



Patrick Ryan Morris, Esq.

Morris Legal Corp.
28 Laight Street, 2nd Floor
New York, New York 10013

Direct: +1 (917) 621-1110
Main: +1 (646) 692-4012
Fax: +1 (929) 296-7680
Email: prm@patrickmorrislaw.com

www.patrickmorrislaw.com

March 28, 2024

OTC Markets Group, Inc.
300 Vesey Street, 12th Floor New York, NY 10282
RE: Labor Smart Inc. ("The Issuer")

Dear Sir or Madam:

I represent Labor Smart Inc., (Symbol: LTNC), a Wyoming corporation (the "Issuer") as its legal counsel. My client has requested that I render a legal opinion as to whether there is adequate current information available on the OTC Disclosure and News Service for the Issuer and related matters relative to its Annual Report for the year ended December 31, 2023. I am not an employee of the Issuer. Further, I have no agreement in place to receive future shares of the Issuer's stock in payment for services and I do not own, directly or beneficially, any shares of the Issuer's securities.

This opinion is meant to apply to the laws of the United States. I am a resident of the United States and licensed to practice in the state courts of New York and am also admitted to practice in the U.S. District Court for the Southern and Eastern Districts of New York, the Southern and Northern Districts of Texas and in the U.S. Court of Appeals for the Second Circuit. I am also permitted to practice before the Securities and Exchange Commission ("SEC") and have not been prohibited from practice thereunder. I am not now, nor have I ever been 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. I am not now, nor have I ever been suspended or barred from practicing in any state or jurisdiction, nor have I ever been charged in a civil or criminal case.

This opinion does not rely on the work of other counsel.

I have examined the corporate records, documents, and such questions of law that I consider necessary or appropriate for purposes of rendering this Opinion Letter. In my review I have met with the Board of Directors and management of the Issuer and have relied upon the representations of management and officers whom I believe to be reliable sources. I have reviewed the Issuer's corporate records including the following:

Annual Disclosure Statement (as amended) for the year ended December 31, 2023
(posted March 28, 2024)

In my review I have relied upon the representations of management and officers of the Issuer and on publicly available information regarding the Issuer including financial statements listed above.

I have spoken with Thomas Zarro, CEO, and all of the information I requested as a basis for this opinion has been provided to me and I believe the sources of information reviewed are reliable. In addition, I have reviewed the definition of current information set forth in SEC Rule 144(c)(2) under the Act ("Other Public Information) as well as the relevant provisions of Rule 15c2-11 of the Securities Exchange Act of 1934 (the "Exchange Act"), and the OTC Markets Group's Pink Basic Guidelines for Providing Adequate Current Information. In my opinion, the information provided:

- (A) constitutes "adequate public information concerning the Securities and the Issuer and 'is available' within the meaning of Rule 144(c)(2) of the Act.
- (B) 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.
- (C) complies as to form with the OTC Markets Group's Guidelines for Providing Adequate Current Information, which is located at:
www.otcm Markets.com; and,
- (D) has been posted through the OTC Disclosure and News Service.

The Issuer represents that it is not now a "shell corporation" as defined in Rules 405 of the Securities Act of 1933 and 12b-2 of the Exchange Act of 1934. My research of public filings supports this statement. However, the Issuer was an SEC reporting company until June 27, 2016, when it filed a Form 15-12G, voluntarily suspending or terminating the duty to file report in reliance upon Rule 12g-4(a)(1) and 12g-4(a)(2). There are no public disclosures for the period of June 27, 2016 – February 2, 2021. According to the Issuer, financial statements for the period ending Dec. 31, 2022, are being prepared and are presented in this report for the purpose of providing prior year reporting in the Unaudited Financial Statements. There is no indication that the Issuer was the subject of any custodial action and the Issuer represents that it was not a "shell company" at any time.

The financial statements for the Issuer are the ultimate responsibility of Thomas Zarro, CEO, Henderson, Nevada. These financial statements have not been audited or presented as such. They were prepared by Martin Scott. Mr. Scott is a CPA with over three decades of corporate finance and accounting experience working with public and private companies of all sizes in large scope and industry sectors. Mr. Scott's firm has been in existence for 20 years. He is widely recognized as an expert in SEC reporting, financial planning and analysis, capital formation, mergers, acquisitions, and audit planning. Mr. Scott is a graduate of Florida State University with a Bachelor

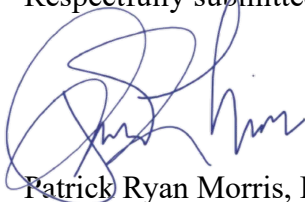
of Science in Accounting and Finance. Mr. Scott is well qualified by credentials and experience to prepare these financial statements.

The transfer agent for the Issuer is Clear Trust, LLC, 16540 Pointe Village Drive, Suite 210, Lutz, FL 33558. The transfer agent is registered with the SEC. I have requested and obtained a copy of the shareholders' list provided to me by management and have confirmed that the number of shares issued is consistent with the corporate records of the Issuer. I have reviewed the disclosure documents currently published on otcmarkets.com for this Issuer and have personally reviewed the information published by the Issuer on OTC Markets News Service and have discussed the information with management.

I have confirmed with management that management is not aware of any investigation of the Issuer or of any beneficial owner, officer, director, or legal counsel of the Issuer by any federal or state regulatory authority, including the SEC. After a review of documents as set forth above, and consultation with management, it is my opinion that the information presently being provided by the Issuer to OTC Markets Disclosure and News Service in the Financial Reports and Disclosure Information constitutes adequate current public information concerning the Issuer within the meaning of Rule 144(c)(2) of the Act.

OTC Markets, Inc., is entitled and authorized to rely upon this letter in determining whether the Issuer has made adequate information publicly available within the meaning of Rule 144(c)(2) under the Securities Act of 1933. No person other than OTC Markets, Inc., is entitled to rely on this letter, but full permission is granted to OTC Markets, Inc., to publish this letter through the OTC Disclosure and News Service for viewing by the public and regulators.

Respectfully submitted,

A handwritten signature in blue ink, appearing to read "Patrick Ryan Morris", is written over a circular blue ink stamp.

Patrick Ryan Morris, Esq.

Attorney for Labor Smart Inc.