

Noone & Borger, LLC

32 South Church Street
West Chester, PA 19382
(484) 947-5383

Matthew J. Borger
matt@nooneborger.com

December 18, 2024

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

Re: Delphax Technologies, Inc./DLPX

Dear Sir/Madam:

I am submitting this Attorney Letter on behalf of Delphax Technologies, Inc. ("Delphax" or the "Issuer"). OTC Markets Group is entitled to rely on this letter in determining whether Delphax has made adequate current information publicly available within the meaning of Rule 144(c)(2) under the Securities Act of 1933.

I am a U.S. resident and I have been retained by Delphax for the purpose of rendering this letter and related matters. My firm serves as regular disclosure counsel to the Issuer. I do not beneficially own any shares of Delphax's securities. I do not have any agreement to receive in the future shares of Delphax stock in payment for my services.

I have examined the corporate records and other documents and the questions of law necessary and appropriate for purposes of rendering this letter.

I am authorized to practice law in the United States, the Commonwealth of Pennsylvania, and the State of New York. This letter does not rely on the work of any other counsel.

I am permitted to practice before the Securities and Exchange Commission (the "SEC") and I have never been prohibited from practice thereunder. I have 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, the Financial Industry Regulatory Authority, or any other federal state, or foreign regulatory agency.

I am not currently, nor have I been in the past five years, suspended or barred from practicing in any state or jurisdiction, nor have I been charged in a civil or criminal case.

As to matters of fact, all sources I consulted in connection with issuing this letter were believed to be reliable.

On December 18, 2024 Delphax posted the following documents and made them publicly available through the OTC Disclosure & News Service (collectively, the "Information"):

- Disclosure Statement for the period ending 9/30/2024

**NO PERSON OR ENTITY OTHER THAN
OTC MARKETS GROUP IS ENTITLED TO RELY ON THIS LETTER**

I have reviewed the Information in connection with the preparation of this letter.

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 222.otcmarkets.com, and (iv) has been posted through the OTC Disclosure and News Service.

The Delphax financial statements contained in the Information were prepared by Rodney Peterson the CEO of the Issuer. The financials were compiled from advice and counsel of several financial advisors.

The Issuer’s transfer agent is Equiniti Trust Company (“Equiniti”), 1110 Centre Pointe Curve, Suite 101, Mendota Heights, MN 55120. Equiniti is registered with the SEC. I confirmed the number of outstanding shares set forth in the Information by reviewing a shareholder list prepared by Equiniti.

I met with Delphax management and all members of the Delphax Board of Directors. Specifically, I met with Rodney Peterson Chief Executive Officer and Chief Financial Officer of Delphax, Dan Philp Chairman of the Board of Delphax, and Nick Swenson member of the Delphax Board of Directors. At those meetings, we reviewed and discussed the Information published by the Issuer through the OTC Disclosure & News Service.

To the best of my knowledge, after inquiry of management and the directors of the Issuer, neither the Issuer, any 5% holder of the Issuer, or counsel is currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws.

No person or entity other than OTC Markets Group is entitled to rely on this letter. OTC Markets Group has full and complete permission and rights to publish this letter through the OTC Disclosure & News Service for public viewing.

Neither the Issuer nor any of its predecessors is or ever was a “shell company” as defined in Rules 405 of the Securities Act of 1933 and 12b-2 of the Exchange Act of 1934.

Very truly yours,



Matthew J. Borger