



5532 NE 55th Street, Seattle, WA 98105 T 206.218.7399 john@myercorplaw.com

December 14, 2023

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

Re: Adequate Current Public Information Contained in the Annual Report for Fiscal Year Ended September 30, 2023 for CompuMed, Inc., a Delaware Corporation (the “Issuer”) and its Common Stock, Par Value \$0.01 per Share (the “Securities”)

Ladies and Gentlemen:

I am writing on behalf of the Issuer in connection with the posting of its annual report for the fiscal year ended September 30, 2023 (the “Information”), which was posted to *otcmarkets.com* on December 13, 2023 through the OTC Disclosure and News Service. OTC Markets Group Inc. (hereinafter, “OTC Markets”) may rely on this letter in assessing the Issuer’s compliance with the disclosure requirements set forth in OTC Markets’ *OTC Pink® Basic Disclosure Guidelines*. OTC Markets may publish this letter in the OTC Markets News Service for viewing by the public and regulators, but no person or entity other than OTC Markets may rely upon the opinions set forth herein without my express permission.

I am a U.S. resident and licensed to practice law in the states of Washington, New York and Florida, although my status in Florida is inactive. The opinions contained in this letter are given in respect of the laws of the United States and, in particular, the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and the Securities Act of 1933, as amended (the “Securities Act”). I am permitted to practice before the U.S. Securities and Exchange Commission (the “SEC”). I have never been suspended or barred from practicing in any state or jurisdiction and I have never been charged in a criminal case or in a civil regulatory matter. I have never been the subject of an investigation, hearing, or proceeding by the SEC, the U.S. Commodity Futures Trading Commission (CFTC), the Financial Industry Regulatory Authority (FINRA), or any other federal, state, or foreign regulatory agency.

While I represent the Issuer on a regular basis, my engagement has been limited to the specific matters as to which I was consulted by the Issuer, which include rendering this opinion letter and related matters. I do not beneficially or legally own any shares of the Issuer’s securities. I have not received, nor am I a party to an agreement to receive, shares of the Issuer’s stock, in payment for services.

In rendering the opinions set forth below, I have reviewed the Information and examined such corporate records and other documents and considered such questions of law which I deemed necessary for the purpose of rendering these opinions. In addition, I have examined the Agreement of Merger, dated as of August 4, 1986, between the Issuer and CompuMed, Inc., a California corporation (the “Predecessor”). It is my understanding that in accordance with such agreement the Predecessor was merged with and into the Issuer on August 4, 1986 (the “Merger”) with the sole purpose of moving the corporate domicile from California to Delaware.



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In rendering my opinions, I have relied upon representations made by Lee Keddie, the Issuer's Chief Executive Officer and a Director of the Issuer, and Laura Carroll, the Issuer's Chief Financial Officer and Corporate Secretary and a newly appointed Director of the Issuer, and I believe these persons to be reliable. On December 12, 2023, the Issuer held a meeting of the Board of Directors by teleconference at which all the Directors were present, including Loren Den Herder, the Chairman of the Board of Directors. I also attended that teleconference and met with the persons named above to discuss the Information and other documents and matters. After consultation with management and the Board of Directors, I am not aware that any 5% holder of securities of the Issuer is currently subject to an investigation under any federal or state regulatory authority for violation of federal or state securities laws.

It is my opinion, as of the date of this letter, that the Information: (i) constitutes "adequate current public information" concerning the Securities and the Issuer and "is available" within the meaning of Rule 144(c)(2) under the Securities Act, (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 under Rule 15c2-11 under the Exchange Act, and (iii) complies as to form with the OTC Markets Group's *OTC Pink® Basic Disclosure Guidelines*.

It is also my opinion that (i) just prior to the Merger the Issuer was a "business combination related shell company"; (ii) the Issuer has not been a "shell company" since the Merger, and (iii) the Predecessor was never a "shell company". Both the terms "business combination related shell company" and "shell company" are defined in Rule 12b-2 under the Exchange Act.

The Information contains unaudited financial statements prepared by the Issuer's Chief Financial Officer and Corporate Secretary, Laura Carroll, and reviewed and approved by the Issuer's Chief Executive Officer, Lee Keddie. Ms. Carroll has a degree in accounting and over 30 years of experience in Fortune 100 and startup environments. Prior to joining the Issuer, Mr. Keddie served as President and General Manager of HKX Inc., which provided hydraulic system kits within the construction equipment market. Mr. Keddie currently serves on the board of directors of several corporations including the Issuer. Mr. Keddie holds a degree in Mechanical Engineering and worked for several Aerospace companies during his career.

The transfer agent of the Issuer is Computershare Limited (www.computershare.com). The transfer agent is registered with the SEC. The transfer agent provided the Issuer access to a database from which Ms. Carroll ran a report that included the number of outstanding shares set forth in the Information. I then confirmed that the number of outstanding shares set forth in the Information was identical to the number of outstanding shares in the report.



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The information set forth herein is as of the date of this letter, and I disclaim any undertaking to advise OTC Markets of changes that hereafter may be brought to my attention.

Sincerely,

A handwritten signature in black ink, appearing to read "John A. Myer", is written over a light blue horizontal line.

John A. Myer