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January 17, 2025

**Delivered Via Electronic Upload**

OTC Markets Group, LLC  
300 Vesey Street, 12<sup>th</sup> Floor  
New York, NY 10282

Re: Attorney Letter (as defined below) for Regen Biopharma, Inc., a Nevada corporation (the “Company” [“RGBP” and “RGBPP”])

Ladies and Gentlemen:

I have been engaged by the Company to review the annual report that the Company has filed with the OTC Markets Group, LLC (the “OTC Markets Group”) and that is published in the OTC Markets Group “OTC Disclosure & News Service” as of the date hereof (the “Information” [as defined below]); and to render this attorney letter in accordance with the OTC Markets Group’s “Attorney Letter Agreement” and the accompanying “Attorney Letter Guidelines” (respectively, the “Attorney Letter Agreement,” the “Attorney Letter Guidelines” and the “Attorney Letter”) as to whether the Information regarding the Company and its shares of \$0.0001 par value common stock and shares of \$0.001 par value Series A preferred stock publicly-traded on the OTC Markets Group’s “OTC Pink Tier” under the trading symbols “RGBP” and “RGBPP” respectively (collectively, the “Company Securities”): (i) constitutes “adequate current public information” concerning the Company and the Company Securities and “is available” within the meaning of Rule 144(c)(2) promulgated by the United States Securities and Exchange Commission (the “SEC”) under the Securities Act of 1933, as amended (the “Securities Act”); (ii) includes all of the Information that a broker-dealer would be required to obtain from the Company to publish a quotation of the Company Securities under Rule 15c2-11 promulgated by the SEC under the Securities Exchange Act of 1934, as amended (the “Exchange Act”); (iii) complies with the OTC Markets Group’s “OTC Pink Disclosure Guidelines” published on the Internet at [www.otcmarkets.com](http://www.otcmarkets.com); and (iv) has been posted through the OTC Disclosure & News Service, among other matters.

In considering the foregoing and subject to the conditions outlined herein under the heading “Qualifications,” below, I hereby verify the following and opine with respect to the Company and the Company Securities as follows, concerning the matters listed in the Attorney Letter Guidelines. For ease of reference, review and clarity, I have presented such matters in the order they are presented in the Attorney Letter Guidelines, appropriately numbered in “Item” number sequence.

### Attorney Letter Requirements

1. **OTC Markets Group Reliance on Attorney Letter.** This Attorney Letter, which is addressed to the OTC Markets Group, may be relied upon by the OTC Markets Group, as of its date, in determining whether the Information published in the OTC Disclosure & News Service about the Company and the Company Securities constitutes “adequate current public information” within the meaning of SEC Rule 144(c)(2) promulgated under the Securities Act.
2. **Certain Information about the Undersigned Attorney.** The undersigned is a United States resident; has been engaged by Company to provide this Attorney Letter, and is not an employee of the Company; does not own any Company Securities; and has no arrangements or understandings with the Company under which the undersigned will receive any Company Securities or other securities of the Company for legal services or otherwise.
3. **Examination of Records and Applicable Law and Regulations.** I have examined such corporate records and other documents and the Information outlined herein, and I have considered such questions of law as I have deemed reasonably required, necessary or prudent for the purposes of rendering this Attorney Letter. In this regard, I have also confirmed that the Company is currently in good standing in the state of its organization, Nevada, with its next required report of the State of Nevada being its Annual Report of directors and officers, among other matters, which is not due until April 30, 2025.
4. **Good Standing of the Undersigned as a Member of the Utah State Bar.** I am a member in good standing of the State Bar of California and the Utah State Bar, having been admitted in 1991 and 1994, respectively, and I am authorized to practice law in the States of California and Utah and in the United States of America as may be applicable to this Attorney Letter or otherwise. The undersigned is not currently, and has never been, suspended from practicing law in any state or jurisdiction; nor has the undersigned been charged in any civil or criminal proceeding.
5. **Permitted to Practice before the SEC.** I am permitted to practice law before the SEC, and I have never been the subject of any proceeding that would have prohibited me from appearing before the SEC as a lawyer in any proceeding or otherwise. I have not 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.
6. **Lack of suspensions of Counsel or being charged in any civil or criminal case.** The undersigned is not currently, and has never been, suspended from practicing law in any state or jurisdiction; nor has the undersigned been charged in any civil or criminal case.
7. **Reliance by the Undersigned.** As to matters of fact, I have relied upon information obtained from public officials and applicable state and SEC websites, including the filings made by the Company in the OTC

Disclosure & News Service, among others; the representations of certain members management of the Company, along with various corporate books and records of the Company provided to the undersigned by management of the Company; information provided in response to my inquiries to the Company's transfer and registrar agent, Nevada Agency and Transfer Company (the "Company Transfer Agent"); and "Google" searches on the Company's name and those of its members of management and 5% stockholders; and the undersigned has a reasonable basis for believing that all of such sources are reliable sources for the information that I have relied upon in rendering this Attorney Letter.

8. **OTC Markets Group Filings Relied Upon.** The Information, which I have reviewed in connection with the preparation of this Attorney Letter, consists of the following report, which was posted (as titled below) on the OTC Disclosure & News Service on January 17, 2025: (i) Company Annual Report - Disclosure and Consolidated Financial Statements for the Years Ended September 30, 2024 [unaudited], and 2023 [audited].
9. **Current Public Information.** Based upon all matters outlined herein, it is my opinion that: (i) the Information regarding the Company and the Company Securities constitutes adequate current public information concerning the Company and the Company Securities and "is available" within the meaning of Rule 144(c)(2) promulgated by the SEC under the Securities Act; (ii) the Information includes all of the information that a broker-dealer would be required to obtain from the Company to publish a quotation of the Company Securities under Rule 15c2-11 promulgated by the SEC under the Exchange Act; (iii) the Information complies with the OTC Markets Group's OTC Pink Disclosure Guidelines published on the Internet at [www.otcmarkets.com](http://www.otcmarkets.com); and (iv) the Information has been posted through the OTC Disclosure & News Service.
10. **Person Preparing Financial Statements of the Company and Qualifications.** Joseph G. Vaini prepared the financial statements of the Company contained in the Information and filings referenced in Item 8 above. The financial statements for the fiscal year ended September 30, 2024, are unaudited and the financial statements for the fiscal year ended September 30, 2023, were audited by Cubixfin, LLC of Sheridan, Wyoming. The qualifications of the person who prepared the unaudited financial statements are as follows: Mr. Vaini has 25 years' compliance experience in the securities markets and has a substantial background in accounting, having prepared annual and quarterly financial statements for numerous companies in accordance with US generally accepted accounting principles.
11. **Company Transfer Agent and Confirmation of Outstanding Shares.** The "Company Transfer Agent" is Nevada Agency and Transfer Company, whose address and telephone number are as follows: 50 West Liberty Street, Suite 880, Reno, Nevada 89501; Telephone, 775-322-0626. The Company Transfer Agent is registered with the SEC, which the undersigned has personally confirmed prior to the date of this Attorney Letter. The respective outstanding shares of the Company and other securities described as being issued and outstanding in the Information

- were confirmed by the undersigned by review of stockholder lists for the Securities that were generated by the Company Transfer Agent and dated December 31, 2024.
12. **Management Meeting regarding the Information.** The undersigned, personally, in a teleconference call held on January 14, 2025, conferred with the Company's sole director, David R. Koos, who also serves as its CEO, CFO, Treasurer and Secretary, regarding the Information. During this teleconference call, the undersigned reviewed the Information, which had been prepared by the Company and previously reviewed by the undersigned as currently prepared for publication in the OTC Disclosure & News Service and as referenced in Item 8 hereof.
  13. **Lack of Adverse Proceedings.** To the best knowledge of the undersigned, and following a discussion with management of the Company, a review of various documents provided to the undersigned by management and a cursory Google background search, the Company, its general legal counsel and any 5% stockholder listed in documentation provided by management and the Company Transfer Agent, no director, officer, counsel or 5% stockholder of the Company is currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws.
  14. **Reliance and Publication of Attorney Letter.** No person, other than the OTC Markets Group, is entitled to rely on this Attorney Letter; and the OTC Markets Group has full and complete permission of the undersigned and rights to publish this Attorney Letter through the OTC Disclosure & News Service for viewing by the public and regulators.
  15. **Shell Company Information.** To the best personal knowledge of the undersigned, and based upon a review of the Information, the Company's prior filings with the SEC, and representations of the Company in the Information and the discussion with management in the teleconference call referenced in Item 12 hereof, among other factors, including the matters outlined herein, it is the opinion of the undersigned that the Company is not and has not been a "shell company" as defined in Rule 405 of the Securities Act, Rule 12b-2 of the Exchange Act or subparagraph (i) of SEC Rule 144.

To the best knowledge of the undersigned, the Company has never been assigned a "Caveat Emptor" designation by the OTC Markets Group; and this assertion has been confirmed by management of the Company.

### **Qualifications**

The opinions and the factual information provided herein speak only as of the date of this Attorney Letter, and I assume no responsibility to update these opinions or this factual information unless engaged otherwise by the Company to do so in the future; and no person, entity or otherwise, whatsoever, except the Company and the OTC

Attorney Letter to OTC Markets Group, LLC.

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Markets Group, is entitled to rely upon this Attorney Letter or any opinions and the general information expressed herein.

Sincerely yours,

A handwritten signature in black ink that reads "Branden T. Burningham". The signature is written in a cursive style with a large, prominent initial "B".

Branden T. Burningham

cc. Regen Biopharma, Inc.