Frederick M. Lehrer, P. A.

Frederick M. Lehrer, Esquire Attorney and Counselor at Law 2108 Emil Jahna Road, Clermont, Florida 34711 (561) 706-7646

<u>flehrer@securitiesattorney1.com</u> <u>www.securitiesattorney1.com</u>

April 15, 2024

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

Re: Invent Ventures, Inc., a Nevada Corporation (the "Issuer"), and its securities (the "Securities").

Gentlemen/Ladies:

Please be advised that:

- 1. This letter is written in response to the Issuer's request that we express an opinion as to the accuracy and current nature of information provided by the Issuer. This opinion is intended only to be relied upon by OTC Markets Group, Inc. ("OTC Markets") 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, as amended ("Securities Act"). We grant OTC Markets full and complete permission and rights to publish this letter through their OTC Disclosure and News Service for viewing by the public and requisite regulators (the "Letter").
- 2. I am a United States citizen. I am the Issuer's Regular Corporate/Securities and Disclosure Counsel and have been retained by the Issuer to provide services as the Issuer's counsel; in connection therewith, I have also been retained by the Issuer for rendering the Letter and related matters.
- 3. I have examined such corporate records, other documents, information, and such questions of law, as I considered necessary or appropriate for rendering this Letter. Counsel has reviewed specific documents concerning the Issuer in connection with the preparation of the Letter, which documents are listed below in Item 8 with the date that specific reports were posted through the OTC Disclosure and New Service (the "OTC Service").
- 4. I have relied on information obtained from public officials, officers of the Issuer, and other sources. I have no reason to believe that the records, certificates, or other documents of the Issuer are not accurate, authentic, or reliable. The opinion expressed herein is subject to the following assumptions, and qualifications as I have assumed that (i) all information in all documents reviewed by this law firm is true and correct, (ii) all signatures on all documents reviewed by this law firm are genuine; (iii) all documents submitted to this law firm as originals are true and accurate; (iv) all documents submitted to this law firm as copies are true and complete copies of the originals thereof; and (v) each natural person signing any document reviewed by this law firm had the legal capacity to do so. I am authorized to practice law in the State of Florida. As such, this opinion is express solely on the facts and assumptions set forth herein and is specially limited to the investigation and examinations stated. This letter applies to the United States of America and all jurisdictions thereunder. This Letter is not in reliance upon the work of any other counsel.
- 5. I am permitted to practice before the United States Securities and Exchange Commission ("SEC") and have not been prohibited from practicing thereunder. I am not currently or have been in the past five years or prior to, or ever, suspended or barred from practicing in any state or jurisdiction, or charged in a civil or criminal case. I am not currently, nor have I been in the past 5 years, or ever, been the subject of an investigation, hearing, or proceeding by the SEC, or U.S. Commodity Futures Trading Commission, the Financial Industry Regulatory Authority, or any other federal state or foreign regulatory agency.
- 6. As to matters of fact, I have relied on information from public officials, the Issuer's officers, and other sources that I believe to be reliable.

- 7. In my examination, I have assumed the genuineness of all signatures on all documents, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as photostatic copies and authenticity of the originals of the foregoing documents.
- 8. For the purposes herein, each of the unaudited financial statements referenced in (a) (c) below contain the following financial statements contained in each of the OTC Markets filings referenced below for the specific period denoted: (i) Balance Sheet; (ii) Statement of Operations; (iii) Statement of Stockholders Equity; (iv) Statements of Cash Flows (i-iv are collectively referred herein as the "Financial Statements". I have reviewed the following documents pertaining to the Issuer and its Securities in connection with the preparation of the Letter, which is publicly available and posted with the OTC Service: (a) Unaudited financial statements and Disclosure Statement for the year ended December 31, 2023 (and for the year ended December 31, 2022 included for comparative purposes) and completed information posted on the OTC April Service (b) Unaudited financial statements and Disclosure Statement for the year ended December 31, 2022 (and for the year ended December 31, 2021 included for comparative purposes) and completed information posted on the OTC Service on April 25, 2023; (c) All quarterly disclosure reports and quarterly financial statements for the quarters ending on March 31, June 30, and September 30 for 2023, 2022, and 2021 posted by the Issuer's ,management on the filing dates indicated at otcmarkets.com. The Issuer's management participated in the gathering of the Information for the Issuer's financial statements and is responsible for the accuracy and completeness of the Information. The financial statements were prepared by Eleni Vardalos,
- 9. The information in Item 8 above (i) constitutes "adequate current public information" concerning the Securities and the Issuer and "is publicly 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, as amended, (iii) complies as to form with the OTC Markets Group's OTC Pink Disclosure Guidelines, which are located on the Internet at www.otcmarkets.com, and (iv) has been posted through the OTC Service.
- 10. The Issuer's transfer agent is V Stock Transfer, which is registered with the Securities and Exchange Commission as a transfer agent. I have confirmed the number of outstanding shares issued and outstanding as 94,658,151 effective as of December 31, 2023, by reviewing the shareholder list from the transfer agent, V Stock.
- 11. On April 15, 2024, I (i) personally met via a Google Meet session with Demitrios Mallios, the Issuer's Chief Executive Officer, and Alan Lewis, the Issuer's Chief Financial Officer; (ii) reviewed the Information with Messrs. Mallios and Lewis published by the Issuer through the OTC Service; and (iii) discussed the Information with Messrs. Lewis and Mallios published by the Issuer through the OTC Service.
- 12. After inquiry of management, which consists of Chief Executive Officer Demetrios Mallios and Chief Financial Officer Alan Lewis, to the best of my knowledge, neither the Issuer, its Officers, Directors, or any 5% shareholder, nor counsel is under investigation by any federal or state regulatory authority for any violation of federal or state securities laws.
- 13. The Chief Financial Officer of the Issuer, Alan Lewis, was solely responsible for the preparation of the Disclosure Statement; the unaudited financial statements referenced in Item 8 were prepared by Eleni Vardalos, as previously stated in Item 8. Eleni Vardalos is a licensed Certified Public Accountant in Illinois with 35 years of experience preparing financial statements in accordance with GAAP, including for US public companies
- 14. Rule 144 ("Rule 144") of the Securities Act of 1933, as amended, defines a "shell Issuer", as an Issuer which has no or nominal operations and either (i) no or nominal assets, (ii) assets consisting solely of cash and cash equivalents, or (iii) assets consisting of any amount of cash and cash equivalents and nominal other assets). In August 2022, the Issuer filed its previously delinquent FY2022 and FY2021 quarterly and annual reports with OTC Markets. Prior thereto, the Issuer filed periodic and other reports with the SEC from 1996 until April 18, 2017, at which time (April 18, 2017) it suspended its SEC reporting requirements pursuant to filing a Form 15-12G with the SEC. The Issuer failed to file any quarterly or annual reports with the SEC during and for FY 2015, FY2016, FY 2017, FY 2018, FY2019. During the foregoing periods and because no reports were filed during such period, the Issuer is deemed a "Shell Issuer" as to those periods. In August 2022, the Issuer filed its quarterly and annual disclosure statements and its financials with OTC Markets regarding FY 2022. During such time, as indicated by those filings, and to the date of this Opinion Letter, the Issuer operated as an incubator that builds, acquires, and invests in transformative businesses and operated as a

Non-Shell. Upon taking over the Issuer's management, in July of 2017, the Issuer's new management team advanced its operations by forming its subsidiaries, Aster Brands, Inc. and MO Bloomfield, LLC. MO Bloomfield, LLC then acquired the assets of Mangia Organica, LLC ("Mangia Organica"), an operating fast casual restaurant located in Bloomfield, New Jersey. The Issuer used its resources to further expand Mangia Organica from one to multiple locations nationally, when the COVID-19 pandemic struck. The Issuer unsuccessfully applied for PPP loans, and as a result Mangia Organica ceased operations. In the 3rd quarter of 2022, the Issuer launched its new startup subsidiary, Geneships Maritime, Inc., a maritime shipping industry business. As of the end of the calendar year 2022, Geneships Maritime, Inc. identified specific maritime vessels to be leased and entered into negotiations with the vessels' owners. The Issuer has active operations and the Issuer's assets as of December 31, 2023, demonstrate that it has sufficient assets that do not consist of solely of cash and cash equivalents, specifically: Total assets of \$556,235 consisting of Accounts Receivable of \$456,235 and Portfolio and Investments at \$100,000. Additionally, as of December 31, 2023, the Issuer had \$462,443 of Revenues. Based on the foregoing, It is my opinion that, the Issuer is not, as of December 31, 2023, or as of the date hereof, a "Shell Issuer".

- 15. I currently have no common stock shares or other securities of the Issuer for services rendered or to be rendered to the Issuer or otherwise. I have never received, purchased, or sold any of the Issuer's common stock shares or its other securities at any time in the past for services rendered or to be rendered to the Issuer or otherwise. I have no agreement, understanding or arrangement with the Issuer to receive any common stock shares or other securities of the Issuer in the future or under any circumstances.
- 16. This letter is given solely to OTC Markets and may not be released to or relied upon by, nor is it intended to benefit, any other person without my prior written consent. OTC Markets has full and complete permission to publish the Letter through the OTC Service for viewing by the public and regulators.

Sincerely yours,

Frederick M. Lehrer, P.A. FOR THE FIRM

s/s Frederick M. Lehrer, Esquire

By: Frederick M. Lehrer, Esquire