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December 9, 2024

OTC Markets Group, Inc.  
30 Vesey St., 12th Floor  
New York, New York 10282

Re: Leader Capital Holdings Corp.

Opinion of Counsel regarding Adequate Current Information and  
Continuing Disclosure Requirements for the year ended August 31, 2024

Dear Sir or Madam:

This firm is acting as special counsel for Leader Capital Holdings Corp. (“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 information 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 Leader Capital Holdings Corp. (Corporation is in good standing with the State of Nevada as of the date above).
- 2) Amendments to the Articles of Incorporation.
- 3) Corporate Bylaws.
- 4) Other related corporate information as was necessary and provided by the corporation's management for the purposes of this letter, including Board Minutes and Stockholder lists, and other material information.
- 5) The following reports as posted to OTC Markets Disclosure and News Service for the Company for fiscal year 2024 and the first following the year end:

<b>Publish Date</b>	<b>Title</b>	<b>Period End Date</b>
11/27/2024	<a href="#">Annual Report</a>	08/31/2024
10/09/2024	<a href="#">Notice of Change in Substantial Holder Interest</a>	08/31/2024
07/15/2024	<a href="#">Quarterly Report</a>	05/31/2024
05/02/2024	<a href="#">Notice of Change in Substantial Holder Interest</a>	02/29/2024
04/15/2024	<a href="#">Quarterly Report</a>	02/29/2024
04/02/2024	<a href="#">Officer/Director Disclosure</a>	02/29/2024
04/02/2024	<a href="#">Notice of Change in Substantial Holder Interest</a>	02/29/2024
03/26/2024	<a href="#">Attorney Letter with Respect to Current Information</a>	08/31/2023
02/23/2024	<a href="#">Quarterly Report</a>	11/30/2023
02/23/2024	<a href="#">Annual Report</a>	08/31/2023
01/15/2024	<a href="#">Quarterly Report</a>	11/30/2023

The opinions and conclusions contained in this Opinion Letter are based upon documentation and facts made available to this firm and discussions with Leader Capital Holdings Corp. management and its Board of Directors and are solely based on the accuracy of those documents and facts. Counsel believes the sources to be reliable. Further, counsel has reviewed the prior disclosures posted by Leader Capital Holdings Corp. with OTCIQ News Service, as amended for the past year. All such amended information 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 Leader Capital Holdings Corp. Counsel has (i) conferred via teleconference with management and the directors of the Issuer, Yi-Hsiu Lin, CEO and Shui Fung Cheng, Director and has (ii) reviewed the Information, as amended, published by the Issuer through the OTCIQ Disclosure & News Service and has (iii) discussed the Information with management and the directors of the Issuer.

Leader Capital Holdings Corp. was incorporated in Nevada on March 22, 2017.

The Company's Year End is August 31. As of August 31, 2024, the Company had 229,077,654 shares of its Common Stock deemed outstanding. There are 201 stockholders of record as of August 31, 2024. As of August 31, 2024, of the total amount of common shares outstanding 50,425,205 shares are shown as "unrestricted" and 178,652,449 shares, are "restricted securities" as that term is used under the Securities Act of 1933, per the Transfer Agent records. Leader Capital Holdings Corp. is currently authorized to issue 600,000,000 total shares of common stock and 200,000,000 shares of Preferred Stock.

The Issuer was a “shell company” as defined in Rules 405 of the Securities Act of 1933 and 12b-2 of the Exchange Act of 1934 at several times during its existence. Based upon its description of its business operations, conversations with management, and the filings with the OTC Markets in 2024, it appears that it is not a “shell” as defined in Rule 405 promulgated under the Securities Exchange Act of 1934.

The party acting as the transfer agent for Leader Capital Holdings Corp. is: Dynamic Stock Transfer Company, 45 W. Easy Street, Suite 28, Simi Valley, CA 93065 / (818) 465-3422, which is registered with the Securities and Exchange Commission (SEC), as a transfer agent.

An inquiry to the above noted transfer agent for Leader Capital Holdings Corp. resulted in a shareholder list which was the source of confirmation for the information regarding the common shares.

The person responsible for preparing the financial statements contained in the information is Chris Kohler, the company’s US accountant, and the Financial Statements as filed have not been audited.

No person or entity other than OTC Market Group, Inc. is entitled to rely upon this opinion. OTC Market 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 Market Group, Inc. may rely on the above in determining whether 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, and(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 Market Group's Basic Disclosure Guidelines which are located at [www.otcm Markets.com](http://www.otcm Markets.com) and (iv) has been posted through the OTC Disclosure and News Service.

The author of this Opinion of Counsel is licensed in the State of Colorado. Counsel is a United States citizen, is permitted to practice before the SEC and has not been prohibited from such practice. 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, or any 5% holder, is currently under investigation by any federal or state regulatory authority for any violation of federal or states securities laws. Counsel is not currently, nor has in the past five years, 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.

Counsel is not currently, nor has been in the past five years, suspended or barred from practicing in any state or jurisdiction, and Counsel has not been charged in a civil or criminal case.

Disclosure: Counsel beneficially owns no shares of common stock of the issuer. Counsel has no agreements as to receipt of any shares of the issuer’s common stock in the future for payment of services.

Sincerely,

A handwritten signature in black ink, appearing to be 'MARTIN', written in a cursive style.