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Via OTC News & Disclosure Service

OTC Markets Group, Inc. – Issuer Services
304 Hudson Street, 2nd Floor
New York, NY 10013
Tel: (212) 896-4400
Fax: (212) 868-3848

**Re: Halberd Corporation
Adequacy of Current Information:
Annual Financial Statements and Information and Disclosure
Statements for the fiscal years ending in July 31, 2024 and 2023**

Dear Sir or Madam:

I, the undersigned (“Counsel”), am an attorney licensed to practice law in the state of California, and before the courts of the United States, and under the laws of the United States. I am permitted to practice before the Securities and Exchange Commission (“SEC”) and have never been prohibited from practice thereunder. I am United States citizen residing and working in Los Angeles, California. I represent that I am not currently, nor have I been in the past five years, the subject of an investigation, hearing, suspension, bar, litigation or proceeding by any regulatory or quasi-regulatory or self-regulatory organization, including 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. Counsel is not currently suspended or barred from practicing in any state or jurisdiction. Counsel has not been, in the past five years, suspended or barred from practicing in any state or other jurisdiction. Counsel has never been charged in a civil or criminal case.

My firm has been retained by Halberd Corporation (“HALB” or the “Company”) for the express purpose of providing a legal opinion on the adequacy of current information available to the public in relation to the filing of an “Information Statement and Disclosure” pursuant to Rule 15c2-11(a) (5) of the Securities Exchange Act of 1934 as amended (the “Exchange Act”), and Rule 144(c)(2) of the Securities Act of 1933 as amended, (the “Securities Act”). Halberd Corporation is incorporated under the laws of the state of Colorado. Neither I nor my firm has been paid any shares of the Company nor

does any promise exist to pay myself or my firm shares in the future. Counsel's work herein does not rely on the work of any other counsel.

1. Facts & Assumptions

In rendering this opinion, I have reviewed various corporate records and other documentation necessary and proper for an opinion in conjunction with the filing of the Company's Information & Disclosure Statements for the fiscal years ending July 31, 2024 and July 31, 2023. Additionally, I have made further inquiry and investigation into the laws, regulations, and commentary available for such filings. With respect to corporate documentation examined, I have presumed the genuineness of all signatures thereon; the authenticity of all documents provided as originals; conformity of all copies to the original documents; and the authenticity of all original documents submitted as copies.

I have relied on information available on the Internet, from records with the SEC, FINRA, the OTC Markets, Inc. ("OTC"), and from officers of the Company in addition to other sources deemed reliable, such as records on file with the Colorado Secretary of State. Nothing came to my attention during the course of my investigation that led me to conclude that any such documents were not genuine or authentic or that the facts contained therein were not true.

2. Inquiry & Investigation

Below find specific documents and dates that such documents were posted containing the information concerning the Issuer and its common stock that are publicly available through the OTC Disclosure & News Service, and that I have reviewed in connection with the preparation of this opinion (the "Information").

I have reviewed the Annual Report (as Amended) containing financial statements for the calendar years ended July 31, 2024 and 2023, and posted on www.otcmarkets.com through the OTC Disclosure & News Service on 10/31/24. I have also reviewed the earlier Annual Report containing the financial statements for the calendar year ended July 31, 2024 and 2023, posted on 10/29/24; and, as well, I reviewed the Annual Report containing the information statement for the calendar year ended July 31, 2023 and 2022, posted on 10/30/23.

I have reviewed a Quarterly Report for the period ending October 31, 2023, (posted 12/25/23), and an Amended Quarterly Report for the period ending October 31, 2023 (posted 1/03/24). Additionally, I have reviewed a Quarterly Report for the period ending January 31, 2024 (posted 3/16/24), and an Amended Quarterly Report for the period ending January 31, 2024 (posted 3/18/24). Finally, I have reviewed a Quarterly Report for the period ending April 30, 2024 (posted 6/13/24).

The Company's financial statements, although un-audited, were prepared by William Tynan. In his 25-year career, Mr. Tynan has worked for several corporations, both private and public, and has provided additional assistance to their respective CEOs.

Mr. Tynan started his career graduating from Pace University with a degree in accounting. He began his work with Price Waterhouse Coopers PWC, auditing public and private companies.

The Company's transfer agent is Issuer Direct Corporation, One Glenwood Avenue, Suite 1001, Raleigh, NC 27603, (919)-744-2722 office ("Transfer Agent"). I have confirmed that the Transfer Agent is registered under the Exchange Act. Information regarding the accuracy of the shareholders list and issued and outstanding shares of the Company can be confirmed by the Transfer Agent.

Additionally, I have met personally (via telephone conference) with management and a majority of the directors of the Company, William A. Hartman, Chairman, President & CEO and John S. Borza, Director, all on November 19, 2024, to discuss this Information, the accuracy and completeness of such, and its adequacy for these purposes. An interested investor could readily find current information available regarding the Company by which the investor could objectively make a determination pertaining to the corporate financial status and relevant financial information thereby enabling such investor to make an informed and intelligent decision regarding the stock of the Company.

Finally, to the best of my knowledge and after inquiry of management and directors of Halberd Corporation, neither the Company, Counsel, any 5% holder of issuer securities, nor any of the officers or directors of the Company are currently under investigation by any federal or state regulatory authority for any violation of state or federal securities laws.

3. Legal Conclusions

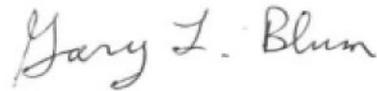
The legal opinion as expressed in this letter is that the consolidated Quarterly and Annual Report and filings for the period as filed via the OTC Markets Group News and Disclosure service (the Information): (1) constitutes adequate current public information about the Company which is available to the public regarding the shares of common stock and is available within the meaning of Rule 144(c)(2) of the Securities Act of 1933; (2) includes all of the information that a broker-dealer would be required to obtain from the Company to publish a quotation for the shares of common stock of the Corporation under Rule 15c2-11 of the Exchange Act of 1934; that (3) complies as to form with the OTC Group Markets, Inc. Alternative Reporting Guidelines as they pertain to providing adequate and current information about the Company; and (4) the statement has been posted in the OTC Markets Group, Inc. News and Disclosure Service. OTC Markets Group, Inc. is entitled to rely on this opinion in determining whether the Company has made adequate current information available to the public pursuant to Rule 144(c)(2) of the Securities and Exchange Acts, and may publish this opinion on its website, www.otcmarkets.com, for such limited purposes.

I have considered the question as to whether the Company, including its predecessors, is or ever was a "shell company" as defined in Rules 405 of the Securities Act of 1933 and 12b-2 of the Exchange Act and have concluded that the Company does

not now qualify as a “shell company”; however, given the length of time in which the Company has been in existence, I am unable to conclude that it has never been a “shell company.”

The statements and opinions set forth herein reflect observations and results of inquiries up to the date hereof, and shall remain valid for as long as the documents, instruments, records and other information I have reviewed and examined remain unchanged, and the assumptions relied upon continue to be valid. This opinion is intended solely for the use and application of OTC Markets Group, Inc. as it deems appropriate for use and publication on its website. Counsel is not currently, and has not been in the past five years, suspended or barred from practicing in any state or jurisdiction or charged in a civil or criminal case.

Kind Regards,

A handwritten signature in cursive script that reads "Gary L. Blum".

Gary Blum, Esq.