

**LAW OFFICES OF  
GARY L. BLUM  
3278 WILSHIRE BOULEVARD  
SUITE 603  
LOS ANGELES, CALIFORNIA 90010**

GARY L. BLUM  
[EMAIL: gblum@gblumlaw.com](mailto:gblum@gblumlaw.com)

TELEPHONE: (213) 381-7450  
FACSIMILE: (213) 384-1035

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**Via OTC News & Disclosure Service**

OTC Markets Group, Inc. – Issuer Services  
304 Hudson Street, 2nd Floor  
New York, NY 10013  
Tel: (212) 896-4400  
Fax: (212) 868-3848

**Re: Adequacy of Current Information for Premier Biomedical Inc.  
Annual Financial Statements and Information and Disclosure Statements for the  
fiscal years ended December 31, 2021 and 2020, and for the Quarterly Financial  
Reports and Disclosure Statements for the quarters ended March 31, 2022 and  
June 30, 2022**

Dear Sir or Madam:

I, the undersigned (“Counsel”), am an attorney licensed to practice law in the state of California, and before the courts of the United States, and under the laws of the United States. I am permitted to practice before the Securities and Exchange Commission (“SEC”) and have never been prohibited from practice thereunder. I am United States citizen residing and working in Los Angeles, California. I represent that I am not currently, nor have I been in the past five years, the subject of an investigation, hearing, suspension, bar, litigation or proceeding by any regulatory or quasi-regulatory or self-regulatory organization, including by the SEC, the U.S. Commodity Futures Trading Commission (CFTC), the Financial Industry Regulatory Authority (FINRA), or any other federal, state, or foreign regulatory agency. Counsel is not currently suspended or barred from practicing in any state or jurisdiction. Counsel is not currently, nor has been in the past five years, suspended or barred from practicing in any state or other jurisdiction, nor has Counsel been charged in a civil or criminal case.

My firm has been retained by Premier Biomedical Inc. (“BIEI” or the “Company”) (see footnote (1) below) for the express purpose of providing a legal opinion on the adequacy of current information available to the public in relation to the filing of an “Information Statement and Disclosure” pursuant to Rule 15c2-11(a) (5) of the Securities Exchange Act of 1934 as amended (the “Exchange Act”), and Rule 144(c)(2) of the Securities Act of 1933 as amended, (the “Securities Act”). The Company is incorporated under the laws of the state of Colorado. Neither I nor my firm has been paid any shares of the Company nor does any promise exist to pay myself or my firm shares in the future.

## 1. Facts & Assumptions

In rendering this opinion, I have reviewed various corporate records and other documentation necessary and proper for an opinion in conjunction with the filing of the Company's Information & Disclosure Statements for the fiscal years ending December, 31 2021 and 2020 and for the Quarterly Financial Reports and Disclosure Statements for the quarters ended March 31, 2022 and June 30, 2022.

Additionally, I have made further inquiry and investigation into the laws, regulations, and commentary available for such filings. With respect to corporate documentation examined, I have presumed the genuineness of all signatures thereon; the authenticity of all documents provided as originals; conformity of all copies to the original documents; and the authenticity of all original documents submitted as copies.

I have relied on information available on the Internet, from records with the SEC, FINRA, the OTC Markets Group, Inc. ("OTC"), and from officers of the Company in addition to other sources deemed reliable, such as records on file with the Colorado Secretary of State. All such sources were deemed reliable. Nothing came to my attention during the course of my investigation that led me to conclude that any such documents were not genuine or authentic or that the facts contained therein were not true.

## 2. Inquiry & Investigation

I have reviewed all of the consolidated Quarterly and Annual Reports for the periods ending December 31, 2021 through June 30, 2022 posted on [www.otcm Markets.com](http://www.otcm Markets.com) through the OTC Disclosure & News Service between September 23, 2020 and August 15, 2022 (collectively, the "Information"). These reports include: an Annual Report (Financial Statement) and Disclosure Statement for the year ended December 31, 2021, each posted on 4/18/22; also, both a Quarterly Report (Financial Statement) and Disclosure Statement for the three months ended March 31, 2022, posted on 5/23/22 and 5/24/22, respectively; and both a Quarterly Report (Financial Statement) and Disclosure Statement for the three months ended June 30, 2022, each posted on 8/15/22.

The Company's financial statements, although un-audited, were prepared by William (Liam) Tynan. In his 25-year career, Mr. Tynan has worked for several corporations, both private and public and has provided additional assistance to their respective CEOs. Mr. Tynan started his career graduating from Pace University with a degree in accounting. He began his work with Price Waterhouse Coopers, PWC auditing public and private companies. Mr. Tynan has represented a clear understanding of public company accounting best practices.

The Company's transfer agent is Issuer Direct Corporation, One Glenwood Avenue, Suite 1001, Raleigh, NC, 27603, ph. 919-744-2722 (the "Transfer Agent"). The Transfer Agent is registered under the Exchange Act. Counsel has confirmed that it is registered with the SEC. Counsel has confirmed the number of outstanding shares by telephone with the Transfer Agent and compared that to the number outstanding as set forth in the reports as filed for the fiscal year ended December 31, 2021.

Additionally, I have met personally (via telephone conference) with the CEO and sole director of the Company, Gabe Vlad, on October 6, 2022, to discuss this information and its adequacy for these purposes. An interested investor could readily find current information available regarding the Company by which the investor could objectively make a determination pertaining to the corporate financial status and relevant financial information thereby enabling such investor to make an informed and intelligent decision regarding the stock of the company.

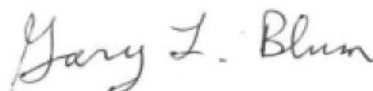
### 3. Legal Conclusions

The legal opinion as expressed in this letter is that the consolidated Quarterly and Annual Reports and filings for the period as filed via the OTC Markets Group News and Disclosure service constitutes: (1) “adequate current public information” about the Company which is available to the public regarding the shares of common stock and is “available” within the meaning of Rule 144(c)(2) of the Securities Act of 1933; which (2) includes all of the information that a broker-dealer would be required to obtain from the Company to publish a quotation for the shares of common stock of the Company under Rule 15c2-11 of the Exchange Act of 1934; that (3) complies with the OTC Group Markets, Inc. Pink Basic Disclosure Guidelines, which are located on the internet at [www.otcmarkets.com](http://www.otcmarkets.com), as they pertain to providing adequate and current information about the Company; and (4) the statement has been posted through the OTC Markets Group, Inc. News and Disclosure Service. OTC Markets Group, Inc. is entitled to rely on this opinion in determining whether the Company has made adequate current information available to the public pursuant to Rule 144(c)(2) of the Securities and Exchange Acts, and may publish this opinion on its website, [www.otcmarkets.com](http://www.otcmarkets.com), for such limited purposes.

Regarding the Company’s shell status as that term is defined in Rules 405 of the Securities Act of 1933 and 12b-2 of the Exchange Act of 1934, the Company’s predecessor, a Nevada corporation, was not a “shell company.” However, after completing a reorganization in August 2020 into a Colorado corporation named Premier Holding Corp., and based on recent Company activity and efforts, the Company currently appears to be a “shell company.”

The statements and opinions set forth herein reflect observations and results of inquiries up to the date hereof, and shall remain valid for as long as the documents, instruments, records and other information I have reviewed and examined remain unchanged, and the assumptions relied upon continue to be valid. This opinion is intended solely for the use and application of OTC Markets Group, Inc. as it deems appropriate for use and publication on its website.

Kind Regards,



Gary Blum, Esq.

- (1) Premier Biomedical Inc., a Nevada corporation, underwent a reorganization in August 2020 whereby it became a successor Colorado corporation named Premier Holding Corp. (the “Company” herein).

However, the name change has yet to be approved by FINRA; hence, the use of the predecessor's name in this Letter.