

# JONATHAN D. LEINWAND, P.A.

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April 28, 2024

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

**Re: CBD of Denver Inc.**  
Opinion of Counsel regarding adequate current information

Dear Sir or Madam:

This firm has been retained by **CBD of Denver Inc.** (“**CBDD**” 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):

<b>PUBLISH DATE</b>	<b>TITLE</b>	<b>PERIOD END DATE</b>
04/28/2024	Annual Report - December 31, 2023 - Amended Disclosure and Financial Statements	12/31/2023
04/16/2024	Annual Report - December 31, 2023 - Disclosure and Financial Statements	12/31/2023
03/31/2024	Notification of Late Filing - Annual Report - December 31, 2024	12/31/2023
11/20/2023	Quarterly Report - September 30, 2023 Quarterly Disclosure and Financial Statements	09/30/2023
11/14/2023	Notification of Late Filing	09/30/2023
09/08/2023	Quarterly Report - Amended Quarterly Disclosure - June 30, 2023	06/30/2023
08/21/2023	Quarterly Report - June 30, 2023 Quarterly Report and Financial Statements	06/30/2023
08/15/2023	Notification of Late Filing	06/30/2023

07/12/2023	Quarterly Report - March 31, 2023 - Amended Disclosure and Financial Statements	03/31/2023
05/22/2023	Quarterly Report - March 31, 2023 - Quarterly Disclosure and Financial Statement	03/31/2023

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 Axel Reinke, the Company's CEO and director, Nicholas Sprung, director and Robert Roevers, 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 7,000,000,000 (Seven Billion) authorized common shares of which 6,999,999,800 shares are issued and outstanding as of date hereof. Additionally, the Company has the following shares of preferred stock issued and outstanding: 34,000 Series A Preferred Shares, 12,000 Series B Preferred shares, 9,566,259 Series C Preferred shares, 1 Series D Preferred share, and 10,000 Series E Preferred shares. The Company's fiscal year end is December 31.

The unaudited financial statements of the Company were prepared by Ralph Klemenz of Vabera GmbH an outside accountant. Mr. Klemenz has more than 5 years of accounting experience

The Company's Transfer Agent is:

Olde Monmouth Stock Transfer Co., Inc.  
200 Memorial Pkwy  
Atlantic Heights, NJ 07716

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 Olde Monmouth 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, though it may previously have been a shell company.

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 a 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.