

JOHN L. THOMAS, ESQ.
18 Beth Drive
Moorestown, NJ 08057

Telephone: 609.332.1791

email: johnlthomas2@outlook.com

December 15, 2023

VIA ELECTRONIC MAIL

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

**Re: Attorney Letter with Respect to Adequate Current Information of
Cardexx, Inc. (“CXCQ”)**

To whom it may concern:

This will replace my Attorney Letter dated December 4, 2023.

I have been retained by Cardxx, Inc., a Nevada corporation (the “Company” or the “Issuer”), for the purpose of rendering an opinion as to the adequacy of the current information and disclosure documents published by the Company on the OTC Disclosure and News Service and for other related matters. OTC Markets Group Inc. is entitled to rely on this opinion 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, as amended (the “Securities Act”). I am a U.S. resident. I am not an employee of the Company. I serve as securities counsel although my duties are such as may be requested by management. I do not beneficially own any shares of the Company’s securities. I have not received any shares of the Company’s securities in payment for services, nor am I a party to any agreement to do so. I am authorized to practice law in the Commonwealth of Pennsylvania. I am permitted to practice before the U.S. Securities and Exchange Commission (the “SEC”) and have not been prohibited from practice thereunder. I am not currently the subject of an investigation, hearing, or proceeding by the SEC, the U.S. Commodity Futures Trading Commission, the Financial Industry Regulatory Authority or any other federal, state, or foreign regulatory agency, nor have I been subject to any such investigation, hearing, or proceeding in the past five years. I am not currently suspended or barred from, nor have I been so suspended or barred within the past five years from any state or jurisdiction. I have not been charged (which I understand to be named as a defendant or cross-defendant) in any civil or criminal case within the past five years.

To the best of my knowledge after inquiry of management and the chairman of the Board of Directors, neither the Company nor any five percent stockholder is currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws,

I have examined such corporate records and other documents and such questions of law as I considered necessary or appropriate for purposes of rendering this Letter. In all such examinations and in giving my opinion, I have assumed the genuineness of all signatures (including those delivered by facsimile or electronic mail in “PDF” format), the legal capacity and competency at all relevant times of all natural persons signing any documents, the authenticity of all documents submitted to me as originals, the conformity to authentic original documents of all documents submitted to me as certified, authenticated, conformed, notarized, photostatic or facsimile copies and the authenticity of the originals of such certified, authenticated, conformed, notarized, photostatic or facsimile copies. I have also assumed that (a) all facts set forth in the official public records, certificates, and documents supplied by public officials or otherwise conveyed to me by public officials are complete, true, and accurate and (b) all facts set forth in the certificates supplied by the representatives of the Company are complete, true, and accurate. I express no opinion as to the validity of any of the assumptions, for or content of any financial or statistical data contained in the Information (as defined below).

The documents containing the information concerning the Issuer and its securities that is publicly available and which I have reviewed in connection with the preparation of this Letter (the “Information”) and the dates such documents were published on the OTC Disclosure and News service are as follows:

1. Quarterly Report, as amended, for the three months ended September 30, 2022, published May 22, 2023.
2. Quarterly Report, as amended, for the three months ended December 31, 2022, published May 22, 2023.
3. Quarterly Report, as amended, for the three months ended March 31, 2023, published May 22, 2023.
4. Annual Report for the fiscal year ended June 30, 2023, published August 28, 2023
5. Quarterly Report for the three months ended September 30, 2023, published November 9, 2023.

Based on the examination set forth above, I am of the opinion that the Information (i) constitutes “adequate current public information” concerning the Issuer’s common stock, par value \$0.001 per share (the “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 the Issuer to publish a quotation for the 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’s OTC Pink Disclosure Guidelines, which

are located on the Internet at www.otcmarkets.com, and (iv) has been posted through the OTC Disclosure and News Service.

The Company's financial statements were prepared by Mr. Jungang Lin who is the Company's Chief Financial Officer. I am advised that he has a degree in accounting. I also note that the CEO is a Certified Public Accountant.

The Issuer's transfer agent is Equiniti Trust Company with a mailing address of PO Box 855857, Minneapolis, MN 55485 ("Equiniti") and is registered with the SEC. The method used to confirm the number of outstanding shares of the Company's Securities as set forth in the Information was through a review of the "Security Details" section of the Issuer's site on the OTC Disclosure and News Service website.

I have, via a telephone conference call (i) personally met with Mr. Wan Jia Lin, the Company's CEO and a Director. to (i) reviewed the Information published by the Issuer on the OTC Disclosure and News Service, and (ii) discussed the Information with management.

The Issuer is a "shell company" as defined in Rules 405 of the Securities Act and 12b-2 of the Exchange Act.

OTC Markets Group Inc. is entitled and authorized to rely on this Letter in determining whether the Issuer has made adequate information publicly available within the meaning of Rule 144(c)(2) promulgated under the Securities Act. No person or entity other than OTC Markets Group Inc. is entitled to rely on this Letter, but permission is granted to OTC Markets Group Inc. to publish this Letter in the OTC Disclosure and News Service for viewing by the public and regulators. This opinion speaks only as of the date written. I assume no duty to update, revise or supplement this opinion or to communicate with you with respect to any change in law that comes to my attention hereafter.

Very truly yours,



John L. Thomas

cc: Mr. Wan Jia Lin (Via email)