authenticity of the originals of such copies. I have also assumed that such documents have been duly authorized; properly executed; and, delivered by each of the parties thereto other than ALKM. I have no reason to believe that such records, certificates, or documents of ALKM that I have reviewed are not accurate, authentic, or reliable.

In connection with the preparation of this Letter I have reviewed the following documents concerning ALKM, posted and publicly available through the OTC Disclosure & News Service (collectively, the “Information”):

1. Annual Report for the year ended December 31, 2021, published on March 31, 2022, which included Balance Sheets (unaudited); Statements of Operations (unaudited); Statement of Stockholders’ Equity (unaudited); Statements of Cash Flow (unaudited); and, Notes to Financial Statements (unaudited) (collectively, the “2021 Report”).
2. Annual Report for the year ended December 31, 2022, published on April 17, 2023, which included Balance Sheets (unaudited); Statements of Operations (unaudited); Statement of Stockholders’ Equity (unaudited); Statements of Cash Flow (unaudited); and, Notes to Financial Statements (unaudited) (collectively, the “2022 Report”).
3. For purpose of clarity, our review of the 2021 Report and the 2022 Report specifically included a review of all information contained therein, which specifically included that information which might otherwise be contained in a separate filing referred to as the Disclosure Statements.

Based on my examination and inquiry set forth above, I am of the opinion that the Information:

1. constitutes “adequate current public information” concerning the common stock of ALKM and ALKM itself (the “Securities”), and “is available” within the meaning of Rule 144(c)(2) under the Securities Act;
2. includes all of the information that a broker-dealer would be required to obtain from ALKM to publish a quotation for the Securities under Rule 15c2-11 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”);
3. complies as to form with the OTC Markets Group’s Pink Basic Disclosure Guidelines, which are located on the Internet at [www.otcmarkets.com](http://www.otcmarkets.com); and
4. has been posted through the OTC Disclosure & News Service.

The financial statements contained in the Information are not audited, and were prepared by Robert Eakle, the CEO and CFO of ALKM. Mr. Eakle has represented to me that he has over 20-years of experience in the field of accounting, having kept and maintained the financial books and records of ALKM for at least the last 10-years, during part of which ALKM was a

reporting company with the SEC. Mr. Eakle said that feels highly qualified to prepare the unaudited financial statements of ALKM, and I have no reason to doubt or refute his claim and assurance.

ALKM's transfer agent is Securities Transfer Corporation ("STC"), acting as the successor to ALKM's prior transfer agent, Action Stock Transfer. STC is registered with the SEC to perform transfer agent services, and also has Depository Trust Corporation approval. I confirmed with STC (through stockholder lists provided directly by STC), and with Management and the Directors (through phone calls and review of documentation sent by STC) that the number of authorized and issued/outstanding common and preferred shares shown in the Information is listed correctly for the corresponding period.

Robert Eakle is the President, CEO, CFO, and Secretary of ALKM. In his capacity as President, Mr. Eakle is sometimes referred to herein as the "Management". Mr. Eakle is also a member of the Board of Directors of ALKM. The other director is Craig Kaufman, who serves as the Chairman of the Board. In their capacity as the directors, Mr. Eakle and Mr. Kaufman are collectively referred to herein as the "Directors".

I have met with Management and the Directors of ALKM by phone and have (i) reviewed with them the Information published by ALKM through the OTC Disclosure & News Service; and, (ii) discussed with them the Information. To my best knowledge after inquiry of Management and the Directors of ALKM, neither ALKM, nor its officers and Directors, nor any holder of 5% or more of the securities of ALKM, nor this counsel, is currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws. In the event that the facts conveyed in the Information are determined not to be true, this Letter and the opinions expressed herein shall be null and void.

A shell company is a company that has no or nominal operations, and either nominal assets; assets consisting of cash and cash equivalents; or, assets consisting of any amount of cash and cash equivalents and nominal other assets. A review of the history of ALKM reveals the following with regard to shell company status:

1. **Prior status as a shell company:** I am of the opinion that ALKM was previously a shell company based upon the following:
  - a. As late as August 2013, while operating under the name of Pinnacle Enterprise, Inc., ALKM reported in its periodic reporting statements that it was a shell.
  - b. The Form 10-Q for the period ended 30 June 2013 filed with the SEC on 19 August 2013 reported that ALKM was a shell.
2. **Current status as a non-shell company:** I am of the opinion that ALKM is not currently a shell company based upon the following:
  - a. The Form 8-K filed by ALKM on 04 September 2013 with the SEC reported that ALKM had ceased to be a shell (the "8-K").
  - b. Since the filing of the 8-K, ALKM has not reported a change in its status as a non-shell.

- c. Both 2021 Report and the 2022 Report stated “NO” in response to the question as to whether ALKM was a shell as of December 31, 2021 and December 31, 2022, respectively.
- d. The 2022 Report reveals that the business of ALKM is health and wellness products, and that it develops, markets, and distributes consumer-based products to maximize and capitalize on the development of various and multiple applications utilizing an exclusive patented water technology to create enhanced water with several unique properties. ALKM purports to use its intellectual property assets and proprietary technology to produce specialty bottled water products for more complete hydration, food and beverage related sauces, condiments, non-alcoholic mixes and fruits, hand sanitizer, and CBD water products. Its products are distributed nation-wide. As part of its business offerings, ALKM also provides bottling services for various sauces, mixes, condiments, jams, jellies, and fruits, as well as co-packing services for a variety of products.
- e. At the fiscal year ended December 31, 2022, ALKM had total assets of \$690,237, of which \$15,497 (2.25%) was in cash. ALKM has more than nominal assets other than cash.
- f. For the fiscal year ended December 31, 2022, ALKM reported \$780,312 in revenue, and operating expenses (without depreciation) of \$430,308.

ALKM appears to be actively pursuing an identified business plan, and the above financial results are consistent with an operating business. Therefore, I believe that ALKM is not currently a “shell company” as defined in Rule 405 of the Securities Act.

The opinions set forth herein 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. If any facts or documents are determined to be incorrect, misstated, or misrepresented, then the opinion or opinions expressed herein may not continue to be valid. Furthermore, I disclaim any undertaking to advise you hereafter of any developments hereafter occurring or coming to my attention, whether or not the same would (if now existing and known to this office) cause any change or modification herein.

The opinions expressed herein are solely for the benefit of the OTC Markets Group, which is entitled to rely upon this Letter. I hereby grant OTC Markets Group full and complete permission and rights to publish this Letter through the OTC Disclosure & News Service for viewing by the public and regulators. This opinion may not be relied upon by any other party for any other purpose and may not be reproduced or distributed (except to governmental or regulatory agencies as required by regulation or law) without the prior written permission of the undersigned. It is understood that we express no opinion as to the applicability to or compliance with any state securities laws.

Very Truly Yours,

/s/ Gary Rosenberg