

Donald R. Keer, P.E., Esq



October 3,2022

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

RE: Infrac Systems Inc.("IFXY")
 2021 Annual Disclosure

Dear Sir or Madam:

Donald R. Keer, Esq. has acted as counsel to : Infrac Systems Inc. ("IFXY" or the "Company") on certain securities and corporate issues, as instructed by the Company. This firm is a Nevada corporation domiciled in Texas, and I am licensed in Pennsylvania. All 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 June 30, 2022, which was posted to ARS on September 19, 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. As of July 2022, the Company is no longer a shell company. Please note that the Company as of the date of the annual report was a "shell company" and is not an SEC-reporting entity, so its shareholders are not currently eligible to rely on the "safe harbor" provisions of Rule 144; we provide these assurances for your benefit only.

Krisa Management LLC, by reason of its ownership of more than 10% of both the common and preferred shares is a control person of the Company. Carey Cooley, a resident of Texas, is the managing member of Krisa Management LLC and serves as the CEO, Secretary, and a director of IFXY. Alnost USA LLC, by reason of its ownership of more than 10% of both the common and preferred shares is a control person of the Company. Jose Piñeda, a resident of Texas, is the managing member of Alnost USA LLC and serves as the President, Treasurer, and a director of IFXY. We have interviewed, by telephone, both Carey Cooley and Jose Piñeda and discussed with them the information published by the Issuer through the OTC Disclosure and News Service. They demonstrated more than sufficient skills and acumen in the management of small public companies, including, specifically, disclosure obligations. They do not have any SEC, Blue Sky or FINRA regulatory history that would limit or bar them from such positions or service. There are no other control persons.

We have reviewed the annual reports and financial statements for the periods ended June 30, 2022, as well as the quarterly reports for period ended September 30, 2021, December 31, 2021, and March 31, 2022, 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,

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including documents concerning the change of control transaction. We have discussed the referenced information with current management and the director of the Company.

To the best of our knowledge, after inquiry of management and an internet search that included both the FINRA and SEC websites as well as an internet search, 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 or the SEC since current management assumed control in 2022 and there is no record of any manner of regulatory inquiry prior to then. There are no other family relationships or related party transactions that require disclosure in IFXY's filings or in the Attorney Letter.

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 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.

I have been advised that John Vise of Albeck Financial Services prepared the report for the period ending June 30, 2022. Mr. Vise can be reached at 11757 Katy Freeway, Suite 1300A, Houston, TX 77079 281-496-0540. I have been advised that Tyrus Young with Factsco, LLC prepared the other reports reviewed pursuant to this letter. Mr. Young can be reached at 11117 Saintsbury Place, Charlotte, NC 28270 727-470-8684. 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:

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 years ended June 30, 2022 submitted to OTC Disclosure News Service and posted on www.OTCMarkets.com on September 19, 2022, period ending September 30, 2021 submitted to OTC Disclosure News Service and posted on www.OTCmarkets.com on November 8, 2021, period ending December 31, 2021 submitted to OTC Disclosure News Service and posted on www.OTCmarkets.com on February 14, 2022, period ending March 31, 2022 submitted to OTC Disclosure News Service and posted on www.OTCmarkets.com on May 11, 2022. The financial statements were prepared by John Vice and Tyrus Young; they are not audited and were prepared using documents prepared or provided by the Company. Corporate documents including articles of incorporation and amendments, and the certificates of designation relating to the preferred stock, as well as purchase and sale agreements covering the change of control and debt ownership.
2. Information obtained on-line from the Secretary of State for Nevada and from an internet search for litigation, judgments and other references.
3. Representations made to us by the officer and director of the Company, Mr. Cooley.
4. The shareholders' list provided by the Company's transfer agent, Signature Stock Transfer Inc., located at 14673 Midway Road, Suite 220, Addison, TX, 75001, 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 period ending June 30, 2022, submitted on September 19, 2022, the period ending September 30, 2021, submitted on November 8, 2021, the period ending December 31, 2021, submitted on February 14, 2022, and the period March 31, 2022 submitted on May 11, 2022:

1. Constitutes “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. Includes 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. Complies as to form with the OTC Market Group’s Pink Basic Disclosure Guidelines for providing adequate Current Information, which are located at www.otcm Markets.com.
4. Has been posted prior to this letter by means of the OTC Disclosure and News Service.
5. Signature Stock Transfer Inc., the Company’s transfer agent, who has provided information regarding stock ownership, is registered under the Securities and Exchange Act of 1934.

The Company currently does not meet 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 which defines a “shell company” as a company that has 1) no or nominal operations and either 2) no or nominal assets, 3) assets consisting solely of cash and cash equivalents or 4) assets consisting of any amount of cash and cash equivalents and nominal other assets. However, the Company did meet the definition of a shell company as of the dates included in the reporting periods.

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.

Very truly yours,



Donald R. Keer, Esq.
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