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May 17, 2022

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

RE: *Legal Opinion concerning Adequate Current Information of  
Continental Beverage Brands Corporation (Symbol – CBBB)*

Ladies/Gentlemen:

You are entitled to rely on this letter in determining whether Continental Beverage Brands Corporation (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 have reviewed the information filed by the Company on [www.otcmarkets.com](http://www.otcmarkets.com), including the following:

- (i) the Issuer's profile posted on the OTC Markets Group website;
- (ii) its Annual Company information and Disclosure Statement for the year ended December 31, 2013 filed with the OTC Markets Group on March 25, 2014 (including additional exhibits, Articles of Incorporation and Bylaws, contained within the Quarterly Report filed on September 17, 2013), all unaudited;
- (iii) its unaudited financial statements for the period ended December 31, 2014, filed with the OTC Markets Group on March 31, 2015;
- (iv) its unaudited financial statements for the period ended December 31, 2015, filed with the OTC Markets Group on April 7, 2016;
- (iv) its Quarterly information and financial statements for the period ended June 30, 2016 (amended on November 21 2016), with Attorney Letter with Respect to Current Information, filed with the OTC Markets Group on October 3, 2016;
- (v) its unaudited Annual Report for the period ended December 31, 2017 and 2016, filed with OTC Markets Group on September 27, 2019;
- (vi) its unaudited Annual Report for the year ended December 31, 2018 and 2017, filed with the OTC Markets Group on September 27, 2019, along with its Annual Report Disclosure Statement for the year ended December 31, 2018, filed contemporaneously;
- (vii) its unaudited interim Quarterly Reports for the first and second quarters of 2019, filed with the OTC Markets Group on October 9 and October 11, respectively, along with companion Attorney Letter with Respect to Current Information through June 30, 2019, filed on April 20, 2020;
- (viii) its unaudited interim Quarterly Report for the third quarter of 2019, filed with the OTC Markets Group on October 14, 2019 and amended on June 9, 2020;
- (ix) its unaudited Annual Report for the year ended December 31, 2019, filed with the OTC Markets Group on April 8, 2020 and updated on April 20, May 7 and June 9, 2020;
- (x) its unaudited interim Quarterly Report for March 31, 2020, filed with the OTC Markets Markets Group on May 29 and updated on June 9, 2020;
- (xi) its unaudited interim Quarterly Reports for June 30 and September 30, 2020, filed with OTC Markets Group on August 25 and December 10, 2020, respectively, and
- (xii) its unaudited Annual Report for the year ended December 31, 2020, filed with the OTC Markets Group on April 28, 2021 and updated on September 22, 2021;
- (xiii) its unaudited Quarterly Reports for the quarters ended March 31 and June 30, 2021, filed with OTC Markets Group on September 22 and September 23, 2021, respectively, and updated on October 12, 2021 and October 20, 2021, respectively;
- (xiv) its unaudited Quarterly Report for the quarter ended September 30, 2021, filed with OTC Markets Group on November 23, 2021, and
- (xv) its unaudited Annual Report for the year ended December 31, 2021, filed with the OTC Markets Group on May 14, 2022.

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.otcm Markets.com](http://www.otcm Markets.com); and (iv) has been posted through the OTC Disclosure and News Service.

The financial statements are prepared by Jona Barnes of Mallet & Barnes Tax Service, an independent third-party consultant to the Company. The statements are prepared in accordance with generally accepted accounting principles, and then they are approved and certified by Mr. Gaudet, the Company’s Chief Financial Officer (and CEO and a director).

The Issuer’s transfer agent is Vstock Transfer, LLC, 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, 2021 the total number of shares outstanding was 61,075,035, and as of December 31, 2020, the total number of outstanding shares of common stock of the Issuer was 62,475,035.

I have personally met with Andrew Gaudet, who is the CEO, Chief Financial Officer and Chairman, constituting a majority of the directors 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, 2021, 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 purpose 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: Andrew Gaudet, controlling shareholder***
  - (i) Chief Executive Officer, Chief Financial Officer, Secretary and Director
  - (ii) Business Address: 1189 Old Oak Drive, Oakville, Ontario, Canada
  - (iii) Number and Class of Shares Beneficially Owned: As of December 31, 2021, 6,000,000 Common Shares, cancellable to 1,000,000 pending certain conditions
  - (iv) Shares are restricted.
  - (v) Acquired shares for cash as new issuance.
2. ***Name: Bryan Teaton, Individual***
  - (i) Affiliate
  - (ii) Business Address: 100 North 18<sup>th</sup> Street, Suite 300, Philadelphia, PA 19103
  - (iii) Number and Class of Shares Beneficially Owned: 3,500,000 Common Shares
  - (iv) Shares are Restricted
  - (v) Acquired shares in 2015 for services rendered
3. ***Name: Daljit Bhardwai, Individual***
  - (i) Affiliate
  - (ii) Business Address: 7760 Gilley Avenue, Burnaby, British Columbia V5J 4Y2, Canada
  - (iii) Number and Class of Shares Beneficially Owned: 4,900,000
  - (iv) Shares are Restricted
  - (v) Acquired shares in 2021 for Consulting Services Provided
4. ***Name: Marlon Castillo, Individual***
  - (i) Affiliate
  - (ii) Business Address: 309-8084 120A Street, Surrey, British Columbia V3W 1V2, Canada
  - (iii) Number and Class of Shares Beneficially Owned: 5,194,084
  - (iv) Shares are Restricted
  - (v) Acquired shares in 2021 for Services Rendered
5. ***Name: John Jabat, Individual***
  - (i) Affiliate
  - (ii) Business Address: 30 Falaise Place, Vancouver, British Columbia V5M 4C2, Canada
  - (iii) Number and Class of Shares Beneficially Owned: 4,900,000
  - (iv) Shares are Restricted
  - (v) Acquired shares in 2021 for Services Rendered

**6. Name: *Terrance Soh, Individual***

- (i) Affiliate
- (ii) Business Address: 2103-33 Smithe Street, Vancouver, British Columbia V6B 0B5, Canada
- (iii) Number and Class of Shares Beneficially Owned: 4,800,000
- (iv) Shares are Restricted
- (v) Acquired shares in 2021 for Services Rendered

**7. Name: *Peter Stone, Individual***

- (i) Affiliate
- (ii) Business Address: 12632 113B, Surrey, British Columbia V3V 3M9, Canada
- (iii) Number and Class of Shares Beneficially Owned: 4,900,000
- (iv) Shares are Restricted
- (v) Acquired shares in 2021 for Services Rendered

**8. Name: *Nathan Nowak, Individual***

- (i) Affiliate
- (ii) Business Address: 3849 154<sup>th</sup> Street, Surrey, British Columbia V3Z 0V3, Canada
- (iii) Number and Class of Shares Beneficially Owned: 7,480,738
- (iv) Shares are Restricted
- (v) Acquired shares in 2021 for Services Rendered

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 a “shell” as defined in Rule 405 of the Securities Act and 12b-2 of the Exchange Act of 1934.

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

Very truly yours,

**DIETERICH & ASSOCIATES**

/s/ *Christopher Dieterich*

Signed: Christopher Dieterich