

April 26, 2024

VIA EMAIL

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

Re: Adequate Current Information

Ladies and Gentlemen:

This firm has been retained by Novus Acquisition & Development Corp., a Nevada corporation (the "Issuer"), as counsel for the purpose of providing this letter with respect to the information publicly disclosed by the Issuer published through the OTC Disclosure and News Services (the "OTC Disclosure"). We have acted as legal counsel to the Issuer for approximately 5 years. OTC Markets Group, Inc. 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. OTC Markets Group, Inc. shall have full and complete permission and rights to publish this letter through the OTC Disclosure for viewing by the public and regulators.

In connection with this letter, we have reviewed (i) the Issuer's Annual Report for the year ended December 31, 2023 posted on OTC Disclosure on March 13, 2024 (the "Annual Report"); (ii) the Issuer's financial statements (Balance Sheet, Shareholders' Equity, Statement of Income, Statement of Cash Flows, and Notes) for the year ended December 31, 2023, incorporated in the Annual Report; (iii) the Issuer's Quarterly Report for the quarter ended September 30, 2023, posted on OTC Disclosure on November 13, 2023; (v) the Issuer's Quarterly Report for the Quarter ended June 30, 2023, posted on OTC Disclosure on August 14, 2023; (vi) the Issuer's Quarterly Report for the Quarter ended March 31, 2023, posted on OTC Disclosure on May 15, 2023, as amended on May 19, 2023 (collectively, the "Information"), and such other corporate records, certificates of officers, certificates of public officials, and other documents and instruments and such questions of law as we have considered necessary or appropriate to require as a basis for the determination expressed herein.

For purpose of this letter, we have assumed (i) the genuineness of all signatures and the authenticity and completeness of all corporate records, certificates of officers, certificates of public officials, and other documents and instruments submitted to us as originals; (ii) the conformity of authentic originals of all corporate records, certificate of officers, certificates of public officials, and other documents and instruments submitted to us certified, conformed, photostatic or facsimile copies thereof and (iii) the accuracy and adequacy of disclosures made to us by the Issuer, the Issuer's management and the Issuer's board of directors. We have no reason to believe that such records, certificates, and other documents are not accurate, authentic, or reliable and we make no assurances as to the accuracy and adequacy of such documents.

It is our opinion that the Information (i) constitutes "adequate current public information" concerning the Issuer and "is available" within the meaning of Rule 144(c)(2) under the Securities Act and (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 (the "Exchange Act"), (iii) The Information, on its face, appears to comply in all material aspects of the OTC Pink Basic Disclosure Guidelines, which are located on the Internet at www.otcmarkets.com, and (iv) has been posted through the OTC Disclosure & News Service.

The financial statements contained in the Information are unaudited. We have been advised by management that the financial statements were prepared by Frank Labrozzi the Chief Executive Officer, Chief Financial Officer and Chairman of the Board of Directors of the Issuer. Mr. Labrozzi has experience in the collection and oversight of financial data. The financial statements of the Company were not reviewed.

The Issuer's transfer agent is Olde Monmouth Stock Transfer, 200 Memorial Parkway, Atlantic Highlands, New Jersey 07716, (732) 872-2727. Olde Monmouth Stock Transfer is registered with the Securities and Exchange Commission. By examination of the Information that include compiled, unaudited financial statements for the fiscal year ended December 31, 2023, we have determined the number of outstanding shares of the Issuer to be as set forth in the Information with disclosure provided by the Transfer Agent and Mr. Labrozzi.

Cassi Olson, an attorney with The Crone Law Group, P.C., is a U.S. resident and had (i) Zoom conference calls with (a) the management of the Issuer, which consists of Frank Labrozzi, the Issuer's Chief Executive Officer, Chief Financial Officer and Chairman of the Board of Directors, (ii) reviewed the Information, and (iii) discussed the Information with the management and with the entire board of directors of the Issuer. We have no reason to believe that such sources are not reliable.

Our attorneys working with the Issuer are licensed to practice law in the States of California, Connecticut, Nevada, Illinois and New York. Accordingly, the foregoing letter applies only insofar as the existing applicable federal laws and the laws of said states. We express no opinion as to the laws of any other jurisdiction.

We are permitted to practice before the Securities and Exchange Commission (the "SEC") and have not been prohibited from practice thereunder.

To the best of our knowledge, after inquiry of management and the board of directors of the Issuer, neither the Issuer nor, any 5% holder of the Issuer's common stock, or any member of our firm working with the Issuer, is currently under investigation by any federal or state regulatory authority for any violation of federal or states securities laws.

Please be advised of the following:

1. we have not received, nor do we have an agreement to receive in the future, shares of the Issuer's stock, in payment for services;
2. we are not currently, nor in the past five years has this firm been, suspended or barred from practicing in any state or jurisdiction. We are not currently, nor in the past five years, has this firm been charged in a civil or criminal case;

3. we are not currently, nor in the past five years has this firm been, 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; and
4. the Issuer has provided written representation that, based on personal knowledge, review of public filings and review of the Issuer's business and financial records, the Issuer has never been a shell company as defined by Rule 405 and Rule 144(i)(1)(i) of the Securities Act of 1933 and Rule 12b-2 of the Securities Exchange Act of 1934.

This letter is limited to the matters set forth herein and no opinion may be inferred or implied beyond the matters expressly contained herein. Except as otherwise set forth herein, this opinion is being provided solely for the purpose of 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. This letter is rendered solely to Pink Sheets in connection with the Attorney Letter Agreement between the OTC Markets Group, Inc. and this firm, and may not be relied upon by other persons or for other purposes without our prior written consent. This letter may not be filed with any governmental agency or other persons, without obtaining our prior written approval.

Very truly yours,

THE CRONE LAW GROUP P.C.

By: 

Name: Mark E. Crone

Title: Managing Partner