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April 17, 2024

OTC Markets Group
304 Hudson Street
Second Floor
New York, NY 10013

RE: *Legal Opinion concerning Adequate Current Information of
Galexxy Hldgs Inc. (Symbol – GXXY), formerly Agtech Global International*

Ladies/Gentlemen:

You are entitled to rely on this letter in determining whether Galexxy Hldgs Inc. (fka Agtech Global International) (the “Issuer”) has made adequate current information publicly available within the meaning of Rule 144(c)(2) under the Securities Act of 1933.

I am a resident of the United States and have been retained by the Issuer for the purpose of rendering this letter and related matters. This firm’s relationship with the Issuer includes, over and above writing this letter, serving as special securities counsel for the Issuer, which duties include preparing or reviewing disclosure information and press releases, interfacing with the chief financial officer and independent accountants, and giving general legal advice to management. The firm does not own any shares of the Issuer’s securities and has no plans, agreements nor intention of receiving any such shares in the future, in payment for services.

I have examined such corporate records and other documents and such questions of law as I have considered necessary or appropriate for purposes of writing this letter. In all such examinations, I have assumed the genuineness of all signatures, the authenticity of all documents submitted to me as originals, the conformity to original documents of all documents submitted to me as copies and the authenticity of all originals of such documents submitted as copies. Further, in all such examinations, I may have relied on information obtained from public officials, officers of the Issuer, and other sources, and represent that all such sources are believed to be reliable.

This letter relates to the laws of the United States, specifically Federal securities law. I have been a member in good standing of the bar of the State of California since 1980, and am permitted to practice before the Securities and Exchange Commission (the “SEC”) and I have not been prohibited from practice thereunder. I have not ever been suspended or barred from practicing in any state or jurisdiction, and I have not been charged in a civil or criminal case. Further, I have not in the past 5 years been the subject of an investigation, hearing or proceeding

by the SEC, the US Commodity Futures Trading Commission, FINRA or any other federal, state or foreign regulatory agency. I have never been suspended or barred from practicing in any state or jurisdiction, and I have not been charged in a civil or criminal case.

(i) the Issuer's profile posted on the OTC Markets Group website;

(ii) its Annual Company information and Disclosure Statements for the years ended December 31, 2016, 2017, 2018 and 2019 (including additional exhibits, Articles of Incorporation and Bylaws) filed on January 31, 2018, July 31, 2019, September 11, 2019 and July 27, 2020, respectively, all unaudited;

(iii) its unaudited Quarterly Reports for March 31, June 30 and September 30, 2020, all filed with the OTC Markets Group on April 20, 2021;

(iv) its unaudited Annual Report for the year ended December 31, 2020, filed with the OTC Markets Group on April 20, 2021;

(v) its unaudited interim Quarterly Reports for the first, second and third quarters of 2021, filed with OTC Markets Group on May 19, 2021, September 4, 2021 and November 12, 2021, respectively;

(vi) its unaudited Annual Report for the year ended December 31, 2021, filed with the OTC Markets Group on March 31, 2022;

(vii) its unaudited interim Quarterly Reports for the first, second and third quarters of 2022, filed with OTC Markets Group on July 7, 2022, August 13, 2022 and November 15, 2022, respectively;

(viii) its unaudited Annual Report for the year ended December 31, 2022, filed with the OTC Markets Group on April 21, 2023;

(ix) its unaudited interim Quarterly Reports for the first, second and third quarters of 2023, filed with OTC Markets Group on May 12, 2023, August 22, 2023 and November 14, 2023, respectively, and

(x) its unaudited Annual Report for the year ended December 31, 2023, filed with the OTC Markets Group on April 17, 2024.

All of the above reports constitute the "Information" available to the public. The Company's financial statements provided in the Information have not been audited.

It is my opinion that the Information (i) constitutes adequate current public information concerning the Issuer's securities and it is available within the meaning of Rule 144(c)(2) under the Securities Act of 1933; (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 pursuant to Rule 15c2-11 under the Securities Exchange Act of 1934 (the "Exchange Act"); (iii) complies as to form with the OTC Markets Group's Guidelines for Providing Adequate Current Information, which are located on the Internet at www.otcmarkets.com; and (iv) has been posted through the OTC Disclosure and News Service.

The person responsible for the preparation and compilation of the financial statements contained in the Information is Rodney Sperry. Mr. Sperry has 14 years of experience in public accounting at leading accounting services and consulting firms in Utah. His industry background includes audits for both private and publicly traded companies in various industries including manufacturing, distribution, mining, energy, and not for profit organizations. He has served as outside controller for several public companies over the last fourteen years and has been responsible for SEC filings and compliance. Mr. Sperry was a licensed CPA in the state of Utah from February 2001 through September 2014 and has operated his own practice for the past

fourteen years. He obtained his Bachelor's degree in accounting from Westminster College and his Master's degree in business administration from Utah State University

The Issuer's transfer agent is Transfer Online, Inc., which is registered with the SEC. The method used to confirm the number of outstanding shares of common stock set forth in the Information was to contact the Issuer's transfer agent and receive confirmation as to the number of outstanding shares. As of December 31, 2023, the total number of outstanding shares of common stock of the Issuer was 244,926,107.

I have personally met or interviewed Iain Saul (Director), Michael Biagi (CEO and Director) and Rachel Fyffe (VP and Director), who constitute a majority of the officers, directors and affiliates of the Issuer. I have reviewed the Information published by the Issuer through the OTC Disclosure and News Service. I have discussed the Information with management and a majority of the directors of the Issuer.

To the best of my knowledge, after inquiry of management and the directors of the Issuer, neither, counsel nor any officer, director or 5% holder of the securities of the Issuer is currently under investigation by any federal or state regulatory authority for any violation of federal or states securities laws.

No person other than the OTC Markets Group is entitled to rely on this letter. However, I hereby grant the OTC Markets Group full and complete permission and rights to publish the letter through the OTC Disclosure and New Service for viewing by the public and regulators.

I have compiled a list below, as of about December 31, 2023, of the names of each executive officer, director, other control persons of the Issuer, consultant or any other advisor of the Issuer who assisted, prepared or provided information with respect to the Issuer's disclosure or who received securities as consideration for services rendered to the Issuer and the following information related to each: (i) their full name, (ii) their business address, (iii) the number and class of the Issuer's securities beneficially owned by each of them (iv) with respect to each of the securities described in the preceding clause whether or not the certificate or other document that evidences the securities contains a legend stating that the securities have not been registered under the Securities Act and setting forth the referring to restrictions on transferability and sale of the securities and (v) a complete description of the consideration received by the Issuer in connection with each issuance of shares to any of them including, without limitation, the nature of any services performed for or on behalf of the Issuer. For purposes of this letter, the term "control person" includes (i) any person controlling, under common control with, or controlled by, the Issuer or (ii) any person who obtained securities of the Issuer in connection with a negotiation with the Issuer within the three-year period prior to the date of the opinion. With respect to any of the Issuer's control persons that is an entity and any parent entity of any control person, this letter provides the information described in the first sentence of this paragraph for each control person of such entity or parent entity.

The following persons or entities own 5% or more of our outstanding shares of stock:

- (1) **Name: Michael Biagi, CEO and Director**
 - (i) CEO and Director
 - (ii) Business Address: 4630 Campus Drive, Suite 104, Newport Beach, CA 92660
 - (iii) Number and Class of Shares Beneficially Owned: 7,325,000 Common Shares
 - (iv) Shares are restricted
 - (v) Acquired shares in exchange for conversion of salary due
- (2) **Name: Rachel Fyffe, Director and VP Communications**
 - (i) Director and Vice President
 - (ii) Business Address: Dana Point, California
 - (iii) Number and Class of Shares Beneficially Owned: 2,053,293 Common Shares
 - (iv) Shares are restricted
 - (v) Acquired shares in exchange for services rendered
- (3) **Name: DDS Separate Property Trust, managed by Dr. David Shively**
 - (i) Large shareholder
 - (ii) Business Address: Bakersfield, California
 - (iii) Number and Class of Shares Beneficially Owned: As of December 31, 2023, 19,600,000 shares of common stock
 - (iv) Shares are restricted
 - (v) Acquired shares for cash
- (4) **Name: Iain Saul, Chairman of the Board**
 - (i) Director
 - (ii) Business Address: Redcliffe, Queensland, Australia
 - (iii) Number and Class of Shares Beneficially Owned: As of December 31, 2023, 1,300,000, and 4,841,667 common shares owned by Habena Nominees Pty, of which he is the Director
 - (iv) Shares are restricted
 - (v) Acquired shares for cash

I have made specific inquiry of each of the persons listed in the above (management), persons engaged in promotional activities regarding the Issuer, and persons owning more than five percent (5%) of the Securities (all identified as “Insiders”), and based upon such inquiries and other information available to counsel, any sales of the Securities by Insiders within the twelve-month period prior to the opinion have been made in compliance with Rule 144, including, without limitation, any required filings of Form 144, and nothing has come to the attention of counsel indicating that any of the Insiders is in possession of any material non-public information regarding the Issuer or the Securities that would prohibit any of them from buying or selling the Securities under Rules 10b-5 or 10b5-1 under the Exchange Act. This Issuer is not now and has never been a “shell” as defined in Rule 405 of the Securities Act.

I trust this information complies with your request. If you need additional information please contact me.

Very truly yours,
DIETERICH & ASSOCIATES

/s/ *Christopher Dieterich*

Christopher Dieterich