

100013 N.E. Hazel Dell Avenue  
Suite 317  
Vancouver, WA 98685

Telephone: (503) 806-3533

Email: [jevic321@aol.com](mailto:jevic321@aol.com)

September 11, 2024

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

RE: All American Gold Corporation (the "Issuer")

Dear Sir or Madam:

I represent All American Gold Corporation, (Symbol: AAGC), a Wyoming corporation (the "Issuer") as its legal counsel. My client has requested that I render a legal opinion as to whether there is adequate current information available on the OTC Disclosure and News Service for the Issuer and related matters relative to its Annual Disclosure Reports for the period ended May 31, 2024 as well as the Quarterly Disclosure Reports for the period ended August 31, 2024. I am not an employee of the Issuer and I have received no shares of the Issuer's stock in payment for my services. Further, I have no agreement in place to receive future shares of the Issuer's stock in payment for services and I do not own, directly or beneficially, any shares of the Issuer's securities.

This opinion is meant to apply to the laws of the United States. I am a resident of the United States and licensed to practice in the state courts of Oregon and Washington and am also admitted to practice in the U.S. District Court for the District of Oregon and in the U.S. Tax Court. I am also permitted to practice before the Securities and Exchange Commission ("SEC"), and have not been prohibited from practice thereunder. I am not now nor have I ever 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. I am not now nor have I ever been suspended or barred from practicing in any state or jurisdiction nor have I ever been charged in a civil or criminal case.

This opinion does not rely on the work of other counsel.

I have examined the corporate records, documents and such questions of law that I consider necessary or appropriate for purposes of rendering this Opinion Letter. In my review I have met with the Board of Directors (only member) and management of the Issuer and have relied upon the representations of management and officers whom I believe to be reliable sources. I have reviewed the Issuer's corporate records including the following:

RE: All American Gold Corporation (the "Issuer")

- Quarterly Disclosure Report (as amended) for the period ended February 29, 2024 (posted April 24, 2024)
- Annual Disclosure Statement (as amended) for the period ended May 31, 2024 (posted September 9, 2024)

In my review I have relied upon the representations of management and officers of the Issuer and on publicly available information regarding the Issuer including financial statements listed above.

I have personally communicated with Raymond Puglisi, who is and was the CEO of the Issuer during all reviewed periods here and has held that position since August 6, 2021. In addition, All of the information I requested as a basis for this opinion has been provided to me and I believe the sources of information reviewed are reliable. In addition, I have reviewed the definition of current information set forth in SEC Rule 144(c)(2) under the Act ("Other Public Information") as well as the relevant provisions of Rule 15c2-11 of the Securities Exchange Act of 1934 (the "Exchange Act"), and the OTC Markets Group's Pink Basic Disclosure Guidelines. In my opinion, the information provided:

(A) constitutes "adequate public information" concerning the Securities and the Issuer and "is available" within the meaning of Rule 144(c)(2) of the Act;

(B) 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;

(C) complies as to form with the OTC Markets Group's Pink Basic Disclosure Guidelines for Providing Adequate Current Information, which are located at:

[www.otcmarkets.com](http://www.otcmarkets.com)

and

(D) has been posted through the OTC Disclosure and News Service.

The Issuer represents that it is not a "shell" corporation as defined in Rules 405 of the Securities Act of 1933 and 12b-2 of the Exchange Act of 1934 according to a Supplemental Statement filed with OTCMarkets on March 21, 2023. My research of public filings supports this statement. Previously, the Issuer reported itself as a "shell" until March 21, 2023 when it filed a Supplemental Statement with OTC Markets stating that it had made a substantial acquisition and was no longer a "shell" company by definition.

All of the Disclosure Statements and financial statements for the Issuer for the periods covered by this opinion are the ultimate responsibility of Raymond Puglisi. These Disclosure Statements and financial statements have been prepared in final form by Lawrence Twombly, who is a consultant very experienced in preparing reports for public companies and is very well qualified to do so. These financial statements have not been audited or presented as such.

Mr. Puglisi is a resident of New Orleans, Louisiana. Mr. Puglisi has extensive experience managing public companies and other business

RE: All American Gold Corporation (the "Issuer")

interests and is also well qualified by experience to prepare these financial statements with assistance from outside accountants when needed.

The transfer agent for the Issuer is Madison Stock Transfer, Inc., 2500 Coney Island Avenue, Brooklyn, New York 11223. The transfer agent is registered with the SEC. I have requested and obtained a copy of the shareholders' list provided to me by management and have confirmed that the number of shares issued is consistent with the corporate records of the Issuer. I have reviewed the disclosure documents currently published on otcmarkets.com for this Issuer, and have personally reviewed the information published by the Issuer on OTC Markets News Service, and have discussed the information with management.

I have confirmed with management that management is not aware of any investigation of the Issuer or of any beneficial owner, officer, director or legal counsel of the Issuer by any federal or state regulatory authority, including the SEC. After a review of documents as set forth above, and consultation with management, it is my opinion that the information presently being provided by the Issuer to OTC Markets Disclosure and News Service in the Financial Reports and Disclosure Information constitutes adequate current public information concerning the Issuer within the meaning of Rule 144(c)(2) of the Act.

OTC Markets, Inc., is entitled and authorized to rely upon this letter in determining whether the Issuer has made adequate information publicly available within the meaning of Rule 144(c)(2) under the Securities Act of 1933. No person other than OTC Markets, Inc., is entitled to rely on this letter, but full permission is granted to OTC Markets, Inc., to publish this letter through the OTC Disclosure and News Service for viewing by the public and regulators.

Sincerely,



Vic Devlaeminck  
Attorney for All American Gold Corporation  
VD/wp