

# LASH WILCOX & GRACE PL

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April 11, 2024

**To: OTC Markets Group Inc.**

***Re: ViaDerma, Inc. ("VDRM"): Attorney opinion Letter RE Sufficiency of Current Public Information Following VDRM's Filing of Its Annual Report Dated April 1, 2024 for Period Ending December 31, 2023***

Dear OTC Market Group Inc. Professionals:

This firm has been retained to issue to you an opinion letter following review and analysis of ViaDerma, Inc. ("VDRM"), incorporated in Nevada with its principle place of its business in California (hereafter referred to as "VDRM," the "Corporation," or "the "Issuer"). We have been requested as securities counsel to the Issuer, to render an opinion as to the sufficiency/adequacy of current public information (the "Opinion") in connection with the following publishing(s) filed by the Issuer:

04/01/2024	Annual Report - Annual Report	12/31/2023	A
03/21/2024	Quarterly Report - Quarterly Report	09/30/2023	A
03/21/2024	Quarterly Report - Quarterly Report	06/30/2023	A
03/21/2024	Quarterly Report - Amended Quarterly Report	03/31/2023	A
01/30/2024	Quarterly Report - Quarterly Report	03/31/2023	A
04/17/2023	Annual Report - Annual Report	12/31/2022	A

The reports that were filed by the Issuer with OTC Markets will be referred to herein as "Filings," pursuant to Rule 15c2-11(a)(5) of the Securities Exchange Act of 1934, and amended (the "Exchange Act") and Rule 144(c)2 under the Securities Act of 1933, as amended (the "Securities Act"). We have reviewed the Filings in connection with the preparation of this Opinion. Note: counsel has submitted the attorney letter agreement and did so on 4/9/24.

1. This letter is addressed to OTC Markets Group Inc. ("OTC Markets Group") and OTC Markets Group is entitled to rely on this Letter/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 of 1933.

2. Counsel is a U.S. resident and has been retained by the Issuer for the purpose of rendering this Letter/Opinion and related matters. This law firm/attorney was retained solely for the purpose of reviewing the current information supplied by the Issuer. Neither the law firm nor any of its partners, including but not limited to the undersigned, beneficially own any shares of the issuer's securities. Neither the law firm nor any of its partners, including but not limited to the undersigned, has received, or has an agreement with Issuer to receive in the future, shares of the Issuer's stock, in payment for services.

3. Counsel has examined corporate records and other documents and such questions of law as counsel considered necessary or appropriate for purposes of rendering the letter.

4. Counsel is authorized to practice law in the State of Florida. Counsel is authorized to practice law in the jurisdictions covered by this Letter/Opinion, including opining on the laws of the United States. This Letter/Opinion does not rely on the work of other counsel.

5. Counsel is permitted to practice before the Securities and Exchange Commission (the “SEC”) and has not been prohibited from practice thereunder. Counsel is not currently been the subject of an investigation 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.

6. Counsel is not currently suspended or barred from practicing law in any state or jurisdiction and has not been in the past five years, suspended or barred from practicing in any state or jurisdiction. Counsel has not been charged in a civil or criminal case.

7. Counsel is reasonably relying on information obtained from public officials, officers of the Issuer, and other sources, and those sources and documents are believed to be reliable.

8. The following is the list of specific documents and dates that such documents were posted containing the information concerning the Issuer and the Securities that are publicly available through the OTC Disclosure & News Service, and Counsel has reviewed these items in connection with the preparation of the letter (the “Information”).

04/01/2024	Annual Report - Annual Report	12/31/2023	A
03/21/2024	Quarterly Report - Quarterly Report	09/30/2023	A
03/21/2024	Quarterly Report - Quarterly Report	06/30/2023	A
03/21/2024	Quarterly Report - Amended Quarterly Report	03/31/2023	A
01/30/2024	Quarterly Report - Quarterly Report	03/31/2023	A
04/17/2023	Annual Report - Annual Report	12/31/2022	A

9. 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 of the information that a broker-dealer would be required to obtain from the Issuer to publish a quotation for the Securities under Rule 15c2-11 under the Securities Exchange Act of 1934 (the “Exchange Act”), (iii) complies as to form with the OTC Markets Group’s Pink Basic Disclosure Guidelines, 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. So on file are the: (a) annual disclosures and financial statements for 2023; (b) annual disclosures and financial statements for 2022; & (c) quarterly disclosures and financial statements for the quarters for 2023.

10. The person responsible for the preparation of the financial statements contained in the Information is Zia Choe. The financial statements are not audited. However, Zia Choe is a Certified Public Accountant licensed and in good standing with the State of California and is a partner at STK Financial.

11. Issuer’s transfer agent is Clear Trust, LLC, 16540 Pointe Village Dr. Ste. 205 Lutz, FL 33558; Phone: (813) 235-4490; Email: [inbox@cleartrusttransfer.com](mailto:inbox@cleartrusttransfer.com). The Issuer’s transfer agent is registered with the SEC. We have communicated with the transfer agent to confirm the number of outstanding shares set forth in the Information, and the information/number was correct.

12. Counsel has: (i) personally met with management and a majority of the directors of the Issuer, and specifically Dr. Christopher Otiko; (ii) reviewed the Information, as amended, published by the Issuer through the OTC Disclosure & News Service and (iii) discussed the Information with management and a majority of the directors of the Issuer.

13. To the best knowledge of counsel, after inquiry of management and the directors of the Issuer, the Company and Dr. Otiko are not currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws.

14. No person other than OTC Markets Group is entitled to rely on this Letter/Opinion, but OTC Markets Group has full and complete permission and rights to publish this Letter/Opinion through the OTC Disclosure & News Service for public viewing.

15. The Company represented in its filings and to me that it is not now nor has it ever been a shell corporation as defined in Rules 405 of the Securities Act of 1933 and 12b-2 of the Exchange Act of 1934.

Sincerely,

/s/- Kenneth C. Grace  
Kenneth C. Grace, Esq.

cc: ViaDerma, Inc.