

100013 N.E. Hazel Dell Avenue  
Suite 317  
Vancouver, WA 98685

Telephone: (503) 806-3533

Email: [vic@vicdevlaeminck.com](mailto:vic@vicdevlaeminck.com)

April 19, 2024

OTC Markets Group, Inc.  
300 Vesey Street, 12<sup>th</sup> Floor  
New York, NY 10282

RE: Tonner-One World Holdings, Inc. ("Issuer")

Dear Sir or Madam:

I represent Tonner-One World Holdings, Inc. (Symbol: TONR), a Nevada corporation (the "Issuer") as its legal counsel. My client has requested that I render a legal opinion as to whether there is adequate current information available on the OTC Disclosure and News Service for the Issuer and related matters relative to its Annual Disclosure Statement for the year ended December 31, 2023. I am not a employee of the Issuer and I have received no shares of the Issuer's stock in payment for my services. Further, I have no agreement in place to receive future shares of the Issuer's stock in payment for services and I do not own, directly or beneficially, any shares of the Issuer's securities.

This opinion is meant to apply to the laws of the United States. I am a resident of the United States and licensed to practice in the state courts of Oregon and Washington and am also admitted to practice in the U.S. District Court for the District of Oregon and in the U.S. Tax Court. I am also permitted to practice before the Securities and Exchange Commission ("SEC"), and have not been prohibited from practice thereunder. I am not now nor have I ever 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. I am not now nor have I ever been suspended or barred from practicing in any state or jurisdiction nor have I ever been charged in a civil or criminal case.

This opinion does not rely on the work of other counsel.

I have examined the corporate records, documents and such questions of law that I consider necessary or appropriate for purposes of rendering this Opinion Letter. In my review I have personally discussed it with the Board of Directors and management of the Issuer and have relied upon the representations of management and officers whom I believe to be reliable sources. I have reviewed the Issuer's corporate records including the following:

- Supplemental Information (as revised) posted on September 26, 2022.
- Annual Disclosure Report (as amended) for the period ended December 31, 2022 (posted April 16, 2023)

April 19, 2024

- Quarterly Disclosure Report (as amended) for the period ended March 31, 2023 (posted June 8, 2023)
- Quarterly Disclosure Report (as amended) for the period ended June 30, 2023 (posted August 25, 2023)
- Quarterly Disclosure Report (as amended) for the period ended September 30, 2023 (posted December 14, 2023)
- Annual Disclosure Report (as amended) for the period ended December 31, 2023 (posted April 3, 2024)

I have personally spoken with Corinda Joanne Melton, CEO and sole member of the Board of Directors and all of the information I requested as a basis for this opinion has been provided to me and I believe the sources of information reviewed are reliable. In addition, I have reviewed the definition of current information set forth in SEC Rule 144(c)(2) under the Act ("Other Public Information") as well as the relevant provisions of Rule 15c2-11 of the Securities Exchange Act of 1934 (the "Exchange Act"), and the OTC Markets Group's Pink Basic Guidelines for Providing Adequate Current Information. In my opinion, the information provided:

(A) constitutes "adequate public information" concerning the Securities and the Issuer and "is available" within the meaning of Rule 144(c)(2) of the Act;

(B) 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 Exchange Act;

(C) complies as to form with the OTC Markets Group's Pink Basic Disclosure Guidelines for Providing Adequate Current Information, which is located at:

[www.otcmarkets.com](http://www.otcmarkets.com)

and

(D) has been posted through the OTC Disclosure and News Service.

The financial statements for the Issuer for these periods were the responsibility of Corinda Joanne Melton, Katy, Texas, who is the CEO. These financial statements have not been audited or presented as such. They were prepared by Ms. Melton, who has many years of experience in the financial industry and in preparing financial statements for public companies and is well qualified by experience to prepare these financial statements.

The transfer agent for the Issuer is Colonial Stock Transfer Company, Inc., 7840 S. 700 E., Sandy, Utah 84070. The transfer agent is registered with the SEC. I have requested and obtained a copy of the shareholders' list provided to me by management and have confirmed that the number of shares issued is consistent with the corporate records of the Issuer. I have reviewed the disclosure documents currently published on [otcmarkets.com](http://otcmarkets.com) for this Issuer, and have personally reviewed the information, as amended, published by the Issuer on OTC Markets News Service, and have discussed the information with management.

April 19, 2024

The Issuer represents that it is not now a "shell" corporation and has never been a "shell" corporation as defined in Rules 405 of the Securities Act of 1933 and 12b-2 of the Exchange Act of 1934. The Company erroneously designated itself as a "shell" corporation in Disclosure Statements for the year ended December 31, 2021 and the quarters ended March 31, 2022 and June 30, 2022, all of which were filed on September 20, 2022. Those filings were made based on incorrect advice and have since been corrected by amended filings. The correction in Disclosure Statement status is based on the reasons outlined in a Supplemental Information report filed with OTC Markets on September 26, 2022. Prior to the erroneous Disclosure Statements filed on September 20, 2022, the Issuer had never reported that it was a "shell" corporation.

I have confirmed with management that management is not aware of any investigation of the Issuer or of any beneficial owner, officer, director or legal counsel of the Issuer by any federal or state regulatory authority, including the SEC for any violation of federal or state securities laws. After a review of documents as set forth above, and consultation with management, it is my opinion that the information presently being provided by the Issuer to OTC Markets Disclosure and News Service in the Financial Reports and Disclosure Information constitutes adequate current public information concerning the Issuer within the meaning of Rule 144(c)(2) of the Act.

OTC Markets Group, Inc., is entitled and authorized to rely upon this letter in determining whether the Issuer has made adequate information publicly available within the meaning of Rule 144(c)(2) under the Securities Act of 1933. No person other than OTC Markets, Inc., is entitled to rely on this letter, but full permission is granted to OTC Markets, Inc., to publish this letter through the OTC Disclosure and News Service for viewing by the public and regulators.

Sincerely,



Vic Devlaeminck  
Attorney for Tonner-One World Holdings, Inc.  
VD/wp