

Donald R. Keer, P.E., Esq



July 27, 2023

OTC Markets Group, Inc.
300 Vesey Street, 12th Floor
New York, NY 10282

RE: Legal Opinion, Adequate Current Information and Disclosure
Filing by Planet Resource Recovery, Inc. (PRRY)
Annual Report for the Period Ending December 31, 2022 and Quarterly Report for the
Period Ending March 31, 2023 with related disclosures

Dear Sirs:

I have been retained as Counsel by Planet Resource Recovery, Inc., a corporation organized and existing under the laws of the state of Nevada (PRRY, the "Issuer") solely for the purpose of reviewing the current information supplied by the Issuer to OTC Markets Group, Inc. ("OTC Markets Group"). The Issuer has requested that I render a sufficiency of adequate information opinion (the "Opinion") in connection with the filing by the revised Issuer of the Annual Report for the Period Ending December 31, 2022 and Quarterly Report for the Period Ending March 31, 2023, published filed July 11, 2023 with related disclosures (collectively referred to as the "Report(s)") pursuant to the OTC Markets Group, Inc. Pink Basic Disclosure Guidelines, Rule 15c2-11(a)(5) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and Rule 144(c)(2) of the Securities Act of 1933, as amended (the "Securities Act"). OTC Markets Group is entitled to rely on this letter in determining whether the Issuer has made adequate current information publicly available within the meaning of Rule 144(c)(2) under the Securities Act of 1933.

Counsel is a U.S. resident and is authorized to practice law in the Commonwealth of Pennsylvania and the Federal Courts of the United States. Counsel is also permitted to practice before the U.S. Securities and Exchange Commission (SEC). Counsel is not currently, nor has 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. Counsel 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 a civil or criminal case.

Counsel does not currently beneficially own, owned in the past or has any agreement to receive in the future any shares of the Issuer's securities.

Counsel has reviewed the following documents and related information posted at www.otcmarkets.com and publicly available through the OTC disclosures and News Service

3663 Greenwood Circle Chalfont Pennsylvania 18914
215-962-9378

Donald R. Keer, P.E., Esq

in connection with the preparation of this letter, which is believed to be reliable:

**3663 Greenwood Circle Chalfont Pennsylvania 18914
215-962-9378**

Donald R. Keer, P.E., Esq

The Reports present information pursuant to Rule 15c2-11 for the periods listed above which includes:

- a. The Issuer's History
- b. Addressees of Principal Executives
- c. Security Information
- d. Issuance History
- e. Description of the Issuer's Business, Product and Services
- f. Description of the Issuer's Facilities
- g. Officers, Directors and Control Persons
- h. Third Party Providers
- i. Financial Statements
- j. Issuer's Certification

The Issuer has previously filed supplemental information that has been opined on concerning the periods covered by the Report. Counsel has relied on information obtained from public officials, officers of the Issuer and other sources in the rendering of this opinion letter and believes that all such sources are reliable. Counsel has examined such corporate records and documents and have asked such questions of law as was considered necessary or appropriate for the purpose of writing this letter. Counsel has reviewed and relied on information from the Secretary of State of Nevada and information obtained from the Company's officers, directors and agents, Transfer Agent and OTC Markets Group. Counsel has personally met with and discussed the above documentation with Mr. Andrew Lapp, management of the Issuer, and who represents the majority of the Board of Directors. In the event that the facts and information in all such documents are determined not to be true, this opinion shall be null and void.

There has been no information concerning the Issuer and the Securities that are publicly available through the OTC Disclosure and News Service since February 16, 2022, other than information which has been published to www.otcmarkets.com. In issuing this letter, Counsel represents that the information referred to herein:

- (i) Constitutes "adequate current public information" concerning the Securities and the Issuer 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 the Issuer to publish a quotation for the securities under Rule 15c2-11 under the Securities Exchange Act of 1934;
- (iii) Complies as to form with the OTC Markets Group's Guidelines for Providing Adequate Current Information, which are located on the internet at www.otcmarkets.com, and;
- (iv) Will be submitted for posting through the OTC Disclosure and News Service.

The financial information reflected in the disclosure statement was audited for the Annual Report but the Quarterly Report not audited. The financial information was compiled by Jerry DeCiccio, CPA as the accounting service provider and put into proper order by management.

3663 Greenwood Circle Chalfont Pennsylvania 18914
215-962-9378

Donald R. Keer, P.E., Esq

**3663 Greenwood Circle Chalfont Pennsylvania 18914
215-962-9378**

Donald R. Keer, P.E., Esq

The Issuer's transfer agent is:

Pacific Stock Transfer Co.
(702) 361-3033
6725 Via Austi Parkway
Suite 300
Las Vegas, NV 89119

Counsel confirmed that the transfer agent is registered with the SEC via the official SEC website and its EDGAR system at <http://www.sec.gov/edgar/searchedgar/webusers.htm>. Counsel has met with management and a majority of the Directors of the Issuer, reviewed the information that has been published by the Issuer through the OTC Disclosure and News Service, and discussed the information with management and a majority of the directors of the Issuer. Specifically, Counsel has met with Mr. Andrew Lapp as management and CEO/Director. After inquiry of management and the directors of the Issuer, Counsel represents that to the best knowledge of Counsel, the Issuer of the Securities, any 5% holder, and Counsel himself are not currently under investigation by any federal or state regulatory authority for any violation of federal or states securities laws.

Additionally, we have made an inquiry with regard to the sale and ownership of the company's securities by the following persons, being all of the persons of the type identified in Item 16 and 17 of Exhibit B of OTC Market's Attorney Letter Guidelines:

Name	Position	Address	Shares	Consideration	Restricted
Andrew Lapp	CEO, Director	2000 Misty Sunrise Trail Sarasota, Florida 34240	Preferred 51,000	N/A	N/A
Gerald Mounger	Director	1393 Eastside Road El Cajon, California	49,000 Preferred	N/A	N/A
Galen Reich	President	8875 Roll Road Clarence Center, NY	3,750,000 Common	Reg D	144
Agile Vehicle Technologies Limited (Stuart Sowray)	>5%	Orchard Cottage Main Street Babcary, Somerton United Kingdom TA11 7DS	57,500,000	Acquisition	
The Catalyst Group Inc. (Enrique Salinas, deceased)	>5%	3306 Continental Dr. Missouri City, TX 77459	17,460,000	N/A	144
Mina Mar Group (Miro Zecevic)	Prior Owner of Preferred Shares	500 S. Australian Ave. West Palm Beach, FL 33401	0	Investor Relations	N/A
Irene Veselinovic	Consultant	500 S. Australian Ave. West Palm Beach, FL 33401	0	N/A	N/A
Bayern Industries (Andrea Zecevic)	Consultant	500 S. Australian Ave. West Palm Beach, FL 33401	0 (formerly 10,000,000 common shares but	Shares Accepted as part of acquisition of control shares	144

3663 Greenwood Circle Chalfont Pennsylvania 18914
215-962-9378

Donald R. Keer, P.E., Esq

they were sold)	from Mina Mar Group.
--------------------	-------------------------

Counsel has made specific inquiry of each of the persons listed above, and persons owning more than five percent (5%) of the Securities (collectively, the “Insiders”) and none, except Mina Mar Group (discussed below), appear to have been persons engaged in promotional activities regarding the Issuer as all hold only restricted shares or preferred, non-trading shares and based upon such inquiries and other information available to counsel.

The Issuer’s engaged Mina Mar Group who in turn engaged Awareness Consulting Network, LLC (“ACN”) to initiated a promotional campaign. The Issuer was aware of the promotion campaign but had no knowledge of the content of any promotion. The Issuer had no direct interaction with ACN to publicly disseminate information. ACN was paid \$40,000 by Mina Mar Group as part of its investor relations program. The Company does not believe the information provided in the promotional materials is materially misleading. Promotions were compiled from publicly available information, press releases and disclosure filings. During the course of the filings the Issuers disclosures remained current. The Issuer has taken actions to cease the activity.

Pursuant to OTC’s guidance regarding “Stock Promotion: Best Practices for Issuers,” the Company has conducted a thorough investigation of its management, employees and consultants, and has determined that, except as described above, none have been or are currently involved in a stock promotion. Further, none had any editorial control over the content of the promotional activities. After inquiry of management, the directors and control persons, its officers, directors, any controlling shareholders (defined as shareholders owning 10% or more of the company’s securities), or any third-party service providers have confirmed that they have not been involved, directly, or indirectly, in any way (including payment of a third-party) with the creation, distribution, or payment of promotional materials related to the Company and its securities except as described above.

In addition, there have been no sales of the Securities by Insiders within the twelve-month period prior to the opinion thus they are in compliance with Rule 144 “sales” requirements, except the sale of shares by Bayern Industries which had the restrictive legend removed in accordance with Rule 144 and Mina Mar Group which also had the restrictive legend removed in accordance with Rule 144.

None of the persons or companies listed above filed a Form 3 filing with respect to its holdings. Nothing has come to the attention of counsel indicating that any of the Insiders holding shares is in possession of any material non-public information regarding the Issuer or the Securities that would prohibit any of them from buying or selling the Securities under Rules 10b-5 or 10b5-1 under the Exchange Act.

Counsel has reviewed previous filings and determined the Issuer does not currently meet the definition of a shell in accordance with the definition of a “shell company” as stated in Rules

3663 Greenwood Circle Chalfont Pennsylvania 18914
215-962-9378

Donald R. Keer, P.E., Esq

405 of the Securities Act of 1933 and 12b-2 of the Exchange Act of 1934. The Issuer was in Custodianship as a result of an Order Appointing Custodian entered on August 3, 2020 by the District Court of Clark County, Nevada. The Custodianship was terminated by Order to Statistically Close Case entered on October 11, 2021.

No person other than OTC Markets Group is entitled to rely on this letter, but OTC Markets Group has full and complete permission and rights to publish this letter through the OTC Disclosure and News Service for viewing by the public and regulators.

This opinion does not include any assumption or expression regarding compliance with any state security law.

Yours Truly,

Donald R. Keer, Esq.

**3663 Greenwood Circle Chalfont Pennsylvania 18914
215-962-9378**