

# MCMURDO LAW GROUP, LLC

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Date: April 27, 2023

OTC Markets Group, Inc.  
300 Vesey Street, 12th Floor  
New York, NY 10282

Re: Xalles Holdings Inc.

Gentlemen:

I have been retained by Xalles Holdings Inc., a Nevada corporation (the “Issuer”), to render an opinion as to whether the Annual Report, for the year ended December 31, 2022, published by the Issuer on the OTC Disclosure & News Service on February 6, 2023 (the “Information”) constitutes adequate current information for purposes of Rule 144(c)(2) promulgated under the Securities Act of 1933 (the “Act”). I represent the Issuer as special corporate counsel, retained by the Issuer for the purpose of rendering this letter and related matters. I do not beneficially own any shares of the Issuer’s securities. I have not received, nor have an agreement to receive in the future, any shares of the Issuer’s securities, in payment for my services.

OTC Markets Group, Inc. (“OTC Markets”) may rely on this opinion in determining whether the Issuer has made adequate current information publicly available within the meaning of Rule 144(c)(2) of the Act.

I have examined such corporate records and other documents and such questions of law as I have deemed necessary or appropriate for purposes of rendering this opinion. As to matters of fact, I have made such inquiries of the Issuer’s officers as I deemed necessary to render this opinion, and I believe that such sources were reliable.

The person responsible for preparing the financial statements of the Issuer contained in the Information is Thomas Nash, who is qualified to prepare financial statements by virtue of his experience as Chief Financial Officer and in his 27 years of preparing financial statements for private and public companies. The financial statements have not been audited.

The Issuer’s transfer agent is VStock Transfer, LLC (the “Agent”). The Agent is registered with the SEC as such under the Securities Act. I have confirmed they number of outstanding shares of the Issuer set forth in the Information with the Agent.

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NEW YORK

The undersigned attorney has (a) personally met with management and a majority of the directors of the Issuer, namely Thomas Nash and Paul Erickson, (b) reviewed the Information posted by the Issuer on the OTC Disclosure & News Service, and (c) discussed the Information with the majority of the directors of the Issuer, namely Thomas Nash and Paul Erickson.

To my knowledge, after inquiry of management and the directors of the Issuer, the Issuer, no holder of five percent (5%) or more of its securities, nor the Issuer's counsel is currently the subject of an investigation by any federal or state regulatory authority for any violation of federal or state securities laws.

As a result of the foregoing, I am of the opinion that:

1. The Information constitutes adequate current public information concerning the Issuer's securities and the Issuer within the meaning of Rule 144(c)(2).
2. The Information is available within the meaning of Rule 144(c)(2).
3. The Information includes all of the information that a broker-dealer would be required to obtain from the Issuer to publish a quotation for the Issuer's securities under Rule 15c2-11 under the Exchange Act.
4. The Information complies as to form with the Pink OTC Markets Guidelines for Providing Adequate Current Information.
5. The Information has been posted through the OTC Disclosure & News Service.
6. To the best of my knowledge, after inquiry of management and the directors of the Issuer, none of the Issuer, any 5% holder, or counsel is currently the subject of an investigation by any federal or state regulatory authority for any violation of federal or state securities laws.
7. Rule 144 ("Rule 144") of the Securities Act of 1933, as amended, defines a 'shell company,' as a company which has no or nominal operations and 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). It is my opinion that the Issuer is not, as of the date hereof, a 'shell company.' However, it was previously a 'shell company.'

The undersigned attorney is a resident of the United States and is admitted to practice law in the State of New York. The undersigned attorney is permitted to practice before the Securities and Exchange Commission and has not been prohibited from practice thereunder. The undersigned attorney is not currently, nor has been in the past five years, suspended or barred from practicing in any state or jurisdiction, and whether counsel has been charged in a civil or criminal case. The undersigned attorney is not currently, nor has in the past five years, been the subject of an investigation, hearing, or proceeding 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.

This opinion is limited solely to the laws of the United States of America. This opinion speaks only of the above date and is based solely on the facts and circumstances known to me as of such date. In rendering this opinion, I assume no obligation to revise, update or supplement this opinion in response to any subsequent factual or legal developments.

This opinion is rendered solely to OTC Markets and no person other than OTC Markets is entitled to rely upon it. However, I grant OTC Markets full and complete permission and rights to publish this opinion through the OTC Disclosure & News Service for viewing by the public and regulators.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Matthew McMurdo', written over a horizontal line.

Matthew McMurdo, Esq.

**McMurdo Law Group, LLC**

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