

Law Offices of
Dieterich & Associates

*815 Moraga Drive
Suite 207*

*Los Angeles, California 90049
(310) 312-6888
FAX (310) 312-6680
venturelaw@gmail.com*

*Christopher Dieterich
Mike Khalilpour
Bryon Y. Chung*

*Of Counsel
J. John Combs*

April 7, 2022

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

RE: *Legal Opinion concerning Adequate Current Information of
Public Company Management Corporation
(Symbol – PCMC)*

Ladies/Gentlemen:

You are entitled to rely on this letter in determining whether Public Company Management Corporation (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”). Application of the Rule 144 exemption to trades of the Issuer’s securities is subject to the provisions of 144(i)(1).

I am a resident of the United States and have been retained by the Issuer for the purpose of rendering this letter and related matters. This firm’s relationship with the Issuer includes, over and above writing this letter, serving as special securities counsel for the Issuer, which duties include preparing or reviewing disclosure information and press releases, interfacing with the chief financial officer and independent accountants, and giving general legal advice to management. The firm does not own any shares of the Issuer’s securities and has no plans, agreements nor intention of receiving any such shares in the future, in payment for services.

I have examined such corporate records and other documents and such questions of law as I have considered necessary or appropriate for purposes of writing this letter. In all such examinations, I have assumed the genuineness of all signatures, the authenticity of all documents submitted to me as originals, the conformity to original documents of all documents submitted to me as copies and the authenticity of all originals of such documents submitted as copies. Further, in all such examinations, I may have relied on information obtained from public officials, officers of the Issuer, and other sources, and represent that all such sources are believed to be reliable.

This letter relates to the laws of the United States, specifically federal securities law. I have been a member in good standing of the bar of the State of California since 1980 and I am permitted to practice before the Securities and Exchange Commission (“Commission”) and I have not been prohibited from practice thereunder. I have not ever been suspended or barred from practicing in any state or jurisdiction, and I have not been charged in a civil or criminal case. Further, I have not in the past 5 years been the subject of an investigation, hearing or proceeding by the SEC, the US Commodity Futures Trading Commission, FINRA or any other federal, state or foreign regulatory agency. I have never been suspended or barred from practicing in any state or jurisdiction, and I have not been charged in a civil or criminal case.

The Issuer is not a reporting company and, therefore, does not file annual or other reports with the Commission. I have reviewed publicly available information relating to the Issuer Including:

- (i) the Issuer’s profile posted on the OTC Markets Group Inc. website as of the date hereof;
- (ii) its Initial Company Information and Disclosure Statement filed as an Annual Report (Annual Report) for the year ended September 30, 2018 filed with the OTC Markets Group on December 9, 2020;
- (iii) its unaudited Annual Report for the year ended September 30, 2019, filed with the OTC Markets Group on February 25, 2021;
- (iv) its unaudited Quarterly Report for the third quarter (June 30, 2020), filed with the OTC Markets Group on December 9, 2020;
- (iv) its unaudited Annual Report for the year ended September 30, 2020, filed with the OTC Markets Group on January 6, 2021;
- (v) its unaudited Quarterly Report for the first quarter (December 31, 2020), filed with the OTC Markets Group on February 12, 2021;
- (vi) its unaudited Quarterly Reports for March 31, 2021 and June 30, 2021, filed with OTC Margests Group on May 24 and August 15, 2021, respectively;
- (vii) its unaudited Annual Report for the year ended September 30, 2021, filed with the OTC Markets Group on November 12, 2021, and
- (viii) its unaudited Quarterly Report for the first quarter (December 31, 2021), filed with the OTC Markets Group on March 28, 2022.

All of the above reports constitute the “Information” available to the public. The Company’s financial statements provided in the Information have not been audited through December 31, 2021.

The person responsible for the preparation and compilation of the financial statements contained in the Information is Patrick McMahon. He is a former Division 1 quarterback turned entrepreneur, and is considered an expert in the California cannabis industry. Mr. McMahon co-founded one of the first vertically-integrated fully licensed cannabis businesses in the State of California, including the dispensary brand THE OG COLLECTIVE™, having retail locations in two states, an active cultivation facility, multiple distribution centers, and multiple manufacturing licenses. Mr. McMahon was selected to be featured in the “Living the Dream” section of

Marijuana Venture Magazine every month, where he shared his experiences in becoming one of California's first licensed cannabis entrepreneurs. He has also been featured in Variety Magazine as well as other industry publications.

It is my opinion that the Information (i) constitutes adequate current public information concerning the Issuer's securities and it is available within the meaning of Rule 144(c)(2) under the Securities Act; (ii) includes all of the information that a broker-dealer would be required to obtain from the Issuer to publish a quotation for the Securities pursuant to Rule 15c211 under the Securities Exchange Act of 1934, as amended; (iii) complies as to form with the OTC Markets Group Inc.'s Guidelines for Providing Adequate Current Information, which are located on the Internet at www.otcmarkets.com; and (iv) has been posted through the OTC Disclosure and News Service.

The Issuer's transfer agent is Pacific Stock Transfer Company, 6725 Via Austi Parkway, Suite 300, Las Vegas, Nevada 89110. Their telephone number is 800-785-7782. Pacific Stock Transfer is registered with the Commission.

The method used to confirm the number of outstanding shares of common stock set forth in the Information was to contact the Issuer's transfer agent and receive confirmation as to the number of outstanding shares. As of December 31, 2021, the total number of outstanding shares of common and preferred stock of the Issuer was as follows:

Common Stock

Par Value:	\$.001
Total Shares Authorized:	500,000,000
Outstanding	34,276,816

Preferred Stock

Par Value:	\$.001
Total Shares Authorized:	50,000,000
Outstanding:	0

I have personally met with management, Patrick McMahon, and the management of Repository Services LLC (Brian Brick and Ronald J. Stauber), the controlling shareholder of the Issuer. I have reviewed the Information published by the Issuer through the OTC Disclosure and News Service. Accordingly, I have discussed the Information with management and the directors and controlling shareholder of the Issuer.

To the best of my knowledge, after inquiry of management and the director 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 Inc. is entitled to rely on this letter. However, I hereby grant the OTC Markets Group Inc. full and complete permission and rights to publish the letter through the OTC Disclosure and New Service for viewing by the public and regulators.

I have compiled a list below, as of December 31, 2021, of the names of each executive officer, director, other control persons of the Issuer, consultant or any other advisor of the Issuer who assisted, prepared or provided information with respect to the Issuer's disclosure or who received securities as consideration for services rendered to the Issuer and the following information related to each: (i) their full name, (ii) their business address, (iii) the number and class of the Issuer's securities beneficially owned by each of them (iv) with respect to each of the securities described in the preceding clause whether or not the certificate or other document that evidences the securities contains a legend stating that the securities have not been registered under the Securities Act and setting forth the referring to restrictions on transferability and sale of the securities and (v) a complete description of the consideration received by the Issuer in connection with each issuance of shares to any of them including, without limitation, the nature of any services performed for or on behalf of the Issuer. For purpose of this letter, the term "control person" includes (i) any person controlling, under common control with, or controlled by, the Issuer or (ii) any person who obtained securities of the Issuer in connection with a negotiation with the Issuer within the three-year period prior to the date of the opinion.

With respect to any of the Issuer's control persons that is an entity and any parent entity of any control person, please be informed as follows:

(1) ***Name: Brian Brick, Individual (and large shareholder)***

- (i) Brian Brick, Manager of Largest Shareholder, Repository Services LLC
- (ii) The business address of Repository Services LLC is 1880 Century Park East, Suite 314, Los Angeles, California 90067.
- (iii) Number and Class of Shares Beneficially Owned: 23,946,307 shares of Common Stock
- (iv) The shares are restricted
- (v) The shares were acquired for cash consideration

(2) ***Name: Ronald J. Stauber, Individual***

- (i) Ronald J. Stauber, a minority member of Repository Services LLC
- (ii) Stauber's business address is 9420 Wilshire Boulevard, 2nd Floor, Beverly Hills, California 90212
- (iii) Number and Class of Shares Beneficially owned: zero
- (iv) N/A
- (v) N/A

(3) ***Name: Patrick McMahon, President, CEO and Director***

- (i) Patrick McMahon, an Individual, serving as President, CEO, CFO and director

- (ii) Business address is 9350 Wilshire Boulevard, Suite 203, Beverly Hills, California 90212
- (iii) Number and Class of Shares Beneficially Owned: NONE
- (iv) N/A
- (v) N/A

I have made specific inquiry of each of the persons listed in (i) above, persons engaged in promotional activities regarding the Issuer, and persons owning more than ten percent (10%) of the Securities (collectively, the “Insiders”), and based upon such inquiries and other information available to counsel, there were no sales of shares and there have been no redemptions by any Insiders. My inquiry did reflect that on September 30, 2016, the Issuer issued a Revolving Promissory Note for \$350,000, which is now controlled by Specialty Capital Lenders LLC. Further, Specialty Capital Lenders has agreed that the Issuer can borrow up to a maximum of twenty-thousand USD (\$20,000) at an annual rate of interest equal to five percent (5%). There has been no financial accommodation provided to the Company under the Revolving Promissory Note. The Revolving Promissory Note is a non-convertible instrument.

Nothing has come to the attention of counsel indicating that any Insider is in possession of any material non-public information regarding the Issuer of the securities that would prohibit any of them from buying or selling the securities under Rules 10b-5 or 10b5-1 under the Exchange Act of 1934, as amended. This Issuer is a “shell” as defined in Rule 405 of the Securities Act.

I trust this information complies with your request. If you need additional information please contact me.

Very truly yours,

DIETERICH & ASSOCIATES

/s/ *Christopher Dieterich*

Christopher Dieterich