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December 12, 2023

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

Re: *Sohm, Inc.* (SHMN)

To Whom It May Concern:

You are entitled to rely on this letter in determining whether Sohm, Inc. (the "Issuer") has adequate current information publicly available within the meaning of Rule 144(c)(2) under the Securities Act of 1933.

The Issuer *does* have adequate current information publicly available within the meaning of Rule 144(c)(2) under the Securities Act of 1933.

I am a resident of the United States, and I have been retained by the Issuer for the purpose of rendering this letter and related matters. This firm's relationship with the Issuer is solely limited to reviewing and opining on these financials.

I have examined such corporate records and other documents and such questions of law as I consider necessary or appropriate for purposes of rendering this opinion. In all such examinations, I have assumed the genuineness of all signatures, the authenticity of all documents submitted to me as original, the conformity to original documents submitted to me as copies and the authenticity of all originals of such documents submitted as copies. Further, in all such examinations, I have relied on the information obtained from public officials, officers of the Issuers, and other sources and represent that all such sources are believed to be reliable.

This letter relates to the laws of the United States only, and specifically federal securities law. I am a member in good standing with the bar of the State of California and Washington DC and I am permitted to practice before the Securities and Exchange Commission (the "Commission"). I have not been prohibited from practice thereunder. Furthermore, I have not been subject to any investigation, hearing, or proceeding by the SEC, the CFTC, FINRA, or any other federal, state, or foreign regulatory authority, nor have there been any such investigations, hearings, or proceedings for the past 5-years. I have also never been suspended or disbarred from practicing before any jurisdiction. Furthermore, counsel has never been subjected any such civil or criminal proceedings.

The Issuer is a non-reporting company, and therefore, does not file annual or other reports with the Commission. I have reviewed publicly available information relating to the Issuer including: (1) the Issuer's profile post on the OTC Markets Groups website; (ii) their initial Company information and Disclosure Statement on file; (iii) the Company Disclosure dated 12.31.22; and (iv) the Issuer's quarterly and Annual Reports for 2020, 2021, 2022, and the amended annual report for 2022 dated 11.26.23, (collectively the "Information"). The 2022 annual report was uploaded to OTC Markets on 4.5.23 for the period ending 12.31.22.

It is my opinion that the Information (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 Act; (ii) includes all the information that a broker-dealer would be required to obtain from the Issuer to publish a quotation for the Securities

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under Rule 15c2-11 under the Securities Exchange Act of 1934 (“Exchange Act”); (iii) complies as to form with the OTC Markets Group’s Guidelines for providing Adequate Current Information, which are located on the internet at [www.otcmarkets.com](http://www.otcmarkets.com); and (iv) has been posted through the OTC Disclosure News Service.

The Person responsible for the preparation of the financial statements contained in this Information is Fred Schellack. The financial statements have not been audited. However, Fred Schellack is qualified to prepare the financial statements because he is certified public accountants.

The Issuer’s transfer agent is Securitize, formerly known as Pacific Stock Transfer, which is registered with the Commission. The method used to confirm the number of outstanding shares of common stock set forth in the Information was to examine the shareholder list as of 12.31.22 provided by the Issuer’s transfer agent and received confirmation as to the number outstanding shares from the financial disclosures filed by the Issuer. As of the date of this letter, the total number of shares of common stock of the Issuer was 1,575,576,407.

The Issuer is not a “shell company” as the term is defined in Rule 144(i)(1)(i) nor has the Issuer been a “shell company” for a period of at least one year.

I have met with the management and a majority of the directors of the Issuer, reviewed the Information, as provided, published by the Issuer through the OTC Disclosure and News Service, and discussed the Information with Management and a majority of the directors of the Issuer. I met with Baron Night, the sole director of the Issuer.

To the best of my knowledge, after inquiry of management and the directors to the Issuer, neither the Issuers’ counsel, nor any officer, director, nor 5% holder of the securities of the Issuer is currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws.

Counsel has not received any shares of the Issuer, in payment for services, nor does counsel have such an arrangement with the Issuer.

No person other than the OTC Markets Group is entitled to rely on this letter. However, I hereby grant the OTC Markets Group full and complete permission and rights to publish the letter through the OTC Disclosure and News Service for viewing by the public and regulators. This opinion is valid only as of the date hereof and we disclaim any obligations to update this opinion letter for events or other matters occurring or coming to our attention after the date hereof or any changes in the laws which may hereafter occur.

Sincerely,

/s/ Arash Shirdel, Esq.

Arash Shirdel, Esq.

AS: