

Independent Law PLLC

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July 18, 2023

Delivered via electronic upload

OTC Group Markets, Inc.
300 Vesey Street
New York, NY 10282

Re: Attorney Representation Letter for Marijuana Company of America, Inc.

To Whom It May Concern:

Marijuana Company of America, Inc., a Utah corporation (the “Company”), requested that I provide this representation letter to OTC Markets Group, Inc. (“OTC Markets”) concerning current information relating to the Company that has been made publicly available within the meaning of Rule 144(c)(2) under the Securities Act of 1933 (the “Act”) and other matters.

This letter will include representations of all matters required by OTC Markets with respect to the Company. Based on the foregoing, the undersigned avers and affirms that OTC Markets may rely on the information contained in this letter relating to the Company’s disclosure of public information within the meaning of the Act and further avers and affirms as follows:

About the Undersigned

The undersigned is a U.S. resident and has been retained by the Company for the purpose of rendering this letter and related matters. The undersigned has provided legal services for the Company as outside legal counsel in the areas of securities law, general corporate law and other matters. This letter does not include the work of other counsel. The undersigned is authorized to practice before all the courts in the State of Florida. This letter is provided pursuant to the laws of the jurisdictions of the United States and Florida. 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, nor has been in the past five years, suspended or barred from practicing in any state or jurisdiction, and has not been charged in any civil or criminal case in any state or jurisdiction.

I have examined such corporate records and other documents and such questions of law as to considered necessary and appropriate for purposes of rendering this letter. As to matters of fact, I have relied on information obtained from public officials, officers of the Company and other sources and represent that all such sources are believed to be reliable.

<u>Information</u>	<u>Date Filed</u>
Information and Disclosure Statement; Quarterly Report, Financial Statements for the period ended March 31, 2023.	July 17, 2023
Information and Disclosure Statement; Annual Report, Financial Statements for the period ended December 31, 2022.	July 17, 2023

Furthermore, the undersigned has:

- Personally met with the Company’s Chief Executive Officer, Chief Financial Officer, and sole director, Jesus M. Quintero;
- Reviewed the information published by the Company through OTC (Disclosure & News Service); and
- Discussed the information with the Company’s Chief Executive Officer, Chief Financial Officer, and sole director, Jesus M. Quintero.

Adequacy of Public Information

It is my opinion that the information currently available concerning the Company:

- Constitutes adequate current public information concerning the Securities and the Issuer that is available within the meaning of Rule 144(c)(2) under the Securities Act;
- 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 under the Securities Exchange Act of 1934 (the “Exchange Act”);
- Complies as to form with the OTC Markets Group’s OTC Pink Disclosure Guidelines, which are located on the Internet at www.otcmarkets.com; and
- Has been posted through the OTC Disclosure & News Service.

Financial Reporting

The Company’s Chief Executive Officer, Jesus M. Quintero, is the person primarily responsible for the preparation of the financial statements contained in the Disclosure Statement. Mr. Quintero has extensive experience in public company reporting and

SEC/SOX compliance, and held senior finance positions with Avnet, Inc. (NYSE: AVT), Latin Node, Inc., Globetel Communications Corp. (AMEX: GTE) and Telefonica of Spain. His prior experience also includes tenure with Price Waterhouse and Deloitte & Touche. Mr. Quintero earned a B.S. in Accounting from St. John's University.

Transfer Agent

The Company's transfer agent is Pacific Stock Transfer Company with its office at 6725 Via Austi Parkway, Suite 300, Las Vegas, Nevada 89169. Pacific Stock Transfer Company is registered with the SEC. I have reviewed the transfer agent's written confirmation of the number of shares currently issued and outstanding by the Company, as set forth in the Disclosure Statement.

SEC Investigation

To the best of the undersigned's knowledge, after inquiry of the Company's management and the directors, neither the Company nor any shareholder owning more than five percent (5%) of its outstanding shares of common stock nor any officer, director or counsel of the Company is currently under investigation by any federal or state regulatory authority for any violation of federal or states securities laws.

Reliance

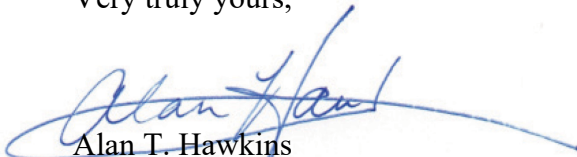
No person other than OTC Markets is entitled to rely on the information contained in this letter; and the undersigned hereby grants to OTC Markets full and complete permission and rights to publish the letter through the OTC Disclosure & News Service for viewing by the public and regulators.

Shell company

The Company is not considered a "shell company" as defined in Rules 405 of the Securities Act of 1933 and 12b-2 of the Exchange Act of 1934. The Company operates an active business and has greater than nominal assets and is actively pursuing its business plan, and should be considered a development stage enterprise.

If you have any further questions regarding the Company, please feel free to contact me at the above address.

Very truly yours,



Alan T. Hawkins
Independent Law PLLC