

Leah A. Martin, Esq. **
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November 22, 2021

Vial Email and Certified Mail, Return Receipt Requested:

OTC Markets Group Inc.
304 Hudson Street, 3rd Floor
New York, NY 10013

Re: Gen2 Technologies Inc Attorney Letter with Respect to Current Information for 2021 Annual Report

Ladies and Gentlemen:

Leah A Martin, Esq. P.C. dba Leah Martin Law, a Nevada professional corporation, at this time, acting as outside corporate counsel for Gen2 Technologies Inc, a Nevada corporation (the “**Issuer**”) for the purposes of rendering this letter (“**Letter**”) in connection with information publicly disclosed by the Issuer and published through the OTC Disclosure & News Service of OTC Markets Group Inc. (“**OTC Markets Group**”). OTC Markets Group is entitled to rely on this Letter in determining whether the Issuer has made adequate current information publicly available within the meaning of Rule 144(c)(2) under the Securities Act of 1933, as amended (the “**Securities Act**”)

Leah A. Martin, who has executed this letter on our behalf, is a U.S. resident and we have been retained by the Issuer for the purpose of rendering this Letter and related matters. We act as counsel for the Issuer on a regular basis, rendering advice with respect to corporations’ laws. We do not beneficially own any of the Issuer’s securities. We have not received, and we do not have an agreement to receive in the future, shares of the Issuer’s stock, in payment for services. We have examined such corporate records and other documents and such questions of law as counsel considered necessary or appropriate for purposes of rendering this Letter. Leah A. Martin, of our firm, is authorized to practice law in the State of Nevada, and the statements in this Letter are limited to the laws of the State of Nevada and the federal laws of the United pStates of America.

Leah A. Martin, of our firm, is permitted to practice before the Securities and Exchange Commission (the “SEC”) and he has not been prohibited from practice thereunder. Leah A. Martin, of our firm, is not currently, and has not been in the past five years, suspended or barred from practicing in any state or jurisdiction. As to



matters of fact, we have relied on information obtained from public officials, officers of the Issuer and other sources, and we believe that all such sources are reliable. In our capacity as special counsel to the Company, we have examined such corporate record and other documents of the Company, including its Articles of Incorporation, as amended, Bylaws, as amended, and certain minutes and action of the Company's board of directors and its stockholders (the "**Corporate Documents**") as we have made such other investigations of law and facts as we have deemed necessary to enable so to made the confirmations expressed below. We have also examined the documents listed below, which documents are publicly available through the OTC Disclosure & News Service (the "**Information**"):

- (i) Annual Report for the period ended April 30, 2021 published on November 12, 2021;
- (ii) Quarterly Report for the period ended July 31, 2021 published on November 12, 2021;
- (iii) Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines published on September 27, 2021;
- (iv) Quarterly Report for the quarter ended July 31, 2021 and 2020 and published September 27, 2021;
- (v) Disclosure Statement Pursuant to the Pink basic Disclosure Guidelines published on September 26, 2021;
- (vi) Annual Report for the years ended April 30, 2021 and 2020 published on September 26, 2021;
- (vii) Quarterly report for the quarter ended January 31, 2021 published on March 24, 2021
- (viii) Consolidated Financial Statements for the three and nine months ended January 31, 2021 and 2020 published on March 22, 2021;
- (ix) Disclosure statement Pursuant to Pink Basic Disclosure Guidelines Quarterly Report for the period ending October 31, 2020 published on December 13, 2020;
- (x) Consolidated Financial Statements for three and six months ended October 31, 2020 and 2019 published on December 13, 2020;
- (xi) Quarterly Report for the period ended July 31, 2020 as amended, published on September 16, 2020;
- (xii) Quarterly Report Consolidated Financial Statements for three months ended July 31, 2020 and 2019 published September 15, 2020;
- (xiii) Annual Report for the Period Ending April 30, 2020 published August 19, 2020;
- (xiv) Annual Report Consolidated Financial Statements for years ended April 30, 2020 and 2019 published August 19, 2020;
- (xv) Quarterly Report Disclosure for the period Ending January 31, 2020, as amended, published on July 26, 2020;

The Information (i) constitutes adequate current public information concerning the issuer's securities and is available within the meaning of Rule 144(c)(2) under the Securities Act of 1933; (ii) includes all of the information that a dealer would be required to obtain from the Issuer to publish a quotation for the Securities under Rule 15c2-11 under the Securities Exchange Act of 1934 (the "Exchange Act"); (iii) complies as to form with the OTC Markets Group's Pink Basic Disclosure Guidelines for Providing Adequate Current Information, which are located on the Internet at www.otcm Markets.com; and (iv) has been posted through the OTC Disclosure and News Service.

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The financial statements contained in the Information for the Quarterly Report for the quarter ended July 31, 2021 published November 12, 2021 was prepared by Lowell Holden who is a consultant. The financial Statements have not been audited.

The issuer's transfer agent is Action Stock Transfer Corporation which is registered with the SEC and whose address is 2469 E. Fort Union Blvd. Suite 214, Salt Lake City, Utah 84121. The method used to confirm the number of outstanding shares set forth in the Information Statement for the quarter ended in July 31, 2021 was to examine a shareholder list issued by the transfer agent, and received confirmation as to the number of shares outstanding. As of July 31 2021, the total outstanding shares of common stock of the Issuer were 956,344.

Leah A. Martin has personally spoken with management and a majority of the directors of the Issuer; she has reviewed the Information, as amended, published by the Issuer through the OTC Disclosure and News Service; and she has discussed the Information with management and a majority of the directors of the Issuer.

To the best of our knowledge, after inquiry of management and the directors of the Issuer, neither, counsel nor any officer, director or 5% holder of the securities of the Issuer is currently under investigation by any federal or state regulatory authority for any violation of federal or states securities laws.

No person other than the OTC Markets Group is entitled to rely on this letter. However, we hereby grant the OTC Markets Group full and complete permission and rights to publish the letter through the OTC Disclosure and News Service for viewing by the public and regulators.

We believe that the Issuer is not a "Shell company", as defined in Rules 405 of the Securities Act and 12b-2 of the Exchange Act of 1934.

The statements in this Letter are given as of the date hereof, and we assume no obligation to update or supplement this Letter to reflect any facts or circumstances which may hereafter come to our attention or any changes in laws which may hereinafter occur.

Sincerely,

Leah A. Martin, Esq.