

Donald R. Keer, P.E., Esq



September 9, 2022

Continental Stock Transfer & Trust Company
1 State Street Plaza
30th Floor
New York, NY 10004

RE: Issuance of Common Stock to Mr. David Dalton by Univec, Inc.
Legal Opinion, Issuance Allowance, Subject to Rule 144
Univec, Inc. (USOTC:UNVC)

Dear Sirs:

I have been retained as Counsel by Mr. David Dalton (“Dalton”, or the “Shareholder”) an individual domiciled in the State of Maryland. The Shareholder has requested I render an opinion with respect to the issuance of 183,173,158 shares of common stock currently in exchange for the retirement of \$1,740,145 total Accrued Employee Benefits reflected on the Univec, Inc. Balance Sheet dated March 31, 2022.

Mr. Dalton is the President of Univec, Inc. (“UNVC”) and currently holds 1,219,949,379 common shares in the company out of 2,339,923,522 outstanding common shares, representing 52.13% of that class and 5,000,000 Series A Preferred Shares, representing 100% of that class. After the issuance Mr. Dalton will hold 1,403,122,537 common shares of 2,523,096,680 outstanding common shares, representing 55.61% of the class. Based on Mr. Dalton’s position within UNVC and his holdings he is considered an affiliate as defined by Rule 144(a)(1) and common shares may be issued but they must contain a legend restricting the resale of those securities.

The Company’s Management and Directors have agreed to the settlement of debt carried on their financial books as evidenced by the August 30, 2022 letter issued to your office. I also reviewed the most recent financial filing and the share price closing data published for August 30, 2022. The Company has carried the debt over the past 3 years, with periodic increases based on continued contributions by Dalton. The settlement amount accurately reflects the debt on the books. Finally, the conversion price of the debt is \$0.0095 which is 10% higher than the closing price on August 30, 2022 of \$0.0086.

Based on and strictly limited to the foregoing, I am of the opinion that the Shares may be issued to Mr. Dalton with a restrictive legend.

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215-962-9378

Upon your receipt of appropriate transfer instructions and and documentation from UNVC and Mr. Dalton, you are hereby authorized to complete the issuance of common shares.

No opinion is expressed with respect to any federal, provincial or state law, regulation or rule not otherwise expressly referenced herein. In particular, and without limiting the generality of the forgoing, no opinion is given with respect to any secondary trading exemption under the laws of any individual state. Prior to any trading in the Shares, Mr. Dalton must first comply with the rules and regulations of the securities laws in the jurisdictions where the shares are to be traded.

This opinion is solely for your benefit in connection with your due diligence investigation for purposes expressed herein. This opinion may be relied on only in connection with such due diligence and may not be relied upon by any other person without my prior written consent. Furthermore, this opinion does not extend to any other shares in the Issuer held by any other investor.

Yours Truly,

A handwritten signature in black ink, appearing to read "Donald R. Keer", with a stylized flourish at the end.

Donald R. Keer

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