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July 30, 2024

OTC Markets Group, Inc.
304 Hudson Street, 2nd floor
New York, NY 10013

Re: Bionoid Pharma, Inc.

Gentlemen:

We have been requested to render this amended letter by Bionoid Pharma, Inc. (the "Issuer"), as counsel to the Issuer, with respect to information publicly disclosed by the Issuer and published in the OTC Markets Group, Inc. News Service ("OMG"). We acknowledge that the Issuer will cause this letter to be posted with the OMG News Service along with the Issuer's annual disclosure and financial statements that had been filed on May 30, 2024 and quarterly disclosures filed on the same date. OMG may rely on this letter to determine whether the Issuer has made current information publicly available within the meaning of Rule 144(c)(2) promulgated under the Securities Act of 1933, as amended (the "Act").

The undersigned counsel is a US resident, is admitted to practice law under the law of the State of Florida, is permitted to practice before the Securities and Exchange Commission ("SEC"), has not been barred or prohibited from practice thereunder, and has been retained by the issuer for the purpose of rendering this letter and related matters. The undersigned is not and has not, within the last five years, been the subject of an investigation, hearing, or proceeding by the SEC, the CFTC, FINRA, or any other federal, state, or foreign regulatory agency. The undersigned is not and has not during the last five years been suspended or barred from practicing in any state or jurisdiction and has not been charged in a civil or criminal case. The jurisdictions covered by this letter include the laws of the United States.

Our relationship with the Issuer is as its outside counsel, rendering general corporate advice as well as advice regarding its regulatory and other requirements under federal and state securities laws. As of the date hereof, the undersigned owns 319 shares of the Issuer's common stock. As of the date hereof, the undersigned has not received and has not agreed to receive any additional shares from the Issuer in exchange for the provision of future services.

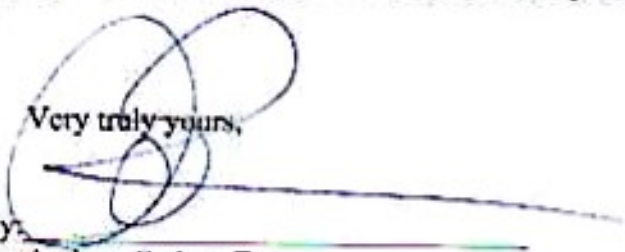
We have reviewed such corporate documents and records, without independently verifying the accuracy of the same, and have asked those questions of the Issuer and its management as we considered necessary or appropriate for purposes of rendering this letter. In preparing this letter, we have relied upon all publicly filed reports and disclosures filed by the Issuer with the SEC and OMG, and other information supplied by officers and other agents of the Issuer, and represent that we believe that the foregoing sources were reliable.

This letter is provided in connection with the Issuer's Annual Disclosure Statement dated March 31, 2023, its 2023 year-end financial statements filed with OMG on May 30, 2024, and its quarterly Disclosure Statement dated March 31, 2024 (collectively, the "Disclosure and Related Statements"). We are of the opinion that the Disclosure and Related Statements: (i) constitute "adequate current public information" concerning the securities of the Issuer and "is available" within the meaning of Rule 144(c)(2) under the 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 Securities Exchange Act of 1934, as amended (the "Exchange Act"); (iii) complies as to form with the OMG Pink Basic Disclosure Guidelines; and (iv) has been posted in the OMG News Service.

The financial statements filed by the Company with OMG have been prepared by Shibu Abraham, CPA and have not been audited or reviewed. Shibu Abraham is a certified public accountant licensed to do business under the laws of the province of Ontario. The issuer's transfer agent is Securities Transfer Corp., which is registered with the SEC and we have used the transfer agent's records to confirm the number of issued and outstanding shares of the Issuer as set forth in the Disclosure and Related Statements.

The undersigned counsel has personally met with Wayne Cockburn (CEO and director), Jeffrey Reich (officer and director) and Jeffrey Meyers (officer and director who constitute a majority of the Company's directors, via Facetime or similar mode and has reviewed the Disclosure and Related Statements and discussed the same with them. To the best of our knowledge, after making inquiry of the aforementioned directors, neither the Issuer nor any holder of 5% of the Issuer's shares or any counsel to Issuer is currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws.

We are of the opinion that the Issuer or one of its predecessors has been a shell company as defined in Rules 405 of the Act and 12b-2 of the Exchange Act. Our letter may be published by OMG in the Pink Sheets News Service for viewing by the public and regulators. However, no person other than OMG is entitled to rely on this letter.

Very truly yours,

By: _____
Andrew Farber, Esq.

AEF/bg

cc: Bionoid Pharma, Inc.