

Sharon D. Mitchell, Attorney at Law
SD Mitchell & Associates, PLC
829 Harcourt Rd. · Grosse Pointe Park, Michigan 48230
57492 Onaga Trail · Yucca Valley, California 92284
(248) 515-6035 (Phone) · (248) 751-6030 (Facsimile) · sharondmac2013@gmail.com

**Admitted in Michigan*

3 September 2021

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

Re: Metro One Telecommunications, Inc. (WOWI) information on OTC Disclosure and News Service

Dear Sir or Madame:

I have been retained by Metro One Telecommunications, Inc. (WOWI) a Nevada corporation (the "Company") for the limited purpose of rendering an opinion as to whether there is adequate current information available on the OTC Disclosure and News Service regarding the issuer and related matters. As such, OTC Markets Group is entitled to rely on such opinion in determining whether the issuer has made adequate current information publicly available within the meaning of Rule 144(c)(2) of the Securities Act of 1933.

In connection with this opinion, I have examined the corporate organizational documents of the Company, including, but not limited to, the following:

1. The Company's Articles of Incorporation;
2. The Company's Bylaws
3. The Company's Quarterly Report with Financial Statements for the periods ended June 30, 2021, and June 30, 2020, filed on September 1, 2021;
4. The Company's Quarterly Report with Financial Statements for the periods ended March 31, 2021, and March 31, 2020, filed on September 1, 2021;
5. The Company's Annual Disclosure Report and Financial Statements for the periods ended December 31, 2020, and December 31, 2019, filed on September 1, 2021;
6. The Company's Annual Report along with Financial Statements for the period ended December 31, 2019, and filed on September 1, 2021; and
7. The Guidelines for Providing Adequate Current Information as published by Pink OTC Markets, Inc.

The Company's unaudited financial statements for the period ended December 31, 2020, as well as for the period ended December 31, 2019, were prepared Li Shen, CGA, of The Accounting Connection, located at 145-251 Midpark Blvd., S.E., Calgary, Alberta T2X 1S3 Canada and are not audited. The financial statements are prepared in conformity with accounting principles generally accepted in the United States. In all material respect, the financial statements filed with the OTC Market Groups fairly present the financial position and results of operations of the Company, as well as cash flows, for the period presented.

The Company's transfer agent is Computershare U.S., an SEC registered transfer agent and located at 150 Royall Street, Canton, MA 02021. There were no new shares issues between December 31, 2018, and June 30, 2021. On June 30, 2021, there were 6,233,326 shares of common stock outstanding. Under subsequent events, the following shares were issued:

On August 20, 2021, the Company issued the following shares of common stock:

- (1) 71,683,250 shares of unregistered restricted common stock upon conversion of 1,000 shares of the Series A convertible Preferred stock to its controlling shareholder, Everest Credit L.P., a company of which our President and Director is a beneficial owner;
- (2) 5,661,938 shares of unregistered restricted common stock to Everest Corporate Finance Ltd., a company of which our President and Director is a beneficial owner, as commission fees in respect to the acquisition of the assets of Royal App Ltd;
- (3) 22,647,751 shares of unregistered restricted common stock to the Trustee in Liquidation for Royal App as part of the agreed consideration under the acquisition agreement; and
- (4) 126,614,436 unregistered restricted shares of common stock in exchange for \$3.25M in proceeds from SAFES, of which 123,692,564 have been issued as of the date hereof.

Metro One Telecommunications, Inc. was incorporated on February 8, 1989, under the name Metro One Direct Information Services, Inc., and pursuant to the laws of the State of Oregon. On December 12, 1995, the Company changed its name to Metro One Telecommunications, Inc. On August 9, 2021, the Company filed Articles of Conversion, moving its registration from the State of Oregon, to the State of Delaware.

On April 16, 2008, the Company was notified by The Nasdaq Stock Market that it was not in compliance with Nasdaq Marketplace Rule 4310(c)(4) (the "Minimum Bid Price Rule") because shares of its common stock had closed at a per share bid price of less than \$1.00 for 30 consecutive business days

In addition, on May 22, 2008, the Company was notified by The Nasdaq Stock Market that it was no longer in compliance with Nasdaq Marketplace Rule 4310(c)(3) and were subject to delisting from the Nasdaq Capital Market. Marketplace Rule 4310(c)(3) requires that the Company maintain stockholders' equity of at least \$2.5 million, or a market value of our listed securities of at least \$35,000,000, or have net income from continuing operations of at least \$500,000 during the last fiscal year or two of the last three fiscal years.

The common stock was subsequently delisted on October 7, 2008, when the SEC completed its formal notification of removal from listing.

On March 30, 2021, the Company announced that its newly-formed, wholly owned Israeli subsidiary, Stratford Ltd. had received notification of approval from the Lod District Court in Israel for its winning bid to acquire assets of Royal App Ltd. out of insolvency proceedings for approximately \$2.4 million USD in cash as well as 8% equity in the Company on a diluted basis, post conversion of the Company's preferred common stock and certain other proposed sales of common stock in order to raise the required funds to complete the acquisition, the "Recapitalization".

Royal App is the developer of Shelfy, a white label, headless mobile commerce software platform that helps retailers and fastmoving consumer goods companies become growth companies. Shelfy incorporates sophisticated artificial intelligence and machine learning in its algorithms to markedly improve online

shopping metrics through mobile phones for large consumer retailers such as supermarket chains, food and other clients. Prior to its recent insolvency filing, more than \$20 million had been invested in Royal App.

On July 27, 2021, the Company appointed Ms. Bianca Meger as CEO of the Company and Co-CEO of the Company's wholly owned Israeli subsidiary, Stratford Ltd.

There are currently 229,918,829 shares of Metro One Telecommunications, Inc. common stock outstanding as verified by the transfer agent on the Pink OTCMarkets, which is consistent with the corporate records of the issuer.

In connection with the opinion expressed herein, I have made such examination of law, as I considered appropriate for such purposes, and have relied entirely upon documents and certificates delivered to me, and which I deemed appropriate for purposes of rendering this opinion. In examining the documents, I have assumed the genuineness of signatures, the authenticity of documents submitted as originals, the conformity with originals of all documents furnished as copies, and the correctness of the facts set forth in such documents. During the course of my review, nothing led me to question the authenticity of any of the documents or facts contained herein. To that end, I am of the opinion that:

1. The current information posted by the Company constitutes adequate current public information and is publicly available as those terms are defined within the meaning of Rule 144(c)(2) under the Securities Act; the information includes all of the information that a broker-dealer would be required to obtain from the Company to publish a quotation for the Securities pursuant to Rule 15c2-11 under the Securities Exchange Act of 1934 as amended;
2. The aforementioned information as posted through the OTC Disclosure and News Service complies as to form and content with the OTC Markets Group, Inc. Guidelines for Providing Adequate Current Information as published by the OTC Market Groups, Inc.;
3. To the best of my knowledge, neither counsel, nor the members of management, the record owner of the Company, or any holder of 5% or more of the Company's securities are currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws;
4. I have personally met (via video skype, with government issued identification (i.e. State of Israel Passport) in front of me, with the following officer and director of the Company: Elchanan Maoz, Chief Executive Officer and Director;
5. The Company's transfer agent is Computershare U.S., located at 150 Royall Street, Canton, MA 02021, and is registered with the Securities and Exchange Commission. The number of issued and outstanding shares was confirmed to me via transfer agent verification on the OTCMarkets site on September 1, 2021; and
6. To the best of my knowledge, and pursuant to review of publicly filed documents, the Company is currently, not now, a "shell company" as defined in Rules 405 of the Securities Act of 1933 and 12b-2 of the Exchange Act of 1934.

The opinions and conclusions expressed herein are based upon the facts that have been provided to me by the Company and are based on the accuracy of the facts and representations of the Company. In reaching my conclusions, I have personally met Elchanan Maoz, via video conference call, Chief Executive Officer and Director of Metro One Telecommunications, Inc. and have exchanged numerous emails and telephone conversations with corporate management. I have assumed the genuineness and authenticity of all documents provided to me; to the best of my knowledge I believe all sources to be reliable.

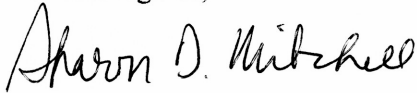
OTC Markets Group, Inc.
Re: Metro One Telecommunications, Inc.
(WOWI)
3 September 2021
Page 4 of 4

I am a resident of the United States and am licensed and authorized to practice law in the State of Michigan. This letter applies to the laws of the United States of America. I am allowed to practice before the Securities and Exchange Commission, and I have not been prohibited from practicing before it. I am the Company's SEC counsel with regard to compliance matters and public filings. I do not own any common or preferred stock of Metro One Telecommunications, Inc. and I do not anticipate receiving any in the immediate future.

I am not currently, nor have I been in the past five years (nor at any time), the subject of an investigation, hearing, or proceeding by the SEC, the US Commodity Futures Trading Commission (CFTC), the Financial Industry Regulatory Authority (FINRA), or any other federal, state, or foreign regulatory agency. Furthermore, I am not currently, nor have I been in the past five years (nor at any time) suspended or barred from practicing in any state or jurisdiction, nor have I been charged in a civil or criminal case.

This opinion is rendered in conjunction with the Company's current disclosure documents and may be posted on the OTC Disclosure and News Service, for viewing by the public and regulators; however, only OTC Markets Group is entitled to rely on this opinion.

With best regards,

A handwritten signature in black ink that reads "Sharon D. Mitchell". The signature is written in a cursive, flowing style.

Sharon D. Mitchell

/

cc: Mr. Elchanan Maoz, CEO