

April 27, 2023

OTC Markets Group, Inc.
304 Hudson Street, Third Floor
New York, NY 10013

Re: Attorney Letter for Rocky Mountain High Brands, Inc. (OTC: RMHB)

Ladies and Gentlemen:

I am writing to you with regard to Rocky Mountain High Brands, Inc., a Nevada corporation (the “Issuer”). This letter is intended to be relied upon by OTC Markets Group, Inc. in determining whether the Issuer has made adequate current information publicly available within the meaning of Rule 144(c)(2) under the Securities Act of 1933. This opinion is rendered to OTC Markets Group, Inc. and may be relied upon solely by OTC Markets Group, Inc. with regard to the matters stated herein. OTC Markets Group, Inc. shall, however, have full and complete permission and rights to publish this letter through the OTC Disclosure & News Service for viewing by the public and regulators.

I am a U.S. resident and, as counsel for the Issuer, have been retained by the Issuer for the purpose of reviewing the current information supplied by the Issuer, rendering this opinion, and related matters. This opinion relates to the laws of the United States. I am duly authorized to practice law in the State of Nevada. I am permitted to practice before the Securities and Exchange Commission (the “SEC”) and have not been prohibited from practice thereunder. To my knowledge, I am not currently, nor have I been in the past five years, the subject of an investigation, hearing, or proceeding by the SEC, the CFTC, FINRA, or any other federal, state, or foreign regulatory agency. I am not currently, and have not been within the past five years, barred from practicing in any state or jurisdiction, and I have not been charged in a criminal or civil case. I have been retained as outside counsel to the Issuer, and I do not beneficially own any of the Issuer’s securities. I have not received, and have no agreement to receive in the future, any shares of the Issuer’s stock in payment for services.

I have examined such corporate records and other documents and such questions of law as I considered necessary and appropriate for purposes of rendering this opinion. In examining such documents, I have assumed the genuineness of signatures (both manual and conformed), the authenticity of documents submitted as originals, the conformity with originals of all documents furnished as copies, and the correctness of the facts set forth in such documents. I have also assumed all oral representations in connection with this matter to be accurate. Nothing has come to my attention that led me to conclude that any such documents were not genuine or authentic, that the facts set forth therein were untrue, or that any representation made to me was inaccurate.

I have reviewed the following documents in connection with my preparation of this opinion, all of which have been made publicly available by posting through the OTC Disclosure & News Service (the “Information”):

Document Title	Date Posted
Quarterly Report for Quarter ended March 31, 2022	12/15/22
Amended Quarterly Report for Quarter ended June 30, 2022	12/21/22
Amended Quarterly Report for Quarter ended September 30, 2022	12/21/22
Annual Report for Fiscal Year ended December 31, 2022	04/17/23

I am of the opinion that the Information: (i) constitutes “adequate current public information” concerning the Issuer and its securities and “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 under Rule 15c2-11 under the Securities Exchange Act of 1934 (the “Exchange Act”), (iii) complies as to form with the OTC Markets Group’s OTC Pink Disclosure Guidelines, which are located on the Internet at www.otcmarkets.com, and (iv) has been posted through the OTC Disclosure & News Service.

The financial statements contained in the Information are prepared by David Ostrower of Avail CFO, LLC. Mr. Ostrower is experienced in accounting and finance and has served as a Director, Chief Executive Officer, and Chief Financial Officer to both public and private companies. The Issuer’s transfer agent is Securities Transfer Corporation, a transfer agent registered with the SEC. I confirmed the number of outstanding shares for the Issuer set forth in the Information by reviewing a shareholder list for the Issuer prepared by Securities Transfer Corporation and dated December 31, 2022.

I have: (i) personally met, by video conference, with management and a majority of the board of directors of the Issuer, consisting of David Seeberger, CEO and Director; Chuck Smith, COO and Chairman of the Board; and additional Directors Dean Blythe and Winton Morrison; (ii) reviewed the Information, as amended, published by the Issuer through the OTC Disclosure & News Service; and (iii) discussed, by video conference, the Information with the management and a majority of the directors of the Issuer.

To the best of my knowledge, after inquiry of management and the directors of the Issuer, neither the Issuer, any holder of 5% or more of the Issuers securities, or counsel is currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws.

We note that Rule 405 promulgated under the Securities Act of 1933 defines a “shell company” as:

a registrant, other than an asset-backed issuer as defined in Item 1101(b) of Regulation AB (§229.1101(b) of this chapter), that has:

(1) No or nominal operations; and

(2) Either:

- (i) No or nominal assets;
- (ii) Assets consisting solely of cash and cash equivalents; or
- (iii) Assets consisting of any amount of cash and cash equivalents and nominal other assets.

In the release adopting the current definition of a “shell company,” the SEC specifically declined to clarify or define the term “nominal” as used in the definition. See, SEC Rel. 33-8587 at 10-11. The SEC did indicate generally, however, its view that “shell companies do not operate businesses.” Id. at 4. Turning to the text of the definition of “shell company,” we note that a company must meet both of two requirements, stated in the conjunctive, in order to be a “shell company”. The first of these is that the company must have “no or nominal operations.” The second of these is that the company must have “no or nominal assets” other than cash or cash equivalents.

Based upon our review of the Issuer’s filings with OTC Markets and its available historical filings with the SEC, it appears that the Issuer has consistently engaged in an operating business actively pursuing revenue generating activities.

Accordingly, we are of the opinion that the Issuer is not, at this time, a “shell company” within the definition of Rule 405. We also of the opinion that Issuer, at least during time for which historical financial statements are available, was not formerly a “shell company” within the definition of Rule 405.

Sincerely,

The Crone Law Group P.C.


