

Donald R. Keer, P.E., Esq



August 3, 2023

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

RE: Legal Opinion, Adequate Current Information and Disclosure
Filing by Axis Technologies Group, Inc. (AXTG)
Annual Report for the Period Ending December 31, 2022 and the Quarterly Reports for the Period
Ending March 31, 2023 and June 30, 2023 with related disclosures

Dear Sirs:

I have been retained as Counsel by Axis Technologies Group, Inc., a corporation organized and existing under the laws of the State of Delaware (AXTG 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 Issuer of its revised Annual Report for the Period Ending December 31, 2022 and the revised Quarterly Report for the Periods Ending March 31, 2023 and June 30, 2023, both published August 3, 2023 with related disclosures (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 in connection with the preparation of this letter, which is believed to be reliable:

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Annual Report for the Period Ending December 31, 2022 and Quarterly Report for the Periods Ending March 31, 2023 and June 30, 2023 pursuant to Rule 15c2-11 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

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 Delaware and information obtained from the Company's officers, directors and agents. Counsel has personally met, via phone, with and discussed the above documentation with Mr. William Tien (CEO) and Ms. Caren Currier (CFO), representing 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 May 18, 2021, other than information which has been published to www.otcmarkets.com and the Reports which is the subject of this letter. 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 not audited. The financial information for the Reports was compiled by Mr. John Hogan as Controller of the Issuer.

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The Issuer's transfer agent is:

Pacific Stock Transfer Co.
(800) 785-7782
6725 Via Austi Pkwy.
Ste. 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, via phone, with Mr. William Tien, CEO, Ms. Caren Currier, CFO, and all owners of 5% or greater of the outstanding stock including Kipton Hirschbach. 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.

Counsel has reviewed previous filings and determined the Issuer does not currently meet the definition of a "shell company" as stated in Rules 405 of the Securities Act of 1933 and 12b-2 of the Exchange Act of 1934. The Company was a self-reporting shell company up until the September 30, 2021 quarterly disclosure during which the Company acquired two operating companies. Rule 405 defines a shell company as a company with 1) no or nominal operations and either 2) no or nominal assets, 3) assets consisting solely of cash and cash equivalents or 4) assets consisting of any amount of cash and cash equivalents and nominal other assets.

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.

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