

The Law Firm of
Christen Lambert

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June 22, 2022

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

Re: American Hemp Ventures, Inc.

Amended Opinion of Counsel regarding Adequate Current Information and Continuing Disclosure Requirements for the years ended December 31, 2021 and 2020 and the quarters ended September 30, 2021 and March 31, 2022.

Dear Sir or Madam:

This firm is acting as special counsel for American Hemp Ventures, Inc. (“AMHV” or “the Company”) and has been retained for the purpose of preparing this Opinion of Counsel, applying the applicable laws of the United States, regarding its corporate operations and level of disclosure of corporate information.

In the course of preparing this opinion, Counsel has reviewed the following documents relating to the Company (together with the date they were posted through the OTC Disclosure and News Service as part of the reports posted with OTC Markets as noted below):

- 1) Articles of Incorporation for the original predecessor of American Hemp Ventures, Inc. (Corporation is in good standing with the State of Nevada as of the date above);
- 2) Various Amendments to the Articles of Incorporation and pertinent documents;
- 3) Corporate Bylaws;
- 4) Other related corporate information as were necessary and provided by the corporation’s management for the purposes of this letter; including Board Minutes and Stockholder lists;
- 5) The following reports as posted to OTC Markets Disclosure and News Service:
 - a. Quarterly Report for March 31, 2022:
 - i. Amended Quarterly Disclosure titled *Quarterly Report - Amended AMHV March 31 2022 OTC Disclosure Report* posted 6/21/2022
 - ii. Original Quarterly Disclosure titled *Quarterly Report - AMH - March 31, 2022 OTC Disclosure Report* posted 5/16/2022
 - iii. Quarterly Financials titled *Quarterly Report - AMHV Financial Statements March 31, 2022* posted 5/16/2022
 - b. Annual Report for Year Ended December 31, 2021:
 - i. Amended Annual Disclosure titled *Annual Report - Amended AMHV December 31 2021 OTC Disclosure Report* posted 6/21/2022
 - ii. Original Annual Disclosure titled *AMH - December 31 2021 OTC Disclosure Report* posted on 4/29/2022 (posted incorrectly as a research report instead of a financial disclosure)
 - iii. Annual Financials for the years ended 12/31/2021 and 12/31/2020 titled *Annual Report - AMHV 2021 Annual Report* posted 4/1/2022

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- c. Quarterly Report for September 30, 2021:
 - i. Quarterly Disclosure titled *Quarterly Report - Quarterly Report - For Quarter Ended September 30, 2021* posted 12/7/2021
 - ii. Quarterly Financials titled *Quarterly Report - Quarterly Report - AMHV Financial Statements - September 30, 2021* posted 12/7/2021

The opinions and conclusions contained in this Opinion Letter are based upon documentation and facts made available to this firm and discussions with AMHV's management and its Board of Directors and are solely based on the accuracy of those documents and facts. Further, counsel has reviewed all prior disclosures posted by AMHV with various News Services, as amended. All such information, as amended, is believed to be accurate and reliable. In the event that the facts and information in any or all of such documents are determined not to be true, this opinion is rescinded and to be deemed null and void. Counsel has discussed the above documentation, and the underlying assumptions this firm is relying upon, with the Management of AMHV. Counsel has (i) communicated with management and a majority of the directors of the Issuer, namely Mark Spooone, Murray Galbraith, and James Romano, (ii) reviewed the Information 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.

American Hemp Ventures, Inc. was incorporated in the State of Nevada on November 28, 2007 and was known as Ocean Energy, Inc. until September 2010, when the Company changed its name to Sino Cement, Inc., followed by Nevis Capital Corporation in July 2013, ASC Biosciences, Inc. in May 2017, and finally in February 2019, American Hemp Ventures, Inc., by filing an amendment to its Articles of Incorporation. American Hemp Ventures, Inc. has maintained headquarters in Colorado since 2019.

The company's fiscal year end is December 31st. As of December 31, 2021, the company had 24,129,808 shares of its common stock deemed outstanding. There were approximately 89 stockholders of record. Of the total amount of common shares outstanding, approximately 7,930,072 shares are freely tradeable, and 16,199,736 shares are "restricted securities" as that term is used under the Securities Act of 1933. AMHV is currently authorized to issue 200,000,000 total shares of common stock with \$0.001 par value and 10,000,000 shares of preferred stock with a \$0.001 par value. AMHV had no preferred shares outstanding as of December 30, 2021 and September 30, 2021; AMHV agreed to issue 3,000 Series A Preferred Shares during the quarter ended March 31, 2022, pursuant to a license agreement with Digital Cavalier Technology Services, Inc. for the YouneeqAI Technology. As of March 31, 2022, there were 24,129,808 shares of common stock outstanding. As of the date of this letter, there were 24,129,808 shares of common stock outstanding with 22,335,444 restricted securities and 1,794,364 freely tradeable shares.

The party acting as the transfer agent for AMHV is Pacific Stock Transfer, with offices at 6725 Via Austi Pkwy, #300, Las Vegas, NV 89119, phone number (702) 361-3033, and is registered with the Securities and Exchange Commission (SEC) as a transfer agent. An inquiry to the transfer agent for American Hemp Ventures, Inc. resulted in a shareholder list was the source of confirmation of the information regarding the common shares.

The parties responsible for the preparation of the unaudited consolidated financial statements contained in the information are the current Board of Directors of the Company (Mark Spooone, Murray Galbraith, and James Romano), along with the assistance of Kristi Kampmann and Bodi Braithwaite of NOW CFO Denver V, LLC, 1801 Broadway Suite 537, Denver, CO, acting as consultants to the Company. Ms. Kampmann has over 25 years of experience in accounting, audit, financial reporting, and footnote creation, and paralegal support to OTC and SEC reporting companies. Mr. Braithwaite has over 10 years of experience in accounting, audit, and financial reporting support to

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OTC and SEC reporting companies. The financial statements for the periods referenced herein have not been audited, but I have been advised that the financial statements were prepared in accordance with US GAAP.

The Issuer is not a “shell company” as defined in Rules 405 of the Securities Act of 1933 and 12b-2 of the Exchange Act of 1934. The Supplemental Information posted to OTC Markets on February 23, 2022 was relied on in making this determination.

No person or entity other than OTC Markets Group, Inc. is entitled to rely upon this opinion. OTC Markets Group, Inc., however, is granted full and complete permission and rights to publish this document via the OTC Disclosure and News Service for viewing by the general public and regulators. The public and OTC Markets Group, Inc. may rely on the above in determining whether American Hemp Ventures, Inc. has made adequate current information publicly available within the meaning of Rule 144(c)(2) of the Securities Act of 1933, as amended. The information which has been posted via OTC Disclosure and News Service (i) constitutes adequate current public information, concerning the securities and the Issuer and “is available” within the meaning of Rule 144(c)(2) of the Securities Act of 1933, as amended, (ii) includes all the information that a broker-dealer would be required to obtain from an Issuer in order to publish a quotation for its securities pursuant to Rule 15c2-11 under the Securities Exchange Act of 1934, (“the Exchange Act”) as amended, (iii) complies as to form with the OTC Markets Group’s Basic Disclosure Guidelines which are located at www.otcmarkets.com, and (iv) has been posted through the OTC Disclosure and News Service.

As of the date hereof to the best knowledge of Counsel, after inquiry of management and the directors of the Issuer, neither the Issuer of the Securities, any 5% holder, nor Counsel is currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws.

The author of this Opinion of Counsel is licensed in the state of North Carolina. Counsel is a United States citizen is permitted to practice before the SEC and has not been prohibited from such practice. Counsel is not currently, nor has she 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. Counsel is not currently, nor has she 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 beneficially own any shares of the issuer’s securities, nor has Counsel received, nor have an agreement to receive in the future, shares of the issuer’s stock, in payment for services.

Sincerely,

Christen Lambert

Christen Lambert, Esq.