

## **LAW OFFICE OF CARL P. RANNO**

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May 3, 2023

OTC Markets Group,  
304 Hudson Street, 3rd Floor  
New York, NY 10013

RE: Attorney Letter, as amended for Cyberlux, Corporation, (CYBL) Regarding  
Current Information for year ended December 31, 2022

Please be advised that I am a United States citizen and counsel for Cyberlux, Corporation) hereinafter referred to as "Issuer" or "Company." I have been requested to render an opinion as to the Issuer's compliance with the Guidelines for Disclosure of Adequate Current Information. OTC Markets is entitled to rely on the current legal opinion in determining whether the Issuer has made adequate current information available within the meaning of Rule 144(c) (2) under the Securities Act of 1933.

This amended attorney letter is required in that the Issuer had to correct Item 3 A and balance the share count both of these items have been addressed. Additionally, after a thorough a review of the Transfer Agent's recent submissions it became clear that there was more information that was material. I have inserted that information in Section C of this amended letter.

In determining whether the Issuer has met its disclosure obligations with respect to adequate current information, I have reviewed such corporate records including Articles of Incorporation as amended, bylaws, minutes and other documents as I deemed necessary regarding the filing of the Disclosure Documents as well as the filing of the Annual Report. In addition, I have made such investigations and have considered such questions of law as I deemed necessary and appropriate for rendering this Opinion. In all such examination, I have assumed the genuineness of all signatures, the authenticity of all documents submitted to me as originals, the conformity to original documents of all documents submitted to me as copies and the authenticity of all originals of such documents submitted as copies. Further, in all such examinations, I may have relied on information obtained from public officials, officers of the Issuer and other sources and represent that all such sources are believed to be reliable.

Additionally, for the purpose of rendering this opinion, I have specifically reviewed the following documents.

1. Quarterly Report: Disclosure Statement and Financial Statements posted on May 15, 2022, for the quarter ended March 31, 2022
2. Quarterly Report: Disclosure Statement and Financial Statements, as amended, posted on July 25, 2022 for the quarter ended March 31, 2022
3. Quarterly Report: Disclosure Statement and Financial Statements, as amended, posted on September 1, 2022 for the quarter ended March 31, 2022

4. Quarterly Report: Disclosure Statement and Financial Statements, as amended, posted on December 6, 2022 for the quarter ended March 31, 2022
5. Quarterly Report: Disclosure Statement and Financial Statements posted on August 18, 2022, for the quarter ended June 30, 2022
6. Quarterly Report: Disclosure Statement and Financial Statements, as amended, posted on September 1, 2022, for the quarter ended June 30, 2022
7. Quarterly Report: Disclosure Statement and Financial Statements, as amended, posted on September 12, 2022, for the quarter ended June 30, 2022
8. Quarterly Report: Disclosure Statement and Financial Statements, as amended, posted on December 6, 2022, for the quarter ended June 30, 2022
9. Quarterly Report: Disclosure Statement and Financial Statements posted on November 19, 2022, for the quarter ended September 30, 2022
10. Quarterly Report: Disclosure Statement and Financial Statements, as amended, posted on December 6, 2022, for the quarter ended September 30, 2022
11. Annual Report: Disclosure Statement and Financial Statements posted on March 24, 2023, for the year ended December 31, 2022
12. Annual Report: Disclosure Statement and Financial Statements, as amended, posted on March 28, 2023, for the year ended December 31, 2022
13. Annual Report: Disclosure Statement and Financial Statements, as amended, posted on May 1, 2023, for the year ended December 31, 2022

This opinion opines that the amended Annual Disclosure Statement and the Annual Financial Report, as filed on March 28, 2023 and the amended Annual Disclosure Statement and the Annual Financial Report, filed on May 1, 2023 for the period ended December 31, 2022 as well as the Quarterly reports filed subsequently thereto constitute adequate current public information concerning the shares of common stock of the Issuer (the "Securities") 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 shares of common stock of the Corporation (the "Securities"), under Rule 15c2-11 of the Exchange Act; complies as to form with the Pink Sheets Guidelines for Providing Adequate Current Information, which are located on the Internet at [www.otcmarkets.com](http://www.otcmarkets.com); and have been posted in the OTC Markets News Service. Please be advised that OTC Markets is entitled to rely on the Opinion in determining whether the Issuer has made adequate current information publicly available within the meaning of Rule 144(c) (2) under the Securities Act.

The Issuer's unaudited financial statements were prepared by Mr. David Downing, the CFO of the Company with more than five years of experience in the preparation of financial reports

The Issuer's transfer agent is :

Standard Registrar and Transfer Company, Inc.  
440 E 400 S Suite 200  
Salt Lake City, UT 84111

The Transfer Agent is registered with the Securities and Exchange Commission. The Transfer Agent maintains a list of shareholders which I have reviewed and relied on to confirm the number of shares issued and outstanding as well as the identification of the shareholders.

The undersigned has electronically met with and discussed the Annual Disclosure Document,

including the Annual Financial Reports with Mark Schmidt the President/CEO. He has reviewed the information provided in the Annual Disclosure Report and Financial Statements, as amended, and I have been advised by him that he has approved the Opinion and all filings hereunder.

I, Carl P. Ranno, General Counsel of Cyberlux, Corporation, am not currently nor to my knowledge have ever been under investigation by any Federal or State regulatory authority for any violations of Federal or State securities laws. Additionally, I am not currently, nor have I been in the past five years, suspended or barred from practicing in any state or jurisdiction and have not been charged in a civil or criminal case.

To the best of my knowledge, after inquiry of management and Mr. Schmidt and the other members of the Board of Directors of the Issuer, neither the Issuer nor its Board of Directors nor any 5% or greater shareholder is currently under investigation by any Federal or State regulatory authority for any violations of Federal or State securities laws.

I am a resident of the State of Arizona and admitted to practice law in the State of Michigan, US Supreme Court, US Court of Appeals Sixth Circuit, US Tax Court and US District Courts. I am permitted to practice before the Securities and Exchange Commission and have not been prohibited from practicing hereunder. I do not own any of the Issuer's shares and have no agreement to receive the Issuer's shares in the future.

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.

Founded as an Advanced Lighting company in 2000, Cyberlux Corporation became a supplier to the Department of Defense (DoD) after being asked by the United States Air Force to leverage our unique Cyberlux LED lighting technologies to solve tough problems for elite Special Forces Teams; problems multiple aerospace and defense contractors had tried but failed to solve.

Based upon information received from the Issuer and reviewing its financial statements the Company has revenue generating operations in the sale and marketing of technology-based products for the Defense industry since its inception. Based upon the above information, I have determined that the issuer has never been a "shell company" as defined in Rules 405 of the Securities Act of 1933 and 12b-2 of the Exchange Act of 1934.

The opinions set forth herein are expressed as of the date hereof and remain valid so long as the documents, instruments, records and certificates I have examined and relied upon, as noted above, are unchanged and the assumptions I have made, as noted above, are valid. While this Opinion is intended exclusively for use by OTC Markets, Inc., the same is hereby granted full and complete rights and permission without any future request to publish this Opinion as part of "otcmarkets.com" for viewing by the public and regulatory agencies.

The Company is currently designated "**Caveat Emptor**" by OTC Markets Group. As required under the relevant guidelines, we have determined the following additional information:

A. Executive Officers, directors, and other control persons

The Issuer has the following executive officers, directors, and control persons, with the following share ownership:

Mark D. Schmidt, President/CEO Director  
60 Kimberly Drive  
Durham, NC 27707-5419

Mr. Schmidt is the owner of 230,642 restricted common shares of stock that are held in Book Entry form and were received by him on September 23, 2021. The shares were issued in lieu of compensation. He has not sold his shares since acquiring them in 2021. Mr. Schmidt is also the owner of 38,000,000 shares of Series B Preferred which have voting rights of 200 per share. These shares are restricted, do not trade and were received August 7, 2013. Mr. Schmidt has not sold any of the Series B Preferred.

David Downing, CFO, Director  
100 Country Meadow Dr  
Marietta, OH 45750-9270

Mr. Downing is the owner of 42,500 shares of restricted common stock that were purchased and awarded as stock compensation from June 26, 2001 to May 11, 2021. The shares are held in certificate form. He has not sold any of his shares since acquiring them. Mr. Downing is also the owner of 12,500,000 shares of Series B Preferred which have voting rights of 200 per share. These shares are restricted, do not trade and were received on December 29, 2010. Mr. Downing has not sold any of the Series B Preferred.

John W. Ringo, General Counsel, Director  
6022 Park Haven Blvd  
Hermitage, TN 37076

Mr. Ringo is the owner of 123,783 shares of restricted common shares of stock that were awarded as stock compensation over a period of time. The shares are held in certificate form. He has not sold his shares since acquiring them starting in 2001.

Aaron Goodman, Director  
6 Long Pond Road  
Waccabuc, NY 10597

Mr. Goodman is the owner of 70,000,000 shares of restricted common stock. He received 50,000,000 shares on December 28, 2021 as compensation to serve on the Board of Directors for a term of three years. On December 22, 2022 he purchased 20,000,000 restricted common shares directly from the Company pursuant to a stock purchase agreement. Mr. Goodman has not sold any of his shares of stock. The shares are held in Book Entry.

- B. Promoter, finder, consultant or any other advisor of the Issuer that assisted, prepared or provided information with respect to the Issuer's disclosure or who received securities as consideration for services rendered to the Issuer to the date of this Attorney Letter.

CAMERON HOLT  
42989 LAGO STELLA PLACE  
ASHBURN VA 20148

Mr. Holt is a member of the Advisory Board and as compensation he received 10,000,000 shares of Common Stock of the Issuer on December 27, 2022. The shares are held Book Entry form, are restricted and he has not sold any of his shares.

MARTIN MOORE  
2124 TRIESTE Trail  
ADAMS TN 37010

Mr. Moore is a member of the Advisory Board and as compensation he received 10,000,000 shares of Common Stock of the Issuer on December 27, 2022. The shares are held Book Entry form, are restricted and he has not sold any of his shares.

ROBERT BRET VELICOVICH  
888 BISCAYNE BLVD  
#5112  
MIAMI FL 33132

Mr. Velicovich is a member of the Advisory Board and as compensation he received 10,000,000 shares of restricted Common Stock of the Issuer on December 27, 2022. The shares are held in Book Entry form, are restricted and he has not sold any of his shares.

MICHAEL N PORTER  
3113 PORT SIDE DR  
LAS VEGAS NV 89117

Mr. Porter is an employee of the Issuer and received 20,000,000 shares of restricted Common Stock as part of his compensation as set out in his employment agreement. Mr. Porter is the general manager of the Issuers lighting division. His shares are held in Book Entry form, and he has not sold any of his shares.

ANTHONY GONZALEZ  
301 CULLEN ST  
APT 110  
TUCSON AZ 85075

Mr. Gonzalez, on March 18, 2022 received 2,000,000 shares of restricted Common Stock of the Issuer as part of his compensation as set out in his employment agreement. Mr. Gonzalez is a sales representative of the Company. His shares are held in Book Entry form, and he has not sold any of his shares.

NORTH EQUITIES USA LTD  
6146 ISLAND DR NW  
CANTON OH 44718

Pursuant to a public relations agreement with the Company, North Equities, USA, LTD received 5,882,353 shares of restricted Common Stock of the Issuer on March 16, 2022. The shares are held in Book Entry form, and none have been sold.

STRIKE GROUP LLC  
LANE COLEMAN  
PO BOX 21954  
DETROIT MI 48221

Lane Coleman is the owner of Strike Group, LLC, a manufacturer's Representative firm. The firm received 1,000,000 shares of restricted Common Stock on October 15, 2021 pursuant to an independent sales representative agreement. The shares are held in Book Entry form, and none of the shares have been sold.

BRENNAN SMITH  
1724 S. VENTURA DRIVE  
TEMPE, AZ 85281

Mr. Smith is a co-owner of the Flying V Group which handles the press releases/investor relations for the Issuer. He received, as part of his compensation, 2,000,000 restricted common shares of the Issuer's stock on December 27, 2021. The shares are held in Book Entry and Mr. Smith has not sold any of his shares.

C. Any individual beneficially owning 5% of shares or greater.

After a thorough review of all current available information and discussions with the board of directors of the Issuer, I have determined that there are no 5% holders of the Common Stock. As to the Series B preferred super voting stock, Mr. Schmidt the President/CEO and Director owns 53.9% and Mr. Downing, CFO and Director owns 17.7%. In addition, Mr. Richard P. Brown is listed as owning 20 million shares of Series B for 28.4% ownership. Mr. Brown, a former executive who resigned in 2011, returned his 20 million shares of Series B to the Transfer Agent in 2011 but the certificate was lost and apparently never returned to Treasury by the Transfer Agent. Accordingly, Mr. Brown has provided the Transfer Agent with a signed affidavit, which I have reviewed, confirming he has no Series B ownership, and the Transfer Agent expects the records to be corrected in the second Quarter of 2023. The Series B Preferred shares are part of and were created in a management protection package through the H.C. Wainwright Capital Raise in 2004.

I have personally spoken with each of the persons and companies listed above, which includes officers, directors, advisors, employees, independent persons involved in sales and promotional activities regarding the Issuer which includes persons owning more than five percent (5%) of the Series B preferred stock collectively, the "Insiders". Based upon such conversations, and other information available to me, I am of the opinion that there have been no sales of the Securities by Insiders within the twelve-month period prior to the date of this opinion. The only Insiders in possession of any material non-public information regarding the Issuer or the Securities consists of the members of the Board of Directors and members of the Advisory Board and they have not sold any of their Shares within the twelve-month period prior to the date of this opinion. In fact, as far as I can determine none of the "insiders" have ever sold shares of the Issuer.

Sincerely,

/s/ Carl P. Ranno  
Carl P. Ranno