

June 30, 2022

OTC MARKETS GROUP, INC.

300 Vesey Street, Twelfth Floor
New York, New York 10282
Re: Oncology Pharma Inc.

Ladies & Gentlemen:

This firm has been retained as outside corporate counsel for Oncology Pharma Inc., a Nevada corporation (“ONPH”), and have been asked to render a legal opinion to OTC Markets Group, Inc. (“OTC Markets”) with respect to the information publicly disclosed by ONPH and published through the OTC Disclosure & News Service. OTC Markets is entitled to rely on this letter in determining whether ONPH has made adequate current information publicly available within the meaning of Rule 144(c)(2) under the Securities Act of 1933, as amended (the “Securities Act”).

I am a U.S. resident. This firm and I have been retained by ONPH for the purpose of reviewing and rendering a legal opinion as to the current information supplied by ONPH, and for the purpose of rendering this letter and related matters (collectively, the “Services”). This firm will be serving as outside general counsel for ONPH. I, Dimitrios N. Theofilopoulos, as of March 31st, 2022 beneficially own 515,000 “restricted securities” as that term is defined in Rule 144 promulgated under the Securities Act of 1933, as amended. I also beneficially own 9000 freely tradable shares which had their restrictive legends removed by the transfer agent pursuant to a Rule 144 attorney opinion letter. Neither my firm nor myself are party to any agreement to receive in the future shares of ONPH’s stock as payment for the Services.

I have examined such corporate records and other documents and such questions of law as I considered necessary or appropriate for purposes of rendering the letter. I am licensed to practice law in the State of California. This legal opinion is rendered as of the date noted above, and covers the laws of the United States. I am permitted to practice before the U.S. Securities and Exchange Commission (the “SEC”), and I have not been prohibited from practice thereunder. I am not currently, and have not been in the preceding five (5) years, suspended or barred from practicing in any state or jurisdiction, or charged in a civil or criminal case.

As to questions of fact material to such opinions, I have, where relevant facts were not independently established, relied upon certifications by principal officers of ONPH, public officials, and other sources. I have made such further legal and actual examination and investigation as I deem necessary for purposes of rendering this opinion. In my examination I have assumed the genuineness of all signatures, the legal capacity of natural persons, the correctness of facts set forth in certificates, the authenticity of all documents submitted to me as originals, the conformity to original documents of all documents submitted to me as certified or photostatic copies, and the authenticity of the originals of such copies. I have also assumed that such documents have been duly authorized, properly executed, and delivered by each of the parties thereto other than ONPH. I have no reason to believe that such records, certificates, or documents of ONPH that I have reviewed are not accurate, authentic, or reliable.

In connection with the preparation of this Letter I have reviewed the following documents concerning ONPH, posted and publicly available through the OTC Disclosure & News Service (collectively, the “Information”):

Annual Report for the year ended 31 March 2022, published on June 6th, 2022, which included Balance Sheets (unaudited); Statements of Operations (unaudited); Statement of Stockholders’ Equity (unaudited); Statements of Cash Flow (unaudited); and, Notes to Financial Statements (unaudited).

Based on my examination and inquiry set forth above, I am of the opinion that the Information:

1. constitutes “adequate current public information” concerning the common stock of ONPH and ONPH itself (the “Securities”), and “is available” within the meaning of Rule 144(c)(2) under the Securities Act;
2. includes all of the information that a broker-dealer would be required to obtain from ONPH to publish a quotation for the Securities under Rule 15c2-11 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”);
3. complies as to form with the OTC Markets Group’s Pink Basic Disclosure Guidelines, which are located on the Internet at www.otcm Markets.com; and
4. has been posted through the OTC Disclosure & News Service.

The financial statements for the period ended March 31, 2022 contained in the Information are not audited and were prepared by Jim Smith. Mr. Smith has represented to me that he has many years of financial experience and has been assisting public companies in the preparation of US GAAP compliant financial statements since 2004. He is highly qualified to prepare the unaudited financial statements of ONPH.

ONPH's transfer agent is Olde Monmouth Stock Transfer Co. Inc. (“Olde Monmouth Stock Transfer”). Olde Monmouth Stock Transfer is registered with the SEC to perform transfer agent services. I confirmed with Olde Monmouth Stock Transfer and Management and the management of ONPH (through a review of documentation provided by Olde Monmouth Stock Transfer) that the number of authorized and issued/outstanding common and preferred shares shown in the Information is listed correctly for the corresponding period.

I have met with George Malasek (the Chief Executive Officer of the Company) and Chuck Wagner, Carlos Barnett, and Shawn Crouse by phone, and have (i) reviewed with them the Information published by ONPH through the OTC Disclosure & News Service; and, (ii) discussed with them the Information. To my best knowledge after inquiry of Management and Directors of ONPH, neither ONPH, nor its Officers and Directors, nor any holder of 5% or more of the securities of ONPH, nor this counsel, is currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws. Wagner, Barnett and Crouse represent a majority of the Board of Directors of ONPH which consists of four directors.

A “shell company” is defined in Rule 405 promulgated under the Securities Act of 1933 and Rule 12b-2 promulgated under the Securities and Exchange Act of 1934 as a company that has no or nominal operations, and either nominal assets; assets consisting of cash and cash equivalents; or, assets consisting of any amount of cash and cash equivalents and nominal other assets. A review of the history of ONPH reveals the following with regard to ONPH’s status as a shell company:

1. Prior status as a non-shell company: I am of the opinion that ONPH has never previously been a shell company based upon the following:

- (a) Exchange Act filings made by issuer under the Securities and Exchange Act between 1998 and 2006 show that the issuer consistently was engaged in an active trade or business and had operations which cannot be considered nominal for a business in that stage of development during the aforementioned time periods.
- (b) Disclosures made through the OTC Disclosure & News Service from 2011 to the date of the issuer’s most recent Disclosure Statement show that the issuer consistently was engaged in an active trade or business and had operations which cannot be considered nominal for a business in that stage of development during the aforementioned time periods.

2. Current status as a non-shell company: I am of the opinion that ONPH is not currently a shell company based upon the following:

- a. The 2022 Annual Reports reveal that ONPH is engaged in the business of licensing, developing, manufacturing and commercializing therapeutics.
- b. ONPH, per an agreement with Sybleu Therapeutics, has been granted an exclusive world-wide license to develop its cancer therapy. ONPH has also been granted a license by NanoSmart Pharmaceuticals Inc. for its "novel" drug delivery platform targeting many types of cancer and other diseases. ONPH has also been granted a license by KCL Therapeutics Inc., a wholly owned subsidiary of Regen Biopharma to develop a treatment for human colon cancer; and a license with Ribera Solutions to develop its clinical trial patient retention app.
- c. ONPH is currently engaged in an active trade or business.
- d. For the fiscal year ended March 31, 2022 Annual report, cash constitutes less than 2.5% of total assets.
- e. For the fiscal year ended March 31, 2022, ONPH reported operating expenses (exclusive of depreciation expense) of \$61,201.00. ONPH also made investments in licensing agreements with NanoSmart Pharmaceuticals for \$351,350, KCL Therapeutics for \$1,400,000; Regen Biopharma \$55,000; and Ribera Solutions \$75,000. These operations and investments demonstrate greater than nominal operations for a company in this stage of development. The financial statements of ONPH are consistent with an operating business.

The opinions set forth herein are expressed as of the date hereof and remain valid so

long as the documents, instruments, records, and certificates I have examined and relied upon as noted above are unchanged and the assumptions I have made, as noted above, are valid. If any facts or documents are determined to be incorrect, misstated, or misrepresented, then the opinion or opinions expressed herein may not continue to be valid. Furthermore, I disclaim any undertaking to advise you hereafter of developments hereafter occurring or coming to my attention, whether or not the same would (if now existing and known to this office) cause any change or modification herein.

Moreover, the opinions expressed herein are solely for the benefit of the OTC Markets Group, which is entitled to rely upon this letter. I hereby grant OTC Markets Group full and complete permission and rights to publish this letter through the OTC Disclosure & News Service for viewing by the public and regulators. This opinion may not be relied upon by any other party for any other purpose and may not be reproduced or distributed (except to governmental or regulatory agencies as required by regulation or law) without the prior written permission of the undersigned.

Very truly yours,
THEO LAW FIRM

A handwritten signature in dark ink, appearing to read 'Dimitrios N. Theofilopoulos', is written over a horizontal line.

By: _____
Dimitrios N. Theofilopoulos
Attorney at Law