

JACKSON L. MORRIS

Attorney at Law

Admitted in Florida and Georgia
December 12, 2024

OTC Markets Group, Inc.
2nd Floor
304 Hudson Street
New York, NY 10013

Re: Rimrock Gold Corp
Trading symbol: RMRK

Ladies and Gentlemen:

I have been engaged as special counsel to Rimrock Gold Corp., a Nevada corporation with its executive office at 88 Blue Jays Way, #1709, Toronto, Ontario, M5V 0L7 Canada ("Issuer"), to provide this letter with respect to the information ("Information") publicly disclosed by the Issuer and published through the OTC Disclosure & News Service, including all information published at [http://www.otcmarkets.com/stock/RMRK/ profile](http://www.otcmarkets.com/stock/RMRK/profile) and related pages. The Issuer's common stock ("Securities") is quoted on Pink Open Market and is traded in the over-the-counter market. Please be advised that 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 ("Securities Act") and Rule 15c2-11 under the Securities Exchange Act of 1934 ("Exchange Act"). It should be noted that neither Rule 144(c)(2) or Rule 15c2-11 define or provide a standard for public availability of information. In using this term, I refer to any information which is available to the public from any source, including information which requires payment of a fee to a public official. In particular, neither Rule requires publication of information on or through the OTC Disclosure & News Service.

The Information covered by this opinion includes and is limited to information under the Issuer's control on the "Company Profile" tab and the items of information indexed on the "Disclosure" tab, as follows:

<u>Information Item*</u>	<u>Period End Date</u>	<u>Publish Date</u>
Annual Report	August 31, 2024	November 13, 2024

*This opinion does not express any opinion with respect to accounting or financial matters and is limited to inclusion of financial statements required by Rule 15c2-11.

I am a citizen and resident of the United States of America. I have assisted the Issuer with preparation of the Annual Report and expect to provide from time-to-time legal services to the Issuer in the areas of corporate, business transactions and securities law. I am licensed to practice law in Florida and Georgia. The subject matter of this letter covers the jurisdiction of the State of Nevada (the Issuer's state of incorporation) and the laws of the United States of America. I have not relied on the work of any other attorney in rendering the opinions set forth below. I am permitted to practice before the U.S.

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Securities and Exchange Commission and am not prohibited from such practice. I am not currently and have not been within the past five years (a) 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 or (b) suspended or barred from practicing in any state or jurisdiction or charged in a civil or criminal case.

I do not own shares of the Issuer's common stock or other securities and do not have any arrangement or understanding for payment of compensation in such securities.

For the purpose of this letter, I have reviewed, to the extent I deem relevant to the matters covered by this letter, and relied upon the following:

Documents publicly available -

- a. a true copy of the Issuer's Articles of Incorporation, as amended to the date hereof, including Certificates of Designation, and bylaws;
- b. registrations and reports filed by the Issuer pursuant to the Securities Act of 1933 and the Securities Exchange Act of 1934 beginning March 5, 2008 and ending May 31, 2015 (Commission File No. 333-149552);
- c. information published by the Issuer through the OTC Disclosure & News Service on OTCMarkets at the Internet address of <http://www.otcmarkets.com/stock/RMRK/profile> and related pages, in particular, the documents listed on the "Disclosure" page in the active category;
- d. "Full Transfer Agent List" on December 12, 2023 available at <http://www.transferagent.co/full-transfer-agent-list/> provided by Transfer Agent.Co.

Documents not publicly available -

- a. A Certificate of Appointment by the Issuer dated February 16, 2021 appointing Colonial Stock Transfer Co., Inc. as the Issuer's transfer agent ("Transfer Agent");
- b. Outstanding Securities Report dated as of August 31, 2023 received from the Transfer Agent stating the number of shares of the Issuers common stock outstanding on August 31, 2023 ("TA Advice") and confirmation from the Issuer that no shares were issued during the fiscal year ended August 31, 2024.

I have also reviewed and relied upon such other documents and certificates of the Issuer and of public officials as I have deemed necessary and relevant to the subject matter this letter and. I have assumed the due and proper election or appointment of all persons signing and purporting to sign the documents in their respective capacities, as stated therein, the genuineness of all signatures, the conformity to authentic original documents of the copies of all such documents submitted to me as digital copies of certified, true, conformed and photocopied of such documents, including the quoted, extracted, excerpted and reprocessed text of such documents. As to matters of fact, I have relied on information obtained from public officials, officers of the Issuer and other sources, which I believe to be reliable.

I have also reviewed and am familiar with Rule 144 under the Securities Act and Rule 15c2-11 as amended effective September 28, 2021 under the Exchange Act. It should be noted that the only information required by Rule 15c2-11 that is required to be publicly

available about an issuer is limited to the information "as of a date within 12 months prior to the publication or submission of the quotation" identified in paragraphs (b)(5)(A) to (M) of Rule 15c2-11. The required information is less extensive than the information identified in Pink Basic Disclosure Guidelines v5.0 December 18, 2023.

The Information (i) constitutes "adequate current public information" concerning the Securities and the Issuer and "is available" within my understanding of the meaning of Rule 144(c)(2) and Rule 15c2-11, (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, (iii) complies as to form with Pink Basic Disclosure Guidelines v5.0 December 18, 2023, and (iv) has been published through the OTC Disclosure & News Service.

I have been advised by the Issuer that Jordan Starkman, the Issuer's chief executive officer, is responsible for the preparation of the financial statements contained in the Information. I am advised that Mr. Starkman has years of experience in preparing and reviewing corporate financial statements in his capacity as an executive officer of the Issuer. The financial statements are not audited.

The Transfer Agent's address is 7840 S 700 E, Sandy, UT 84070. According to the Full Transfer Agent List, the Transfer Agent was registered with the Commission pursuant to Section 17A of the Exchange Act and I have no reason to believe such registration has been terminated, revoked or suspended. The TA Advice states that the number of issued and outstanding shares of common stock at August 31, 2023 was 2,884,035,141 shares. Item 3)A of the Disclosure is consistent with the confirmation of management that no shares were issued during the fiscal year ended August 31, 2024.

I have (i) personally met with the one of the two directors and the executive officer of the Issuer, as named in the table following this paragraph, (ii) reviewed the Information published by the Issuer through the OTC Disclosure & News Service and (iii) discussed the Information with the named persons.

Name	Position
Jordan Starkman	Director and Chief Executive Officer

To the best of my knowledge, after inquiry of management and one director of the Issuer, neither of the Issuer, any five percent holder of the Issuer's securities is, nor am I, currently under investigation by any federal or state regulatory authority for any violation of federal or states securities laws.

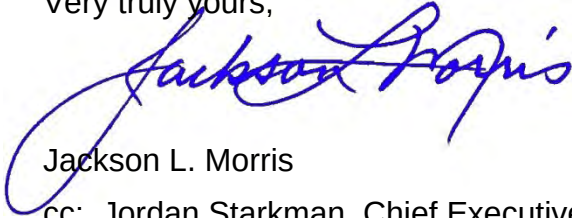
Beginning with its report on Form 10-Q for November 30, 2008 (the first report on which shell identification was required) and continuing the report on Form 10-Q for May 31, 2009, the Issuer self-identified as a "shell company" as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Securities Exchange Act of 1934, notwithstanding that it has sales since inception which would support a conclusion the Issuer was not a "shell company". In subsequent reports filed under Section 15(d) of the Securities Exchange Act of 1934 and following information published through the OTC Disclosure & News Service, where required it did not self-identify as a "shell company", notwithstanding that at and for several reporting periods the Issuer's financial statements satisfied the definition of "shell company". At the date of this opinion, the balance sheet

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and statement of operation of the Issuer for the fiscal years 2024 and 2023 satisfy the definition of "shell company". Management of the Issuer, the same person who was the founder and management beginning at inception, asserts the Issuer has never been and is not a shell company now, in that it has inventory and is actively pursuing its business plan within the limits of its financial capacity, as well as seeking equity and/or debt financing.

No person other than OTC Markets Group is entitled to rely on this letter. Notwithstanding this limitation of reliance, I hereby grant OTC Markets Group full and complete permission and right to publish this letter through the OTC Disclosure & News Service for viewing by the public and regulatory agencies; provided, that such permission to publish and the publication hereof shall not be deemed a waiver of the limitations of reliance set forth in this paragraph.

Very truly yours,



Jackson L. Morris

cc: Jordan Starkman, Chief Executive Officer
Rimrock Gold Corp.
By email to jordan@rimrockgold.