

JONATHAN D. LEINWAND, P.A.

18305 Biscayne Blvd.
Suite 200
Aventura, FL 33160
Tel: (954) 903-7856
Fax: (954) 252-4265
E-mail: jonathan@jdlpa.com

April 29, 2024

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

Re: BitFrontier Capital Holdings, Inc.
Opinion of Counsel regarding adequate current information

Dear Sir or Madam:

This firm has been retained by **BitFrontier Capital Holdings, Inc.** (“**BFCH**” or the “**Company**”) for the purpose of preparing this Opinion of Counsel, applying the applicable laws of the United States, regarding its corporate operations and level of disclosure of corporate information with regard to the Pink OTC Markets Disclosure Guidelines.

In the course of preparing this opinion, counsel has reviewed the following documents relating to the Company (together with the date they were posted through the OTC Disclosure and News Service, if applicable):

PUBLISH DATE	TITLE	PERIOD END DATE
04/29/2024	<u>Annual Report – 12/31/23</u>	12/31/2023
04/28/2024	<u>Quarterly Report – 12/31/23</u>	12/31/2023
04/01/2024	<u>Annual Report – 2023 BFCH Annual Report</u>	12/31/2023
11/17/2023	<u>Quarterly Report- BFCH 3rd Q - Amended</u>	09/30/2023
11/06/2023	<u>Quarterly Report- 3rd Q Reports and results</u>	09/30/2023
08/20/2023	<u>Quarterly Report- 2nd Quarter Financials - Amended</u>	06/30/2023
08/13/2023	<u>Quarterly Report- Quarterly Report – 2nd Quarter 2023</u>	06/30/2023
05/30/2023	<u>Quarterly Report- Quarterly Report – 1st Q 2023</u>	03/31/2023
05/30/2023	<u>Supplemental Information – Change of Control</u>	03/31/2023
04/10/2023	<u>Supplemental Information – Custodian Discharge</u>	03/31/2023
03/27/2023	<u>Annual Report – Amended 2022 Annual Report</u>	12/31/2022
03/20/2023	<u>Annual Report - Annual Report - 2022</u>	12/31/2022

Counsel has also examined other related corporate information as necessary and information provided by the Company’s management for the purposes of this letter.

Additionally, counsel has personally conferred with Andrew Gilton, the Company’s Chief Executive officer and director, and Tom Corker, the Company’s chairman and discussed the information contained in the Company’s disclosure statements.

The opinions and conclusions contained in this Opinion Letter are based upon documentation and facts made available to this firm and are solely based on the accuracy of those documents and facts. Further, counsel has reviewed all prior disclosures posted by the Company with OTC Disclosure and News Service, as amended. All such information is believed to be accurate and reliable. In the event that the facts and information in any or all of such documents are determined not to be true, this opinion is rescinded to and to be deemed null and void. Counsel has discussed the above documentation, and the underlying assumptions this firm is relying upon, with the management of the corporation.

The Company has 700,000,000 authorized shares of common stock of which 388,847,958 shares are issued and outstanding as of the date hereof. The Company also has 155,000,000 authorized preferred shares of which 10,000,000 shares of Series C Preferred are authorized and 0 are outstanding, 51 shares of Series D Preferred are authorized and 51 shares are outstanding, and 100,000,000 shares of Series F Preferred are authorized and no shares are outstanding. The Company's fiscal year end is December 31.

The party responsible for the preparation of the unaudited financial statements of the Company is Douglas Vaughn. Mr. Vaughn has over five years of business experience in the financial sector and has provided accounting and financial consulting services to private companies.

The Company's Transfer Agent is:

Name: Pacific Stock Transfer
Phone: 702-361-3033
Website: <http://www.stctransfer.com/>
Email: awalker@pacificstocktransfer.com
Address: 6725 Via Austi Pkwy, Suite 300 Las Vegas, Nevada 89119

An inquiry to the transfer agent was the source of confirmation of the Company's shares outstanding. Additionally, a search of the SEC's EDGAR system confirmed that Pacific Stock Transfer is a registered transfer agent.

The Company states that it is not a shell company but has previously been a shell company as defined in Rules 405 of the Securities Act of 1933 and 12b-2 of the Securities Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934.

Further, pursuant to an inquiry of management and directors of the corporation, to the best of this firm's knowledge, neither the Company nor any person or entity holding at least five percent (5%) of the corporation's stock is currently under investigation by any federal or state regulatory authority for any violation of federal or state securities law.

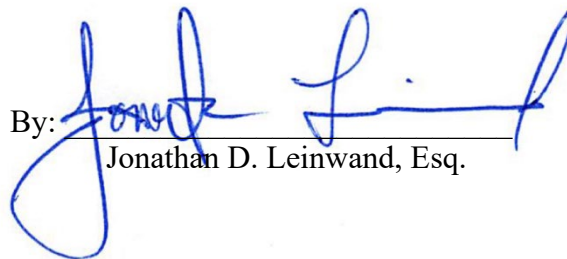
No person or entity other than OTC Markets is entitled to rely upon this opinion. OTC Markets, however, is granted full and complete permission and rights to publish this document via the OTC Disclosure and News Service for viewing by the general public and regulators. The public

and OTC Markets Group may rely on the above in determining whether the Company has made adequate current information publicly available within the meaning of Rule 144(c)(2) of the Securities Act of 1933. The information that has been posted via OTC Disclosure and News Service constitutes adequate current public information, is available within the meaning of S.E.C. Rule 144(c)(2) of the Securities Act, includes all the information that a broker-dealer would be required to obtain from an issuer in order to publish a quotation for its securities pursuant to Rule 15c2-11 under the Securities Exchange Act of 1934, and complies as to form with the OTC Markets Guidelines for Providing Adequate Current Information.

The author of this letter has been admitted to practice in the State of Florida and is resident of the United States. The opinions expressed herein are in reference to the laws of the United States. The undersigned counsel is permitted to practice before the Securities and Exchange Commission and has not been prohibited from practice before the Commission. Counsel is not currently, nor has in the past five years, 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. Additionally, during the last five years counsel has not been suspended or barred from practicing in any state or jurisdiction and has not been charged in a civil or criminal case.

Counsel does not own any of the Company's securities and has no agreement to receive any of the Company's securities in the future.

Very Truly Yours,
JONATHAN D. LEINWAND, P.A.

By: 
Jonathan D. Leinwand, Esq.