

ALEX R. STAVROU, ESQUIRE

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April 27, 2022

OTC Markets Group
300 Vesey Street
(One North End Avenue)
12th Floor
New York, NY 10282

**RE: Legal Opinion for Premier Development & Investment, Inc. (PDIV)
Regarding Adequate Current Information and Annual Report
Requirements for the year ended December 31, 2021.**

This letter serves as a legal opinion for OTC Markets Group Inc. ("OTC Markets Group") to rely upon in determining whether Premier Development & Investment, Inc. ("PDIV") has made adequate current information publicly available within the meaning of Rule 144(c)(2) under the Securities Act of 1933. The undersigned counsel, Alex R. Stavrou, Esq., is a U.S. Citizen and has been retained by Premier Development & Investment, Inc. for the purpose of rendering this legal opinion letter and related matters. Such opinion is based upon the recent filing of the Annual Reports for the period December 31, 2021.

I have examined the various corporate records and other documents and related questions of law necessary and appropriate for the preparation and performance of a thorough legal review and for the issuance of this letter.

I am a United States Citizen, and I have been retained by the Issuer for the purpose of rendering this opinion letter and for other related services. I am licensed to practice before all Florida state courts and the U.S. District Court, Middle District of Florida. I am permitted to practice before the Securities and Exchange Commission ("SEC") and have never been prohibited from practice in any jurisdiction or court. I have not in the last five years, nor am I currently, been the subject of an investigation, hearing, or proceeding by the SEC, the U.S. Commodity Futures Trading Exchange (CFTC), the Financial Industry Regulatory Authority (FINRA), or any other federal, state, or foreign regulatory agency. I have not relied upon the work of any other counsel in the preparation of this letter. If I rely on information obtained from public officials, officers of the issuer and from other sources, I will represent as to their reliability. I do not own any shares of the issuer nor do I have a fee agreement which provides shares for payment. I have no agreement to receive shares in the future for any reason. I have never been suspended or barred from the practice of law in any state or federal court. I have no prior criminal history and I have never been charged in a civil case. The Company is not a reporting issuer under the Securities Exchange Act of 1934 ("*Exchange Act*") and, therefore, does not file periodic reports with the SEC.

In preparing this legal opinion, I have relied upon interviews and extensive

communications from Ronald Y. Lowenthal, Executive Chairman, Chief Financial Officer and Director, and Nicolaas Edward "Ted" Blom, the President, Chief Executive Officer and Director. In my opinion, and to the best of my knowledge, these individuals were highly credible and reliable, as was all the information they provided.

In preparing this opinion, I reviewed the following corporate documents:

1. Filings with the Secretary of State of Nevada and with the Secretary of State of Nevada as to the Corporation.
2. Premier Development & Investment, Inc. Articles of Incorporation, dated September 26, 2017, and posted on various OTC Disclosures up to and including March 31, 2021.
3. Bylaws of Premier Development & Investment, Inc. dated September 26, 2017 as posted on OTC Disclosures.
4. Annual Report – Annual Report for the Year Ended December 31, 2021. Filed/Published April 18, 2022.
5. Quarterly Report – Further Amended – Quarterly Report the Nine Months Ended September 30, 2021. Filed/Published December 14, 2021.
6. Quarterly Report – Amended – Quarterly Report the Nine Months Ended September 30, 2021. Filed/Published December 3, 2021.
7. Quarterly Report – Quarterly Report – Q3 Period Ended September 30, 2021. Filed/Published November 21, 2021.
8. Quarterly Report – Amended - Quarterly Report – Second Quarter Ended June 30, 2021, Includes Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines. Filed/Published September 15, 2021.
9. Quarterly Report – Quarterly Report – Second Quarter Ended June 30, 2021, Includes Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines. Filed/Published August 22, 2021.
10. Quarterly Report – Amended – Quarterly Report – First Quarter Ended March 31, 2021 – Includes Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines. Filed/Published June 27, 2021.
11. The Amended Annual Report of unaudited financial statements for the financial year ended December 31, 2019, as posted on OTC Disclosures on June 27, 2021, and the Annual Report for December 31, 2020, as posted on OTC Disclosures on April 26, 2021.
12. Attached Exhibits to the Amended Annual Report for the year ended December 31, 2019, as posted on the OTC Markets on June 27, 2021; such disclosures encompassed some thousands of pages of the Corporation, Board of director resolutions, appointments, convertible notes and other documents of a

material nature to the operation of the Company. It should be noted such disclosure is more than adequate for the information normally disclosed for these purposes.

13. Amended Quarterly Report for March 31, 2021 as filed on June 27, 2021.
14. Amended Quarterly Report for March 31, 2021 as filed on May 4, 2021
15. The Quarterly Report with Financials for the period ending March 31, 2021, complete with an Disclosure Statement as posted on OTC Disclosures on May 3, 2021, the Amended Quarterly Report with Financials for the period ending March 31, 2021, which includes their normally present extensive and exhaustive and amended disclosures, posted on OTC Disclosures on May 4, 2021.
16. The Further amended Quarterly report with financials for March 31, 2021, as filed on June 27, 2021.
17. Various other corporate records necessary and prepared by management.

Counsel discussed the above disclosures, as well as the numerous other disclosures listed (starting with September 26, 2017) to current with the named directors and officers and found them to be knowledgeable and credible as to the documents content and origin.

At present, "adequate public information" is available concerning the securities, as that term has been defined in Rule 144(c)(2) of the Securities Act, and the Issuer and "is available" within the meaning of Rule 144(c)(2) under the Securities Act; includes all of the information that a broker-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"); complies as to form the OTC Markets Group's Pink Basic Disclosures Guidelines for Providing Adequate Current Information, which are located on the Internet at www.otcmarkets.com; and such documents as referenced have been posted through the OTC Disclosure and News Service, as certified by both Ronald Y. Lowenthal, Executive Chairman and Director, and Nicolaas Edward "Ted" Blom, the President, Chief Executive Officer, Chief Financial Officer and Director.

The party responsible for the preparation of the financial statements of the issuer is:

Ronald Lowenthal,
Executive Chairman and Director
The Reserve
Top Floor
54 Melville Road
Ilovo
Sandton 2196
Republic of South Africa

The financial statements are unaudited. The financial statements were prepared under the direction of Ronald Lowenthal in his capacity of Executive Chairman of the

Company. While Mr. Lowenthal is not an American citizen or resident, he has previously served as an officer or director of American companies and is a graduate of the Wharton Business School of the University of Pennsylvania. Mr. Lowenthal has experience with GAAP accounting through these prior positions as well as his continued service with the Company, and he is believed to be qualified in the preparation of GAAP financial statements. The financial statements are unaudited. The Fiscal Year End for Premier Development & Investment, Inc. is September 30th.

As of April 27, 2022, and as the date of this letter, PDIV's transfer agent was and is:

Transfer Online, Inc.
512 SE Salmon Street
Portland, Oregon 97214
info@transferonline.com
Phone: 503-227-2950

The referenced transfer agent is registered with the SEC. In order to confirm the number of outstanding shares, I asked the Issuer to cause the transfer agent to send a current stockholder's list and to confirm in writing the number of shares outstanding. On April 27, 2022, and upon the date of filing of this letter dated April 27, 2022, Transfer Online, Inc. confirmed that there were 248,600,955 shares outstanding on that date. To the best of my knowledge, information, and belief, after an inquiry of the aforementioned, no additional shares were issued post that date.

I have personally met with management and the directors for these Annual Reports dated April 18, 2022 in respect of the year ended December 31, 2021 being Ronald Lowenthal and Nicolaas "Ted" Blom; I have reviewed the information, as amended published by the Issuer through the OTC Disclosure and News Services; and discussed the Information with management and the director majority.

After inquiry of management and the directors, to the best of my knowledge, neither the Issuer, nor any 5% or greater holder as set forth on the Initial Disclosure, nor the undersigned is currently under investigation by any federal or state regulatory authority for any violation of federal or states securities laws. In addition Counsel made enquiries as to each person and entity listed in Item 14 of the Initial Company Information and found that there were no reported or unreported sales, and that none of them within the twelve-month period prior to the opinion have been made in compliance with Rule 144, including, without limitation, any required filings of Form 144, and nothing has come to the attention of counsel indicating that any of the Insiders is in possession of any material non-public information regarding the Issuer or 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.

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

I do not express any opinion herein concerning any law other than the laws of the United States and the jurisdictions where I am permitted to render opinions. I hereby furnish this opinion solely for the benefit of OTC Markets and the Issuer. This opinion is therefore to be used for that sole purpose. I do not assume, nor imply, any responsibility or obligation to make updates to this opinion beyond the date of this letter.

Premier Development & Investment, Inc. has not been involved in promotional activities during the reported period.

The following addresses each executive officer, director, general partner, and other control persons and for any finder, consultant, or any other advisor to Premier Development & Investment, Inc. that assisted, prepared or provided information with respect to Premier Development & Investment, Inc.'s disclosure or who received securities as consideration for services rendered to Premier Development & Investment, Inc.:

SHARES OF COMMON STOCK HELD:

| | |
|--------------------------|-----|
| RONALD YADIN LOWENTHAL | NIL |
| The Reserve | |
| Top Floor | |
| 54 Melville Road | |
| Ilovo | |
| Sandton 2196 | |
| Republic of South Africa | |

| | |
|----------------------------|-----|
| NICOLAAS EDWARD "TED" BLOM | NIL |
| The Reserve | |
| Top Floor | |
| 54 Melville Road | |
| Ilovo | |
| Sandton 2196 | |
| Republic of South Africa | |

Messer's Lowenthal and Blom prepared the MD&A; financial reports were posted with OTC Markets alternative reporting service.

PDIV STATUS AS A SHELL:

You have requested our opinion concerning Premier Development & Investment, Inc., a corporation organized under the laws of the State of Nevada (the "Corporation" or the "Issuer"). Please be advised that we have reviewed the periodic reports of the Corporation as posted on the OTC markets website and, for 2017 and prior years on the SEC's EDGAR system. We are of the opinion that the Corporation is not a present shell, despite the fact it was [in the] past [a] shell company as defined in Rule 230.405 of the Securities Act.

The Securities and Exchange Commission has issued Rule 144 under Section 4(1) of the Securities Act of 1933, as amended. Rule 144(i) provides as follows:

Unavailability to securities of issuers with no or nominal operations and no or nominal non-cash assets.

- 1) *This section is not available for the resale of securities initially issued by an issuer defined below:*
 - a. *An issuer other than a business combination related shell company, as defined in Rule 230.405 or an asset backed issuer as defined in Item 1101(b) of Regulation AB (Item 229.1101(b) of this chapter),*

that has:

- i. No or nominal operations, and
- ii. Either
 - 1. No or nominal assets;
 - 2. Assets consisting solely of cash and cash equivalents; or
 - 3. Assets consisting of any amount of cash and cash equivalents and nominal other assets; or
- iii. An Issuer that has been at anytime previously an issuer described in paragraph (i)(1)(i).

Footnote 32 Shell

The Securities and Exchange Commission issued Release 33-8587 to require shell companies that merge with operating companies to file a “super 8-K” shortly after the merger. The part of this release the Company focuses on here in Footnote 32,, which reads as follows:

“We have become aware of a practice in which the promoter of a company and/or affiliates of the promoter appear to place assets or operations within an entity with the intent of causing that entity to fall outside of the definition of blank check companies in Securities Act Rule 419. The promoter will then seek a business combination transaction for the company with the assets or operations being returned to the promoter or affiliate upon the completion of that business combination transaction.”

“It is likely that similar schemes will be undertaken with the intention of evading the definition of Shell Company that we are adopting today. In our view, when promoters (or their affiliates) of a Company that would otherwise be a shell company place assets or operations in that company and those assets or operations are returned to the promoter or to its affiliates (or an agreement is made to return those assets or operations to the promoter or its affiliates) before, upon completion of, or shortly after a business combination transaction by that company, those assets or operations would be considered “nominal” for purposes of the definition of shell company.”

Also of interest is Footnote 31 in this Release:

“One commenter discussed the application of the proposals to “living dead” companies. See letter from Mike Liles, Jr. As described in this comment letter, a “living dead” company is a former operating company with minimal or limited operations. We believe that a former operating company that meets the assets and operations standards in the definition of Shell Company would be subject to the rules and rule amendments that we are adopting today.”

As management reads this, the Securities and Exchanges Commission will also see a “living dead” company as a shell. However, this is nothing more than reiterating the guidelines of Rule 144 as to what is a shell company – minimal operations or assets.

There are some factors that management believes will be used in determining if a company is a shell, including the time of operation, type of business potential, a start-up or very early stage company is doing an IPO or other going public event and allowing shareholders to resell their stock in the public market, if the filing is completed less than one year after company is started, if the IPO is seeking to raise very few dollars and usually ends up raising less, if management of the company has little or no experience in the supposed business they are

creating – or have experience in securities, corporate consulting or other specialties closely associated with Wall Street, if the company owns rights in entertainment projects that have not been developed, if the officers, directors, large shareholders or consultants have launched small companies of the sort described above many times before.

In its 111-page release on changes to Rule 144, the Securities and Exchange Commission stated in Footnote 172 that a start-up business, or one with minimal operations, does not necessarily fit the definition of a shell company.

This is a notable change from several years ago when the Securities and Exchange Commission defined a shell company as one with no or nominal assets or no real operations. Most reverse merger practitioners understood “nominal” to mean have less than \$1,000,000 in operations or non-cash assets.

We believe that this new definition assists legitimate, smaller companies on the Bulletin Board that have real operations who can avoid any stigma of being a shell. This gives a much wider berth of how a small business can view their company. A combination of Footnote 172 and (other Rule 144 changes) allows an emerging growth company to qualify.

Based on review of the “Issuer’s postings on the OTC Markets website, the Issuer is not presently a “shell company” in our opinion. Additionally, as at December 31, 2021, the Issuer reported a “loss” of (\$416,883). Nevertheless, the magnitude of the Issuer’s reported assets, revenues and operating expenses indicates more than nominal assets and operations since the Company entered into the rare earth minerals, oil and gas and Index Futures trading operations in 2017.

We have established that the Company is not a shell company currently, since it entered into one of its present businesses in 2017, but was the Company previously a shell company? It is our opinion that this this company was, as indicated in filings a shell company, but as stated several times, is no longer a shell company.

For the above reasons, it is our opinion that the Issuer is not a shell company and that the Issuer’s securities are Rule 144-eligible.

The Company entered into various agreements in respect of its mineral properties and its Affiliate Corporations, which received various classes of securities of the Issuer in payment of the purchase price.

The undersigned has made a specific inquiry of each of the persons listed above. There have been no sales or issuances in several years. Based upon such inquiries and other information available to me, had any sales of the Securities by Insiders within the twelve month period prior to this legal opinion occurred, they would have been made in compliance with Rule 144, including, without limitation, any required filings of Form 144, and nothing has come to my attention indicating that any of the Insiders is in possession of any material non-public information regarding the Issuer or 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. Additionally, as required, an additional opinion was written on July 4, 2021. In said opinion, the undersigned further discussed why PDIV is not a shell. For the above reasons, and reiterated again, it is our opinion that the Issuer is not a shell company

and that the Issuer's securities are Rule 144-eligible.

For questions or issues concerning this legal opinion and review, please contact me at the address and phone number listed above.

Sincerely,

A handwritten signature in blue ink, appearing to read "Alex R. Stayrou", followed by a long horizontal flourish.

Alex R. Stayrou