

WARD LEGAL GROUP

Lloyd E. Ward, Esq. lloyd@wardlegalus.com

Website:

www.wardlegalus.com

Attorneys & Counselors at Law 12801 North Central Expressway North Central Plaza III, Suite 460 Dallas, Texas 75243 Telephone: (214) 736-1846

Fax: (214) 736-1833

Aden Vickers avickers@wardlegalus.com

Courtney Price, Paralegal paralegal@wardlegalus.com

March 14, 2022

OTC MARKET GROUPS, INC. 300 Vesey Street, 12th Floor New York, NY 10282

RE: Rogue Station Companies, Inc. ("RGST") 2021 Annual Disclosure

Dear Sir or Madam:

Ward Legal Group PLLC has acted as counsel to Rogue Station Companies, Inc. ("RGST" or the "Company") on certain securities and corporate issues, as instructed by the Company. This firm is domiciled in Texas, and I am licensed in Texas and Arkansas. All of our members, associates and employees are residents of the United States. Neither I nor any person associated with this firm owns any shares of the Company's securities, and neither I nor any person associated with this firm has ever received or has any agreement to receive the Company's stock in payment for services.

This firm was specifically tasked with reviewing the current information supplied by the Company to OTC Market Group, Inc. ("Market Group") for the year ended December 31, 2021, which was posted to ARS on March 11, 2022; Market Group may rely upon this letter in determining whether the Company has made adequate current information publicly available, whether for purposes of SEC

Rule 144(c) or its own internal regulations. Please note that the Company has been a "shell company," although it is now a pre-revenue operating company, and is not an SEC-reporting entity, so that its shareholders are not currently eligible to rely on the "safe harbor" provisions of Rule 144; we provide these assurances for your benefit only.

The Company was involved in a Change of Control transaction effective December 6, 2021. It acquired 100% of the ownership of Everdime Technologies, Inc., a Wyoming corporation, in exchange for the issuance of approximately 110 million shares of newly-issued common stock. This transaction provided the owners of Everdime with approximately 80% of the Company's post-transaction issued and outstanding common shares and the largest shareholders of Everdime, Sandor Miklos, a Canadian resident, and Homeowner's Direct, Inc., a Delaware corporation controlled by Mr. Miklos, hold a majority of RGST's common shares. The Company is currently effecting a name and symbol change to Everdime, Inc. (symbol not yet assigned), and has submitted materials to FINRA under Rule 6490 in furtherance thereof.

The Company in its current iteration was formed in Delaware on June 11, 2013, under the name NX Capital Co., as a wholly owned subsidiary of NexHorizon Communications, Inc. for purposes of effecting a reorganization under Section 251(g) of the Delaware General Corporations Law.

NexHorizon was formed as Consolidated Pictures Inc. on January 16, 2001, and filed a Form SB-2 registration statement with the SEC on May 30, 2001 (333-61892), which was declared effective on September 4, 2001. Consolidated filed a Form 8A-12G on November 13, 2001, and, under the names Y-Tel International, Inc. and NexHorizon, was a reporting company under Section 13 or Section 15 until it filed its Form 15-12G on July 7, 2009. It is important to note that the Company is not a

successor to NexHorizon; it was the survivor of a forward triangular merger effected under specific provisions of the DGCL designed for use in these circumstances.

The Company commenced ARS postings upon formation in 2013 and has maintained its postings consistently since then. It is apparent that the Company did little or no business from 2013; while it owned mining properties until 2019, there is nothing to suggest it did anything to develop them.

Our review of the Company's current share ledger, which is maintained by an SEC-registered transfer agent, Standard Registrar and Transfer Co., reveals five shareholders with 5% or more of the Company's common shares: Sandor Miklos, the Company's sole officer and director, owns a majority of the Company's shares directly and through Homeowner's Direct, Inc., a Delaware corporation. Simon Smith, Mr. Miklos' partner in other business enterprises, and 1373132 Ontario, Inc., an unaffiliated Ontario corporation, own approximately 13% of the shares. All of these shareholders obtained their shares in the Company in the Everdime acquisition. John Conroy, who was an officer and director of the Company until the Everdime transaction, owns 9% of its shares.

We conducted WESTLAW and other internet searches for each of these shareholders and did not find regulatory prohibitions for any of them. We have interviewed Mr. Miklos and Mr. Conroy, who assisted the company during the management transition, in our offices. Mr. Miklos has retained a PCAOB-qualified accountancy firm, SRCO, to assist him in maintaining the Company's financial records and preparing its financial presentations. These interviews indicate that Mr. Miklos, with the assistance of SRCO, has experience in the management of small public companies or general business and accounting skills sufficient to meet the burdens of such offices.

We have reviewed the annual reports and financial statements for the period ended December 31, 2021, as well as the quarterly reports for periods ended March 31, 2021, June 30, 2021 and September 30, 2021, as amended, as well as Supplemental Information concerning the Change of Control, all of which have been submitted to OTC Disclosure News Service and posted on www.OTCmarkets.com prior to the submission of this letter. We have also reviewed additional corporate materials and legal filings, including documents concerning the appointment of the custodian, a subsequent change of control transaction, and a debt sale agreement. We have discussed the referenced information with current and past management and the director of the Company.

Prior to the Everdime acquisition, the Company meets the definition of a "shell company" under Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Securities Exchange Act of 1934. It appears that it now has operations and assets so that although the Company is still pre-revenue such classification is no longer necessary.

To the best of our knowledge, after inquiry of management and a cursory internet search that included both the FINRA and SEC websites as well as WESTLAW, neither the Company, any officer, director, 5% holders of securities of the Company, nor corporate counsel are currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws. The Company has not received any request for information or other inquiry from FINRA since the establishment of the custodianship, and there is no record of any manner of regulatory inquiry prior to then. It is our understanding that the Company is pursuing several acquisitions in the cryptocurrency market space. Our opinion covers only those matters that have been reported, and these appear accurate. Other than Mr. Miklos' ownership, as reported, there are no other family relationships or related party transactions that require disclosure in RGST's filings or in this Attorney Letter.

As noted, SRCO is responsible for the preparation of its financial statements and Mr. Miklos is responsible for attestation. The Company's financial statements are unaudited, but it represents they have been prepared in accordance with GAAP. Nothing in the financial statements suggests otherwise.

In rendering this letter, we have examined the following, all of which we believe is reliable, as follows:

- 1. Corporate records and other documents provided by the Company, to-wit: Financial documents including Balance Sheet, Statement of Operations, Statement of Cash Flows, Consolidated Statements of Stockholder's Deficiency (Statement of Changes in Shareholder Equity) and notes to the financial statements for the year ending December 31, 2021, and the periods ended March 31, 2021, June 30, 2021, and September 30, 2021. Prior to December 31, 2021, the financial statements were prepared by the Company; none of them is audited and all were prepared using documents maintained or provided by the Company. The corporate documents include its articles of incorporation and amendments as well as annual reports. We also reviewed purchase and sale agreements covering the change of control, securities issuance and exchange, and debt releases or conversions.
- Information obtained on-line from the Secretary of State for Delaware and from a global WESTLAW search for litigation, judgments and other references.
- 3. Representations made to us by the previous and current officers and directors of the Company, Mr. Conroy and Mr. Miklos.
- 4. The shareholders' list provided by the Company's transfer agent, Standard Registrar and Transfer Co., Salt Lake City, Utah, a transfer agent registered with Securities and Exchange

Commission.

Based upon the foregoing and subject to the qualifications hereinafter set forth, we are of the opinion that the Company Information and Disclosure Statements for the periods ending December 31, 2021, submitted on March 11, 2022, and the previous ARS postings for periods ended March 31, 2021, June 30, 2021, and September 30, 2021:

- 1. Constitute "adequate current public information" concerning the securities and the Company within the meaning of Rule 144 (c) (2) under the Securities Act of 1933.
- 2. Include all the information that a broker-dealer would be required to obtain from the Company to publish a quotation for the securities under Rule 15c2-11 under the Securities Exchange Act of 1934.
- 3. Comply as to form with the OTC Market Group's Pink Basic Disclosure Guidelines for providing adequate Current Information, which are located at www.otcmarkets.com.
- 4. Have been posted prior to this letter by means of the OTC Disclosure and News Service.
- 5. Standard Registrar and Transfer Company, the Company's transfer agent, who has provided information regarding stock ownership, is registered under the Securities and Exchange Act of 1934.

This letter was prepared in consideration and under the laws of the United States. We have not relied upon the opinion or representation of any other law firm. I am permitted to practice before the Securities and Exchange Commission without prohibition and have not, within the past five years, been the subject of an investigation, hearing, or proceeding by the SEC, CFTC, FINRA or any other federal, state, or foreign regulatory agency. I currently am subject to a probated suspension by the Texas Supreme Court due to a disciplinary matter that is unrelated to any

securities law issues, but I am not currently or have been within the past five years, suspended or

barred from practicing in any jurisdiction, nor have I been charged in a civil case by any government

agency or any criminal case.

This letter may be relied on by OTC Markets, Inc. but may not be used or relied upon by any

other person for any other purpose whatsoever, without in each instance our prior written consent.

OTC Markets may publish this letter through OTC Disclosure and News Service for viewing by the

public or regulators.

This letter is governed by and shall be interpreted in accordance with the Legal Opinion

Accord (the "Accord") of the American Bar Association Section of Business Law (1991). Therefore,

it is subject to a number of qualifications, exceptions, definitions, limitation on coverage, and other

limitations, all as more particularly described in the Accord, and this letter should be read in

conjunction therewith. The law relevant to the opinions expressed herein is limited to the laws of the

United States of America.

Sincerely,

Lloy**d** E. Ward, Esq.

LEW/pro