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March 14, 2024

OTC Markets Group, Inc.
304 Hudson Street, Third Floor
New York City, NY 10013

Attorney Letter Regarding Adequate Current Information of House of Jane Inc.

Dear Sir or Madam:

Sherman & Howard L.L.C. (the “Firm”), has acted as counsel to House of Jane Inc., a Nevada corporation (the “Company”), with respect to the provisions of Rule 144(c)(2) promulgated under the Securities Act of 1933, as amended (the “Securities Act”). The undersigned counsel is a member of the Firm and the primary contact with respect to the Firm’s representation of the Company. The Company has requested that we provide this letter to you for posting on the OTC Disclosure and News Service (“OTC News Service”).

In our capacity as counsel to the Company, we have examined such corporate records and other documents of the Company, including its Articles of Incorporation, Bylaws, and certain minutes and actions of the Company’s Board of Directors and its stockholders (the “Corporate Documents”) and we have made such other investigations of law and facts as we have deemed necessary to enable us to make the confirmations expressed below. We have also examined the documents listed below (the “Information”):

- House of Jane Inc. and Subsidiaries Quarterly Report for the period ending February 28, 2023 as posted with the OTC News Service on April 18, 2023.
- House of Jane Inc. and Subsidiaries Quarterly Report for the period ending May 31, 2023 as posted with the OTC News Service on July 5, 2023.
- House of Jane Inc. and Subsidiaries Quarterly Report for the period ending August 31, 2023 as posted with the OTC News Service on September 26, 2023.
- House of Jane Inc. and Subsidiaries Consolidated Financial Statements (unaudited) for the fiscal years ended November 30, 2023 and 2022 (“2023 Annual Report”) as posted with the OTC News Service on March 14, 2024.

As to matters of fact, we have relied upon the Corporate Documents, the Information, and information provided by the officers and director of the Company and the Company’s transfer agent. The undersigned counsel has also personally met with the Company’s officers and director, specifically Mr. Frederic J. Buonincontri – President and Director and Mr. Lanny R. Lang – Chief Financial Officer,



on several occasions. The undersigned has also had several telephone conversations with Mr. Buonincontri and Mr. Lang. In such meetings and telephone conversations the Information, the Corporate Documents, and other information as provided by the Company were discussed. I have no reason to believe that such information, documents, and records from all sources as provided to our Firm are not accurate, authentic, and reliable.

The confirmations and statements expressed herein are limited solely to the federal law of the United States and the law of the State of Nevada.

Based upon the foregoing and subject to our stated assumptions, qualifications, and limitations, we confirm that:

The Company's financial statements have been prepared by Mr. Lang and Mr. Buonincontri and have not been audited. Mr. Lang and Mr. Buonincontri each have backgrounds in financial and accounting matters as described below:

Frederic J. Buonincontri – Mr. Buonincontri has more than 30 years' experience spanning operations, sales, technology, and capital markets. Mr. Buonincontri is the founding CEO of Solid State Networks, a B2B SaaS company that provides a solution for the global distribution of software and games at scale over the Internet, which he has led for more than 10 years. Mr. Buonincontri has invested in and advised many early stage public and private companies, helping with strategic, capital markets, and operational planning. Mr. Buonincontri's career as an entrepreneur followed several years as a NASDAQ market maker specializing in technology companies. Mr. Buonincontri obtained a BS in Economics from Florida Atlantic University and a MS in Economics from Arizona State University's Carey School of Business.

Lanny R. Lang – Mr. Lang has over 35 years of CFO-related restructuring, financial consulting, capital structuring, financial process, and SEC financial reporting experience. Mr. Lang received a Bachelor of Arts degree in Accounting from University of Northern Iowa in 1980, was a licensed Certified Public Accountant from 1982 until 1986 and practiced public accounting with Price Waterhouse (now PwC LLP) from 1980 through 1986. Mr. Lang left public accounting to work in the private sector in 1987 and did not renew his Certified Public Accountant license. Mr. Lang has served as chief financial officer of numerous public and privately held companies since 1987 to the present.

The Company's transfer agent is Nevada Agency and Transfer Company, 50 W. Liberty Street, Suite 880, Reno, Nevada 89501. We have confirmed that the transfer agent is registered with the Securities and Exchange Commission (the "SEC"). The number of outstanding shares of the Company's common stock as set forth in the 2023 Annual Report was confirmed by review of a stockholder list as provided by the transfer agent.

The Information: (a) constitutes "adequate current public information" concerning the Company's common stock as quoted on the OTC Link (the "Securities"), and "is available" within the



meaning of Rule 144(c)(2) of the Securities Act, (b) includes all the information that a broker-dealer would be required to obtain from the Company to publish a quotation for the Securities pursuant to Rule 15c2-11 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), (c) complies as to form with the OTC Markets Group’s OTC Risk Disclosure Guidelines for Providing Adequate Current Information, available at www.otcm Markets.com, and (d) has been posted through the OTC News Service.

To the best of our knowledge, after inquiry of management and the directors of the Company, we confirm that neither the Firm, the undersigned, the Company, nor any 5% or more holder of the Securities is currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws. We also confirm that in the past five years that neither the Firm nor the undersigned has been subject to investigation, hearing, or proceeding by any federal or state regulatory authority for any violation of federal or state securities laws.

The undersigned beneficially owns 20,500 shares of the Company’s common stock (the “Shares”). The Shares were purchased from the Company on or about February 28, 2019 on terms identical to purchases of the Company’s common stock by other stockholders. The Shares are not subject to restrictions. Neither the undersigned nor the Firm has any agreement or understanding to receive in the future any securities of the Company in payment for legal services.

Prior to engaging in its current business operations, the Company was a “shell company” as defined in Rule 405 of the Securities Act and Rule 12b-2 of the Securities Exchange Act.

The confirmations and statements made in the letter are subject to the following assumptions, exceptions, and qualifications:

(a) We have assumed that (i) all information in all documents reviewed by us is true and correct, (ii) all signatures on all documents reviewed by us are genuine, (iii) all documents submitted to us as originals are true and complete, (iv) all documents submitted to us as copies are true and complete copies of the originals thereof, and (v) each natural person signing any document reviewed by us had the legal capacity to do so.

(b) Except as specifically set forth herein, we have made no independent investigation as to the accuracy or completeness of any factual matters contained in the records, documents, and certificates that we have reviewed in connection with the foregoing opinion.

(c) We make no statement or confirmation as to any matter other than the confirmations expressly set forth above, and no opinion, statement or confirmation on any other matter may be inferred or implied from this letter.

(d) The confirmations expressed herein are given as of the date of this letter, and we disclaim any obligation to advise you of any change in any matter set forth herein.

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The undersigned counsel: (a) is a resident of the United States; (b) is licensed to practice law and in good standing in the States of Nevada and Arizona; (c) is permitted to practice before the SEC; (d) has not been prohibited from practice before the SEC; and (e) in the past five years has not been (i) suspended or barred from practicing in any state or jurisdiction or (ii) charged in a civil or criminal case.

No person or entity other than the OTC Markets Group is entitled to rely upon this letter for any purpose. OTC Markets Group is granted permission and rights to publish this letter via the OTC News Service for viewing by the public and applicable regulators.

Very truly yours,


Thomas J. Morgan

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