

JONATHAN D. LEINWAND, P.A.

18305 Biscayne Blvd.
Suite 200
Aventura, FL 33160
Tel: (954) 903-7856
Fax: (954) 252-4265

E-mail: jonathan@jdlpa.com

March 13, 2024

OTC Markets Group, LLC
300 Vesey Street, 12th Floor
New York, New York 10282

Re: Third Bench, Inc.
Opinion of Counsel regarding adequate current information

Dear Sir or Madam:

This firm has been retained by **Third Bench, Inc.** (“**THBD**” or the “**Company**”) for the purpose of preparing this Opinion of Counsel, applying the applicable laws of the United States, regarding its corporate operations and level of disclosure of corporate information with regard to the Pink OTC Markets Disclosure Guidelines.

In the course of preparing this opinion, counsel has reviewed the following documents relating to the Company (together with the date they were posted through the OTC Disclosure and News Service, if applicable):

PUBLISH DATE	TITLE	PERIOD END DATE
03/08/2024	<u>Quarterly Report – Quarterly Report</u>	11/30/2023
02/13/2024	<u>Annual Report – Annual Report</u>	08/31/2023
02/07/2024	<u>Quarterly Report – Quarterly Report</u>	11/30/2023
12/13/2023	<u>Annual Report- Annual Report</u>	08/31/2023
10/04/2023	<u>Quarterly Report – Quarterly Report</u>	05/31/2023
05/16/2023	<u>Quarterly Report – Quarterly Report</u>	02/28/2023
01/24/2023	<u>Quarterly Report- Quarterly Report</u>	11/30/2022
12/28/2022	<u>Annual Report-Annual Report</u>	08/31/2022
12/07/2022	<u>Annual Report-Annual Report</u>	08/31/2022
12/05/2022	<u>Annual Report-Annual Report</u>	08/31/2022

Counsel has also examined other related corporate information as necessary and information provided by the Company’s management for the purposes of this letter.

Additionally, counsel has personally conferred with David Fair, the Company’s Chief Executive officer and director and discussed the information contained in the Company’s disclosure statements.

The opinions and conclusions contained in this Opinion Letter are based upon documentation and facts made available to this firm and are solely based on the accuracy of those documents and facts. Further, counsel has reviewed all prior disclosures posted by the Company with OTC Disclosure and News Service, as amended and the Company. All such information is believed to be accurate and reliable. In the event that the facts and information in any or all of such documents are determined not to be true, this opinion is rescinded to and to be deemed null and void. Counsel has discussed the above documentation, and the underlying assumptions this firm is relying upon, with the management of the corporation.

The Company has 50,000,000,000 (Fifty Billion) authorized common shares of which 31,363,986 (Thirty-One Million- Three Hundred Sixty Three Thousand-Nine Hundred Eighty Six) shares are issued and outstanding as of the date hereof. There are 51 (Fifty-One) Series A Preferred Shares authorized of which, 51 (Fifty-One) are issued and outstanding. There are 511,000 (Five Hundred Eleven Thousand) Series B Preferred Shares authorized of which, 511,000 (Five Hundred Eleven Thousand) shares are issued and outstanding. There are 390,000 (Three Hundred Ninety Thousand) Series C Preferred Shares authorized of which, 243,614 (Two Hundred Forty-Three Thousand-Six Hundred Fourteen) shares are issued and outstanding. There are 100,000 (One Hundred Thousand) Series D preferred shares authorized of which, 45,350 (Forty-Five Thousand Three Hundred Fifty) shares are issued and outstanding.

The person responsible for the preparation of the unaudited financial statements of the Company is Laurence Ditkoff, a Certified Public Accountant within the state of New York since 1984. Mr. Ditkoff spent 14 years at Bell Atlantic Corporation and NYNEX where he was responsible for financial oversight, cash flow forecasting, financial statement analysis, competitive threat analysis and financial evaluation of new products. Mr. Ditkoff received his Bachelor of Arts in Accounting from the University of Pennsylvania, and his Master of Business Administration in Finance at Pace University.

The Company's Transfer Agent is:

Empire Stock Transfer Inc.
1859 Whitney Mesa Dr.
Henderson, NV 89014
702-818-5898

An inquiry to the transfer agent was the source of confirmation of the Company's shares outstanding. Additionally, a search of the SEC's EDGAR system confirmed that Empire Stock Transfer is a registered transfer agent.

Further, pursuant to an inquiry of management and directors of the corporation, to the best of this firm's knowledge, neither the Company nor any person or entity holding at least five percent (5%) of the corporation's stock is currently under investigation by any federal or state regulatory authority for any violation of federal or state securities law.

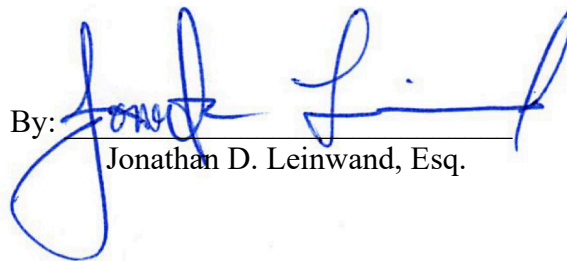
The Company states that it is not a shell company as defined in Rules 405 of the Securities Act of 1933 and 12b-2 of the Securities Exchange Act of 1934.

No person or entity other than OTC Markets is entitled to rely upon this opinion. OTC Markets, however, is granted full and complete permission and rights to publish this document via the OTC Disclosure and News Service for viewing by the general public and regulators. The public and OTC Markets Group may rely on the above in determining whether the Company has made adequate current information publicly available within the meaning of Rule 144(c)(2) of the Securities Act of 1933. The information that has been posted via OTC Disclosure and News Service constitutes adequate current public information, is available within the meaning of S.E.C. Rule 144(c)(2) of the Securities Act, includes all the information that a broker-dealer would be required to obtain from an issuer in order to publish a quotation for its securities pursuant to Rule 15c2-11 under the Securities Exchange Act of 1934, and complies as to form with the OTC Markets Guidelines for Providing Adequate Current Information.

The author of this letter has been admitted to practice in the State of Florida and is resident of the United States. The opinions expressed herein are in reference to the laws of the United States. The undersigned counsel is permitted to practice before the Securities and Exchange Commission and has not been prohibited from practice before the Commission. Counsel 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. Additionally, during the last five years counsel has not been suspended or barred from practicing in any state or jurisdiction and has not been charged in a civil or criminal case.

Counsel does not own any of the Company's securities and has no agreement to receive any of the Company's securities in the future

Very Truly Yours,
JONATHAN D. LEINWAND, P.A.

By: 
Jonathan D. Leinwand, Esq.