



May 22, 2024

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

Re: Demand Brands Inc.

Gentlemen:

Our Firm has been retained by Demand Brands Inc. (the “Issuer”) to render an amended opinion as to whether the Annual Report – DMAN Amended Annual Disclosure and Unaudited Financial Report 12 31 23 posted by the Issuer on the OTC Disclosure & News Service on May 22, 2024 (such document, the “Information”) constitutes adequate current information for purposes of Rule 144(c)(2) promulgated under the Securities Act of 1933 (the “Act”). Our Firm represents the Issuer as its counsel on a regular basis.

OTC Markets Group, Inc. (“OTC Markets”) may rely on this opinion in determining whether the Issuer has made adequate current information publicly available within the meaning of Rule 144(c)(2) of the Act.

We have examined such corporate records and other documents and such questions of law as we have deemed necessary or appropriate for purposes of rendering this opinion. As to matters of fact, we have made such inquiries of the Issuer’s officers as we deemed necessary to render this opinion, and we believe that such sources were reliable.

The financial statements contained in the Information were prepared by Ankit Jain. The financial statements contained in the Information are not audited. Mr. Jain is a chartered accountant and has experience preparing financial statements and is well qualified by education and experience to prepare the Issuer’s financial statements.

The Issuer’s transfer agent is Securities Transfer Corporation (the “Transfer Agent”). The Transfer Agent is registered with the Securities and Exchange Commission as such under the Securities Exchange Act. We have confirmed the number of outstanding shares of the Issuer set forth in the Information with a shareholder list furnished by the Transfer Agent.

The undersigned attorney has (a) personally met with management and the directors of the Issuer, including Dawn Loos, Kevin Sparks, Jose Rodriguez, and Ankit Jain (b) reviewed the Information posted by the Issuer on the OTC Disclosure & News Service, and (c) discussed the Information with management and a majority of the directors of the Issuer.

Based upon our review of the Information, the Issuer is not a “shell company,” as that term is defined in Rule 405 of the Act and Rule 12b-2 of the Securities Exchange Act.

To our knowledge, after inquiry of management and the directors of the Issuer, the Issuer, no holder of five percent (5%) or more of its securities, nor the Issuer's counsel is currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws.

As a result of the foregoing, we are of the opinion that:

1. The Information constitutes adequate current public information concerning the Issuer's securities and the Issuer within the meaning of Rule 144(c)(2).
2. The Information is available within the meaning of Rule 144(c)(2).
3. The Information includes all of the information that a broker-dealer would be required to obtain from the Issuer to publish a quotation for the Issuer's securities under Rule 15c2-11 under the Exchange Act.
4. The Information complies as to form with OTC Markets' Pink Basic Disclosure Guidelines.
5. The Information has been posted through the OTC Disclosure & News Service.

The undersigned attorney is a resident of the United States and is admitted to practice law in the State of Texas. The undersigned attorney is permitted to practice before the Securities and Exchange Commission and has not been prohibited from practice thereunder. The undersigned attorney was a defendant in a civil action filed by the Securities and Exchange Commission alleging violations of the registration provisions of the Securities Act and was assessed a civil penalty and disgorgement in the total sum of \$36,800.

Neither our Firm nor the undersigned attorney has received any shares of the Issuer's securities. There is no agreement between our Firm nor the undersigned attorney with the Issuer to receive shares of the Issuer's stock as payment for services.

This opinion is limited solely to the laws of the United States of America. This opinion speaks only of the above date and is based solely on the facts and circumstances known to us as of such date. In rendering this opinion, we assume no obligation to revise, update or supplement this opinion in response to any subsequent factual or legal developments.

This opinion is rendered solely to OTC Markets and no person other than OTC Markets is entitled to rely upon it. However, we grant OTC Markets full and complete permission and rights to publish this opinion through the OTC Disclosure & News Service for viewing by the public and regulators.

Very truly yours,

WHITLEY LLP ATTORNEYS AT LAW

By: /s/ Samuel E. Whitley  
Samuel E. Whitley  
Partner, Corporate and Securities Law