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**Date:** May 22, 2023

**To:** OTC Markets, Inc.  
304 Hudson Street Second Floor  
New York, NY 10013

**Re: Golden Triangle Ventures, Inc. (hereinafter “GTVH” or the “Issuer”)  
OTC Disclosure Statement – Amended Annual Report for the Year Ended Dec. 31, 2022**

Dear Sir or Madam:

I have been asked by Golden Triangle Ventures, Inc. (the “Issuer”) to provide OTC Markets, Inc. a letter with respect to the Amended Annual Report for the Fiscal Year Ended December 31, 2022, and published in the OTC Disclosure and News Service on May 22, 2023. I understand that this letter will be posted by the Issuer and will be published, accompanying the Issuer’s disclosure, in the OTC Disclosure and News Service. OTC Markets, Inc. is entitled to rely on such letter 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.

I am a U.S. resident and have been retained by the Issuer for the purpose of rendering this letter and related matters. I am serving as securities counsel for the Issuer and have been retained as disclosure counsel for the Issuer. I have examined such corporate records and other documents and such questions of law as I have considered necessary or appropriate for the purpose of rendering this letter. I am the beneficial owner of Preferred Shares of the Issuer, having received 200,000 of Preferred I shares on April 12, 2022, at \$0.0174. These shares were granted by the Issuer as compensation for services rendered in lieu of cash.

I am licensed to practice law in the state of New York. I am allowed to practice before the SEC and am not prohibited from practicing before it. I further certify that I am not currently, and have not been in the past five years, suspended or barred from practicing in any state or jurisdiction, and counsel has not been charged in a civil or criminal case. I further certify that I am not currently, and have not been in the past five years, 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.

I have reviewed the Annual Report for Fiscal Year Ended Dec. 31, 2022, filed by the Issuer on March 31, 2023, the first Amended Annual Report filed on April 30, 2023 and the second Amended Annual Report filed on May 22, 2023. The information referred to therein (i) constitutes “adequate current public information” concerning the Securities and the Issuer and “is available” within the meaning of Rule 144(c)(2) under the Securities Exchange 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 Ruler 15c2-11 under the Securities Exchange Act of 1934; (iii) complies as to form with the Sheets Guidelines for Providing Adequate Current Information, which are located on the internet at [www.otcm Markets.com](http://www.otcm Markets.com); and (iv) will be posted in the OTC Disclosure and News Service.

In addition, I have examined such corporate records, e.g. Articles of Incorporation, Bylaws, corporate minutes and other documents and such questions of law as I have considered necessary or appropriate for purposes of rendering this letter.

The person responsible for preparing the financial statement contained in the disclosure by the Issuer is Felicia A. Rossi, FAR Out Numbered, LLC,<sup>1</sup> a bookkeeping and accounting firm based in Oregon with a satellite office in Hawaii, who is qualified to prepare such financial statements by virtue of professional experience and education. The financial statements have not been audited.

The Issuer's transfer agent is Signature Stock Transfer, Inc. (the "Agent"), located in Addison, Texas. The Agent is registered with the SEC. I have relied upon the transfer agent's records, as reported to OTC Markets, to confirm the number of issued and outstanding shares of the Issuer as set forth in the Disclosure Statement and Financial Statements. The Transfer Agent is listed with the Commission and also has Depository Trust Corporation approval.

The opinion and conclusions herein are based upon documentation and facts made available to me by the Company and are based on the accuracy of those documents and facts. The documentation that was provided to me was believed to be true and reliable in its contents. Below is the information posted to the OTC Disclosure and News Service originally on March 31, 2023, filed Amended on April 30, 2023, and again filed on May 22, 2023, which I have reviewed in rendering this opinion:

1. Annual Report for the year ended December 31, 2022, filed on March 31, 2023.
2. Amended Annual Report for the year ended December 31, 2022, filed on April 30, 2023.
3. Second Amended Annual Report for the year ended December 31, 2022, filed on May 22, 2023.
4. Balance Sheet as of the years ended December 31, 2022, and 2021 (unaudited, as amended).
5. Statement of Operations for the years ended December 31, 2022, and 2021 (unaudited, as amended).
6. Statement of Stockholders' Equity for the years ended December 31, 2020, through 2022 (unaudited, as amended).
7. Statement of Cash Flows for the years ended December 31, 2022, and 2021 (unaudited, as amended).
8. Notes to Financial Statements (unaudited, as amended).

I have personally met with and discussed the information with management of the Issuer, via telephonic conference, specifically, Steffan Dalsgaard, President and director of the Issuer ("Dalsgaard").

In its second Amended Annual Report for the year ended December 31, 2022, the Company reported assets valued at \$16,092,177 and net income of \$(800,129.20). Moreover, the Company appears to have

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<sup>1</sup>[https://opencorporates.com/companies/us\\_or/47047691](https://opencorporates.com/companies/us_or/47047691) (April 29, 2023, 8:31 AM EDT).

an identified business plan and a management team in place. Therefore, I conclude that the Company is not currently a “shell company.” I also note that based upon the representations of the management, the Issuer was never a “shell company” as defined in Rules 405 of the Securities Act of 1933 and 12b-2 of the Exchange Act of 1934.

To my knowledge, after inquiry of management and directors of the Issuer, neither the Issuer, any 5% shareholder, or any counsel is currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws. I have relied, in part, on prior inquiries and opinions issued by Alan Tucci, Partner, Archer Law.

### **Notes Regarding the Amendment of OTC Disclosures**

The Issuer determined that certain information in the prior OTC Disclosures for the periods covered by this Opinion required correction and clarification to fully comply with the OTC Disclosure requirements for Pink listed issuers. The following corrections and amendments have been made to the prior filings:

1. A scrivener’s error in the footnotes resulted in a reference to the prior OTC Pink Basic Disclosure Guidelines (v3. 1 June 24, 2021). The second Amended Annual Report corrects this error.
2. Page 9 under Series H Preferred – changed the Total number of shareholders of record from 36 to 37 based on the latest TA records received by the Issuer.
3. Page 9 under Series I preferred – changed the total shares outstanding in this class from 4,844,000 to 4,344,000 due to the cancellation of Robert DuBose’s shares, and changed the number of shareholders of record from 33 to 32.
4. Page 10 under Series I preferred – changed the number of shares outstanding as of 12/31/22 from 4,844,000 to 4,344,000 due to the cancellation of Robert DuBose’s 500,000 shares.
5. Page 20 in the shareholder spreadsheet – added two line items listing the cancellation of Robert DuBose shares, one for 350,000 and the other for 150,000, both of which are dated to the settlement contract date (November 8, 2022) that were executed with Robert DuBose.
6. Page 20 in the “Ending Balance” section at the bottom of the shareholder spreadsheet – changed the total outstanding Series I preferred share count from 4,844,000 to 4,344,000 based on the cancellation of Robert DuBose shares.
7. Page 22 - added NOTE 6 which describes the details of the cancelation Robert DuBose shares.
8. Page 27 within the HEALTH DIVISION – removed references to business in the medical PPE space because the Issuer is no longer doing any business in this sector. Added a paragraph update on the Health division which was announced on December 16th in the annual shareholder letter. The added paragraphs read as follows:

Global Health Services has divested its business operation within the Medical PPE sector and has appointed Dr. Dan Jurgens as its new CEO to provide direction and operational expertise to assist the company in developing more robust service offerings. One of the most exciting opportunities is its anticipated opening of the very first Global Health Services, Inc. advanced pain therapy and wellness clinic. The initial location will become the flagship model for future endeavors and will showcase several state-of-the-art technologies that offer proven and beneficial therapeutic results. Dr. Jurgens is working directly with management and has been implementing the initial structure, operating procedures, technology acquisitions, and

overall framework to launch the first clinic in early 2023. The company conducted its first pilot launch on a unique fat loss therapy in Q1 2023 and is now finalizing its plans to launch its first full scale facility.

Several unique technologies will support this new advanced pain therapy and wellness clinic, one of which includes the Softwave Tissue Regeneration Technologies ([softwavetrt.com](http://softwavetrt.com)). The Softwave Technology provides a cutting-edge advancement, effective at treating a variety of painful conditions as well as poor circulation issues (ex: neuropathy), non-union fractures, and poorly healing wounds. It works by recruiting the body's own stem cells to the area that's being treated, improving circulation, and reducing inflammation. With a focus on improving health and wellness through the use of cutting-edge technologies and evidence-based solutions, further benefits will develop through a number of different personalized care applications and complimentary products offered within each clinic such as the Le Pragma product. Golden Triangle Ventures has been working to finalize its acquisition of Le Pragma which is comprised of a full retail line of high-end, all-natural, health, wellness and beauty products.

9. Page 29 under the TECHNOLOGY DIVISION in the 4th paragraph – changed the beginning of the paragraph to read “Management has now moved out of the HyFrontier Technologies, Inc headquarters...” where in the prior Amended Report it reads “Management has now moved into the HyFrontier Technologies, Inc headquarters...” – Added a 5th paragraph which explains Robert DuBose’s removal:

On November 8, 2022, Golden Triangle Ventures had fully executed a settlement agreement with Robert DuBose, former CEO of HyFrontier Technologies, Inc. (a wholly owned subsidiary of Golden Triangle Ventures, Inc.), which resulted in Robert DuBose formally stepping down from HyFrontier Technologies and no longer serving as a board member or any other active role within Golden Triangle Ventures. Michael Giovi has replaced Robert DuBose on Golden Triangle Ventures Board of Directors. Robert DuBose has agreed to retire all 500,000 Preferred I shares of Golden Triangle Ventures stock to the company treasury, and Golden Triangle Ventures has agreed to relinquish ownership of the pending provisional patent on the HyGrO technology to Robert DuBose and give Robert DuBose the right to use the HyGrO name. HyFrontier Technologies has worked to develop a stronger and safer technology that is viewed to be not applicable within the provisional patent that was transferred to Robert DuBose. As management thanks Mr. DuBose for the opportunity, the company intends to elect a new CEO in the near future and is proud to announce that it remains highly confident in its ability to develop and deliver a safe technology that can potentially revolutionize the agriculture industry. Following this initial corporate update, the company looks forward to disclosing further plans and updates within the company as it solidifies a new launch strategy and the necessary components to achieve its overall business goals.

10. Page 31 under FULFILLMENT DIVISON – added the following paragraph which was announced on December 16, 2022:

The company specializes in a vertically integrated business model for the CBD/industrial hemp industry. The founders of Sonder Fulfillment, Nathan Puente and Joshua Weaver, have provided invaluable support, world-class relationships, as well as countless opportunities which have delivered an overall support structure to

Golden Triangle Ventures. As the acquisition of Le Pragma comes further to fruition, Sonder Fulfillment has shifted its focus to developing critical opportunities to assist the distribution of the Le Pragma CBD product line into already established international markets. In addition, the company is working to penetrate emerging markets such as Russia, Taiwan and Dubai to expand its global network of distribution options to further support Le Pragma and bolster its offering. Further, Sonder Fulfillment has successfully entered the Brazilian market with medicinal-focused offerings and is expanding the current client's lineup with two new full-spectrum tincture products as well as Delta-8 gummies. With the expansion into these new markets, Sonder Fulfillment seeks to continue its mission of being a global leader in advanced cannabinoid product development and distribution.

11. Page 32 under ALTERNATIVE ENERGY DIVISION – added one paragraph which was disclosed in the December 16, 2022, announcement:

Through its partnership with Electryone Advisors and Lelantos Energy, Golden Triangle Ventures continues to grow its presence in the alternative and sustainable energy space. Management has been working diligently with partners across the globe to open up new relationships and potential arrangements for the development of sustainable energy systems and the monetization of renewable energy credits. The team has successfully established relationships with hotels and casinos, as well as large-scale industrial complexes, and has penetrated international markets in Dubai, India, the Middle East and South America. Management looks forward to progressing these newly established relationships and further developing opportunities in the international arena to generate revenue and profit for the Company as a whole and is confident that a variety of opportunities currently under negotiation will sign on with the Company.

12. Page 34 under Issuers Facilities –Lavish Entertainment paragraph removed “There are no assurances the company will be successful in acquiring the Sahara Event Center, but management is actively working towards this goal.” And added “[t]he company shifted focus away from acquiring the Sahara Event Center and is now actively working towards owning its first music festival and event venue.” – In addition, also removed information on the burned down Oregon extraction facility and also the paragraph about the old HyFrontier Technologies location that we moved out of in Florida, the removed paragraph reads as follows:

Raw Cannabinoid Processing Facility Location: Grass Valley, Oregon Square Footage: 33,000 sq. ft. Golden Triangle Ventures has also executed a 3-year lease on a 7,800 sq ft. facility with an option to purchase the full 24,000 sq ft. building which is used for HyFrontier Technologies, Inc. operating under the company Technology Division, to commercialize the HyGrO hydrogen water technology to the world. This facility has been developing into a state-of-the-art manufacturing facility and all of the company product research and development has been conducted within this facility.

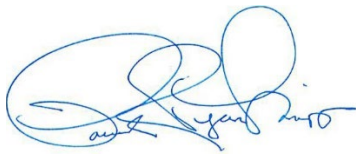
13. Page 35 in the Officers, Directors & Control Persons spreadsheet, adjusted all Preferred I holders percentages to reflect the new Series I Preferred outstanding share count due to the removal of Robert DuBose's share cancellation. Also removed Robert DuBose from the spreadsheet. Additionally, added Michael Laughead because his share transfer was never officially effectuated and Laughead was removed from this list previously in error.

14. Page 41 & 42 in the Balance Sheet – changed the share amounts and the corresponding asset based on the retirement of Robert DuBose’s shares. Additionally, there was a \$520,000 conversion which was accidentally missed in the original Q4 report which now reflects accurately in the company financials.
15. Page 50 in the Convertible Preferred Series I paragraph – changed the outstanding share count from 4,844,000 to 4,344,000 based on the retirement of Robert DuBose’s 500,000 shares.
16. Changed date of signature to May 22, 2023 to properly reflect the filing date.

The Issuer indicated that the changes summarized above constitute all of the material changes that it discovered during the amendment process.

No person other than OTC Markets, Inc. is entitled to rely on this letter, however, OTC Markets, Inc. has full and completed permission and right to publish the letter in the OTC Disclosure and News Service for viewing by the public.

Respectfully submitted,

A handwritten signature in blue ink, appearing to read "Patrick Ryan Morris", with a stylized flourish at the end.

Patrick Ryan Morris, Esq.

Admitted in New York, 1<sup>st</sup> Dep’t, SDNY, EDNY, Southern Dist. Texas, US Court of Appeals 2d Cir.

PRM/kwm