

LAW OFFICE OF ANTHONY F. NEWTON

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April 26, 2024

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

RE: Attorney Letter with Respect to Adequate Current Information of Pennexx Foods, Inc.
(the "Issuer") for the year ended December 31, 2023.

Dear Sir or Madam:

This firm has acted as special legal counsel (the "Counsel") for the Issuer and has been asked to prepare this Letter of Counsel (the "Letter"), in accordance with the applicable laws of Pennsylvania and of the United States, regarding its corporate operations and level of disclosure of corporate information.

Counsel has examined such corporate records and other documents and such questions of law as Counsel considered necessary or appropriate for the purposes of rendering this Letter. Counsel has reviewed specific documents concerning the Issuer (the "Information") in connection with the preparation of this Letter. The Information is listed below with the date it was posted through the OTC Disclosure and News Service (the "OTC News Service"), if applicable:

Issuer's Annual report for the year ended December 31, 2023, posted on April 1, 2024.
Issuer's Quarterly report for the period ended September 30, 2023, posted on November 14, 2023.
Issuer's Quarterly report for the period ended June 30, 2023, posted on August 14, 2023.
Issuer's Quarterly report for the period ended March 31, 2023, posted on May 15, 2023.
Issuer's Annual report for the year ended December 31, 2022, posted on May 15, 2023.
Corporate minutes of the meetings of its Board of Directors and shareholders.
Other related corporate information as were necessary and provided by the Issuer's management.

Additionally, Counsel has (i) met with management and a majority of the directors of the Issuer, specifically with Vincent J. Risalvato; (ii) reviewed the Information, as amended, published by the Issuer through the OTC News Service; and (iii) discussed the Information with management and a majority of the directors of the Issuer.

The opinions and conclusions contained in this Letter are based upon the information and facts made available to Counsel and are solely based on the accuracy of such Information and facts. Counsel has discussed the above Information and the underlying assumptions Counsel is relying upon, with the management of the Issuer.

The financial statements of the Issuer are not audited. The financial statements are prepared in accordance with U.S. GAAP by Elliott Berman, CPA who is an accountant with Berman Audit and

Advisory, PA. Mr. Berman is a Certified Public Accountant Licensed in the State of Florida. Issuer's management reviewed the unaudited financial statements and reports as published with OTC Markets.

The transfer agent for the Issuer is:

Standard Registrar and Transfer Co., Inc.
440 East 400 South, Suite 200
Salt Lake City, UT 84111
Phone: 801-571-8844

The transfer agent is registered with the Securities and Exchange Commission (the "SEC"). A Shareholder list dated as of December 31, 2023, was used by Counsel and the Issuer to confirm the number of outstanding shares set forth in the Quarterly Report for the period ended December 31, 2023.

OTC Markets Group, Inc. ("OTC Markets Group") is entitled to rely on this Letter in determining whether the Issuer has made adequate current information publicly available within the meaning of Rule 144(c)(2) of the Securities Act of 1933 (the "Securities Act"). No person or entity other than the OTC Markets Group is entitled to rely upon this Letter. OTC Markets Group is granted full and complete permission and rights to publish this Letter via the OTC Disclosure and News Service for viewing by the public and regulators. Counsel is of the opinion that the Information (i) constitutes "adequate current public information" concerning the Issuer's securities (the "Securities") and the Issuer, and "is available" within the meaning of Rule 144(c)(2) of the Securities Act; (ii) includes all the information that a broker-dealer would be required to obtain from the Issuer in order to publish a quotation for the Securities pursuant to Rule 15c2-11 of the Securities Exchange Act of 1934; (iii) complies as to form with the OTC Markets Group's Disclosure Guidelines for Providing Adequate Current Information, available at www.otcmarkets.com; and (iv) has been posted through the OTC Disclosure and News Service.

To the best of Counsel's knowledge, after inquiry of management and a majority of the directors of the Issuer, neither Counsel, nor the Issuer, nor any 5% or more holders of the Securities is currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws.

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

The undersigned is licensed in the State of Texas and resides in that state. Counsel is a United States resident and has been retained by the Issuer for the purpose of rendering this Letter and related matters. Counsel is an outside law firm acting as special securities counsel. Counsel does not own any of Issuer's shares and no current agreement exists related to accepting stock as payment for services in the future. The undersigned is not currently and has never been suspended or barred from practicing in any state or jurisdiction. The undersigned is not currently, or has in the past five years, been charged in a civil or criminal case, or 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.

Counsel has relied on information obtained from public officials, officers of the Issuer, and other sources. Counsel has no reason to believe that the records, certificates, or other documents of the Issuer (that we have reviewed) are not accurate, authentic, or reliable. The opinion expressed above is subject to the following assumptions, exceptions and qualifications:

(a) We have assumed that (i) all information in all documents reviewed by us is true and correct; (ii) all signatures on all documents reviewed by us are genuine; (iii) all documents submitted to us as originals are true and complete; (iv) all documents submitted to us as copies are true and complete copies of the originals thereof; and (v) each natural person signing any document reviewed by us had the legal capacity to do so.

(b) We have made no independent investigation as to the accuracy or completeness of any factual matters contained in the records, documents and certificates that we have reviewed in connection with the foregoing opinion.

(c) We are admitted to practice law in the State of Texas. The opinion expressed above is limited to the federal laws of the United States of America and the laws of the State of Pennsylvania. No other opinion is expressed regarding the law of other jurisdictions, choice of law, or conflict of law and this Letter does not rely on the work of other counsel.

(d) Counsel is permitted to practice before the SEC and has not been prohibited from practice thereunder.

We express no opinion as to any matter other than as expressly set forth above, and no opinion on any other matter may be inferred or implied from this Letter. The opinions expressed herein are given as of the date of this Letter, and we disclaim any obligation to advise you of any change in any matter set forth herein.

Very truly yours,

Anthony F. Newton

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