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December 9, 2024

OTC Markets Group Inc.
304 Hudson Street, 3rd Floor
New York, NY 10013

Re: Gen2 Technologies Inc.

Dear Sir or Madam:

We have acted as special counsel to Gen2 Technologies Inc., a Nevada corporation (the “Issuer”), and submit this letter (this “Letter”) in connection with information publicly disclosed by the Issuer and published through the OTC Disclosure & News Service of OTC Markets Group Inc. (“OTC Markets Group”).

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, as amended (the “Securities Act”).

The undersigned, who has executed this Letter on our behalf, is a U.S. resident and we have been retained by the Issuer for the purpose of rendering this Letter and related matters. We act as counsel for the Issuer on a regular basis, rendering advice with respect to securities laws and regulations, and corporations laws. We do not beneficially own any of the Issuer’s securities. We have not received, and we do have an agreement to receive in the future, shares of the Issuer’s stock, in payment for services.

We have examined such corporate records and other documents and such questions of law as counsel considered necessary or appropriate for purposes of rendering this Letter.

The undersigned is authorized to practice law in the State of Washington, and the statements in this Letter are limited to the laws of the State of Washington and the federal laws of the United States of America. The undersigned is permitted to practice before the Securities and Exchange Commission (the “SEC”) and he has not been prohibited from practice thereunder. The undersigned is not currently, and has not been in the past five years, suspended or barred from practicing in any state or jurisdiction. Further, the undersigned is not currently, nor has been in the

past five years, 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.

As to matters of fact, we have relied on information obtained from public officials, officers of the Issuer and other sources, and we believe that all such sources are reliable.

In our capacity as special counsel to the Company, we have examined such corporate record and other documents of the Company, including its Articles of Incorporation, as amended, Bylaws, as amended, and certain minutes and action of the Company's board of directors and its stockholders (the "Corporate Documents") as we have made such other investigations of law and facts as we have deemed necessary to enable so to made the confirmations expressed below. We have also examined the documents listed below, which documents are publicly available through the OTC Disclosure & News Service (the "Information"):

- (i) Quarterly Report for the quarter ended July 31, 2024, published on September 23, 2024;
- (ii) Quarterly Report (Amended) for the quarter ended January 31, 2024, published on July 29, 2024;
- (iii) Annual Report for the year ended April 30, 2024, published on July 29, 2024;
- (iv) Quarterly Report for the quarter ended January 31, 2024, published on July 29, 2024;
- (v) Quarterly Report for the quarter ended October 31, 2023, published on June 8, 2024;
- (vi) Quarterly Report for the quarter ended July 31, 2023, as amended, published on June 8, 2024;
- (vii) Quarterly Report for the quarter ended January 31, 2023, published on November 14, 2023;
- (viii) Annual Report (Amended) for the year ended April 30, 2023, published on August 29, 2023; and
- (ix) Annual Report for the year ended April 30, 2023, published on August 28, 2023;

The Information (i) constitutes "adequate current public information" concerning the shares of common stock (the "Securities") of the Issuer, 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 Exchange Act, (iii) complies as to form with the OTC Markets Group's 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 person responsible for the preparation of the financial statements contained in the Information, is Lowell Holden. The qualifications of Mr. Holden are that since 1983, Mr. Holden

has owned and operated his own consulting firm, which provides business consulting, accounting, and other services to businesses. Mr. Holden also served in the capacity of CFO for several public companies. Mr. Holden represents that he also has a background in assisting numerous public companies in preparing for their financial auditing and SEC reporting. Mr. Holden holds a Bachelor of Science degree from Iowa State University.

The Issuer's transfer agent is Securities Transfer Corporation, whose address is 411 Eastgate Rd., Ste. A, Henderson, Nevada 89011. We have confirmed that the transfer agent is registered as a transfer agent with the SEC. The number of outstanding shares as set forth in the July 31, 2024 Quarterly Report was confirmed by review of a stockholders list as provided by the Issuer's transfer agent. The number of issued and outstanding shares of common stock of the Issuer, as confirmed by the Issuer's transfer agent on December 9, 2024, is 828,344. The number of issued and outstanding shares of Series A Preferred Stock of the Issuer, as confirmed by the Issuer's transfer agent on December 9, 2024, is one (1).

The undersigned has (i) personally met with management and a majority of the directors of the Issuer; such person being Aarif Jamani, (ii) reviewed the Information, as amended, published by the Issuer through the OTC Disclosure & News Service and (iii) discussed the Information with management and a majority of the directors of the Issuer.

To the best of our knowledge, after inquiry of management and the sole director and officer of the Issuer, we believe that neither the Issuer nor any holder of 5% or more of the Issuer's Securities is currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws. Additionally, to the best of our knowledge, we are not currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws.

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 & News Service for public viewing.

We believe that the Issuer is not, and has never been, a "shell company," as defined in Rules 405 of the Securities Act and 12b-2 of the Exchange Act of 1934.

The statements in this Letter are given as of the date hereof, and we assume no obligation to update or supplement this Letter to reflect any facts or circumstances which may hereafter come to our attention or any changes in laws which may hereafter occur.

This letter is being delivered to OTC Markets for its sole use and benefit and is not to be used, circulated, quoted or otherwise referred to or relied upon for any other purpose without express written consent, except that OTC Markets has full and complete permission and rights to

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publish this letter through the OTC Disclosure and News Service for viewing by the public and regulators. This letter may not be filed with any governmental agency, other entity or person, without my advance, written consent.

It is understood that the undersigned expresses no opinion as to the applicability to or compliance with any state securities laws and regulations. In addition, this letter is given as of the date set forth above and is restricted to the stated facts and circumstances presented to me and described herein, and that any other or different facts and circumstance might require a different letter by me. The undersigned assumes no, and hereby disclaims any, obligation to update or supplement this letter to reflect any facts or circumstances that may hereafter come to my attention or any changes in laws that may hereafter occur.

Sincerely,

LAW OFFICES OF THOMAS E. PUZZO, PLLC

/s/ Thomas E. Puzzo

Thomas E. Puzzo