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A Professional Corporation

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June 16, 2023

OTC Markets Group Inc.
304 Hudson Street, 2nd Floor
New York, New York 10013

Re: BioElectronics Corp. (OTC: BIEL) (the “Issuer” or the “Company”)

Ladies and Gentlemen:

Our firm, as a U.S. resident, serves as special disclosure and corporate securities counsel to BioElectronics Corp. (the “Issuer”) and has been asked to render this opinion with respect to the adequacy of the current information contained in the Issuer’s annual disclosure statement for the year ended December 31, 2022 (“Disclosure Statement”) posted on the OTC Disclosure & News Service on the 14th day of April 2022, and unaudited financial statements for the fiscal years ended December 31, 2022 and 2021 posted on the OTC Disclosure & News Service on the 14th day of April 2023.

We have also been asked to render this opinion with respect to the adequacy of the current information contained in the Issuer’s quarter annual unaudited financial statements for the quarters ended March 31, 2023 and 2022 posted on the OTC Disclosure & News Service on the 15th day of June 2023 (collectively, the “Disclosures”).

We have been asked to express our opinion as to the adequacy of the Disclosures within the meaning of Rule 144(c)(2) promulgated under the Securities Act of 1933 (“Act”).

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 and, more specifically, paragraphs (a)(5)(i) to (xiv), inclusive, and paragraph (a)(5)(xvi) of Rule 15c2-11.

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

The person responsible for the preparation of the unaudited financial statements is Brian Flood, a consultant in the State of Maryland.

The Issuer’s transfer agent is Securities Transfer Corporation (“Transfer Agent”). The Transfer Agent is registered with the SEC as such under the Securities Exchange Act (“Exchange Act”). By examination of the Disclosures that include unaudited financial statements for the fiscal years ended December 31, 2022 and 2021 and calendar quarters ended March 31, 2023 and 2022, we have

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determined the number of outstanding shares of the Issuer to be as set forth in the Disclosures with information provided by the Transfer Agent and Kelly Whelan, President of the Issuer.

The undersigned attorney has (a) virtually met with management and a majority of the directors of the Issuer, including Kelly Whelan, Keith Nalepka, and Richard Staelin, (b) reviewed the Disclosure Statement, Supplemental Information, and the OTC Pink Basic Disclosure Report as of December 31, 2022 posted by the Issuer on the OTC Disclosure & News Service, and (c) discussed the Disclosure Statement with a majority of the directors of the Issuer.

The Issuer's counsel is not currently under investigation, litigation or the subject of an injunction, restraining or similar order issued by any court, state or federal, or by any federal or state regulatory authority related to any violation of federal or state securities laws.

The Issuer's counsel is not currently, and has not 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.

The Issuer has provided written representation that, based on personal knowledge, review of public filings and review of the Issuer's business and financial records, the Issuer has never been a shell company as defined by Rule 405 and Rule 144(i)(1)(i) of the Securities Act of 1933 and Rule 12b-2 of the Securities Exchange Act of 1934.

To our knowledge, after inquiry of management and a majority of 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 under investigation by any federal or state regulatory authority for any violation of federal or state securities laws.

As a result of the foregoing, we are of the opinion that:

1. The Disclosures constitute "adequate current public information" concerning the Issuer's securities and the Issuer within the meaning of Rule 144(c)(2).
2. The Disclosures are "available" within the meaning of Rule 144(c)(2).
3. The Disclosures include 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 Disclosures comply as to form with OTC Markets Group's Pink Basic Disclosure Guidelines for Providing Adequate Current Disclosure Statement.
5. The Disclosures have been posted through the OTC Disclosure & News Service.

The undersigned attorney is admitted to practice law in the State of Texas, and this opinion is limited solely to the laws of the United States of America. The undersigned attorney is permitted to practice before the Securities and Exchange Commission ("SEC") and has not been prohibited from such practice or has not been in the past five years, suspended or barred from practicing in any state or jurisdiction, and has not been charged in a civil or criminal case.

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OTC Markets Group, Inc.

May 11, 2023

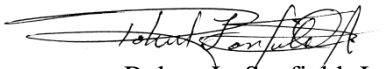
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The undersigned attorney does not beneficially own any shares of the Issuer's securities and has no agreement to receive shares of the Issuer's stock in payment for services in the future.

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.

This opinion is rendered solely to OTC Markets and no person other than OTC Markets is entitled to rely upon it. However, we 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.

Yours very truly,

A handwritten signature in black ink, appearing to read "Robert L. Sonfield, Jr.", with a stylized flourish at the end.

Robert L. Sonfield, Jr.
Managing Director