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Christopher Dieterich
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Of Counsel
J. John Combs

August 13, 2024

OTC Markets Group
304 Hudson Street
Second Floor
New York, NY 10013

RE: *Legal Opinion concerning Adequate Current Information of*
Wealthcraft Capital, Inc.
(Symbol – WCCP)

Ladies/Gentlemen:

You are entitled to rely on this letter in determining whether Wealthcraft Capital, Inc. (the “Issuer”) has made adequate current information publicly available within the meaning of Rule 144(c)(2) under the Securities Act of 1933.

I am a resident of the United States and have been retained by the Issuer for the purpose of rendering this letter and related matters. This firm’s relationship with the Issuer includes, over and above writing this letter, serving as special securities counsel for the Issuer, which duties include preparing or reviewing disclosure information and press releases, interfacing with the chief financial officer and independent accountants, and giving general legal advice to management. The firm does not own any shares of the Issuer’s securities and has no plans, agreements nor intention of receiving any such shares in the future, in payment for services.

I have examined such corporate records and other documents and such questions of law as I have considered necessary or appropriate for purposes of writing this letter. In all such examinations, I have assumed the genuineness of all signatures, the authenticity of all documents submitted to me as originals, the conformity to original documents of all documents submitted to me as copies and the authenticity of all originals of such documents submitted as copies. Further, in all such examinations, I may have relied on information obtained from public officials, officers of the Issuer, and other sources, and represent that all such sources are believed to be reliable.

This letter relates to the laws of the United States, specifically Federal securities law. I have been a member in good standing of the bar of the State of California since 1980, and am permitted to practice before the Securities and Exchange Commission (the “SEC”) and I have not been prohibited from practice thereunder. I have not ever been suspended or barred from

practicing in any state or jurisdiction, and I have not been charged in a civil or criminal case. Further, I have not in the past 5 years been the subject of an investigation, hearing or proceeding by the SEC, the US Commodity Futures Trading Commission, FINRA or any other federal, state or foreign regulatory agency. I have never been suspended or barred from practicing in any state or jurisdiction, and I have not been charged in a civil or criminal case.

The Issuer is not a reporting company and, therefore, does not file annual or other reports with the SEC. I have reviewed publicly available information relating to the Issuer Including:

- (i) the Issuer's profile posted on the OTC Markets Group website;
- (ii) its Initial Company information and Disclosure Statement filed as an Annual Statement for the year ended December 31, 2015 with the OTC Markets Group on February 24, 2016, unaudited;
- (iii) its unaudited financials statements for the period ended March 31, 2016, filed with the OTC Markets Group on May 6, 2016;
- (iv) its Attorney Letter with Respect to Current Information,, filed with the OTC Markets Group on February 26, 2016;
- (v) its unaudited interim Quarterly Report for the second quarter (June 30, 2016), filed with the OTC Markets Group on August 15, 2016;
- (vi) its unaudited interim Quarterly Report for the third quarter, September 30, 2016, filed with the OTC Markets Group on November 14, 2016;
- (vii) three Supplemental Information statements filed September 13, 2016, January 22, 2017 and February 7, 2017, respectively, reporting on current information;
- (viii) its unaudited Annual Report for the year ended December 31, 2016, filed with the OTC Markets Group on March 15, 2017;
- (ix) its unaudited interim Quarterly Reports for the first, second and third quarters, filed with OTC Markets Group on May 11, July 28, and November 14, 2017, respectively;
- (x) its unaudited Annual Report for the year ended December 31, 2017, filed with OTC Markets Group on March 29, 2018;
- (xi) its unaudited Quarterly Reports for the first second and third quarters, filed with OTC Markets Group on May 22, August 8 and November 11, respectively;
- (xii) its unaudited Annual Report for the year ended December 31, 2018, filed with OTC Markets Group on April 23, 2019, with updated Management Discussion and Analysis filed May 1, 2019;
- (xiii) its unaudited Quarterly Reports for the first, second and third quarters of 2019, filed with OTC Markets group on May 15, August 15, and November 15, respectively;
- (xiv) its Attorney Letter with Respect to Current Information,, filed with the OTC Markets Group on May 3, 2019;
- (xv) its unaudited Annual Report for the year ended December 31, 2019, filed with OTC Markets Group on March 31, 2020 and amended on April 21, 2020;
- (xvi) its unaudited Quarterly Reports for the first, second and third quarters of 2020, filed with OTC Markets group on May 25, August 18, and November 26, respectively;
- (xvii) its unaudited Annual Report for the year ended December 31, 2020, filed with OTC Markets Group on August 10, 2021;
- (xviii) its unaudited Quarterly Reports for the first and second quarters of 2021 (March 31 and June 30), both filed with OTC Markets on August 10, 2021 and the latter amended on August 17, 2021;

(xix) its unaudited Quarterly Report for the third quarter, ended September 30, 2021, filed with OTC Markets Group on November 12, 2021;

(xx) its unaudited Annual Report for the year ended December 31, 2021, filed with OTC Markets Group on March 29, 2022;

(xxi) its unaudited Quarterly Reports for the first, second and third quarters of 2022, filed with OTC Markets group on May 23, August 28, and December 22, respectively;

(xxii) its unaudited Annual Report for the year ended December 31, 2022, filed with OTC Markets Group on April 21, 2023, and amended on May 9, 2023, and

(xxiii) its unaudited Quarterly Report for the first quarter, ended March 31, 2023, filed with OTC Markets Group on May 1, 2023.

(xxiv) its unaudited Quarterly Reports for the first, second and third quarters of 2023, filed with OTC Markets group on June 28, September 9, and December 1, respectively;

(xxv) its unaudited Annual Report for the year ended December 31, 2023, filed with OTC Markets Group on April 15, 2024, and Amended on August 5, 2024;

(xxvi) its unaudited Quarterly Report for the first quarter, ended March 31, 2024, filed with OTC Markets Group on May 17, 2024, and

(xxvii) its unaudited Quarterly Report for the second quarter, ended June 30, 2024, filed with OTC Markets Group on August 6, 2024.

All of the above reports constitute the “Information” available to the public. The Company’s financial statements provided in the Information have not been audited through June 30, 2021.

The person responsible for the preparation and compilation of the financial statements contained in the Information is William Mayhew. Mr. Mayhew has a Bachelor of Arts from Louisiana State University’s College of Humanities and Social Sciences. Mr. Mayhew has had an executive career in business management, with particular focus on providing managed security services to entities that provide a host of services aimed at giving protection to businesses and organizations. Prior to his formation of Geaux Industries in 2016, he had served as the Executive Vice President of Guard-Systems Inc. from 2013 to 2016. From 2008 until 2012, he served as the Area Vice President of Securitas Security Service USA, Inc. In all of his positions, Mr. Mayhew had responsibility to lead and oversee business operations, to include, but not limited to, the day-to-day financial management, the analysis of accounting to improve operational efficiency, managing budgets in line with financial targets, preparing and managing budgets and expenditures, preparing and making entries for the company accounts and preparing reports and documents reflecting business transactions. All presentation and filings of disclosure information is, as necessary, reviewed by Mr. Mayhew for any material changes to operations or presentation, and then approved and certified by Mr. Mayhew.

It is my opinion that the Information (i) constitutes adequate current public information concerning the Issuer’s securities and it is available within the meaning of Rule 144(c)(2) under the Securities Act of 1933; (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 pursuant to Rule 15c2-11 under the Securities Exchange Act of 1934 (the “Exchange Act”); (iii) complies as to form with the OTC Markets Group’s Guidelines for Providing Adequate Current Information, which

are located on the Internet at www.otcmarkets.com; and (iv) has been posted through the OTC Disclosure and News Service.

The Issuer's transfer agent is Pacific Stock Transfer Co., 6725 Via Austi Parkway, Suite 300, Las Vegas, Nevada 8919. Pacific Stock Transfer Co. is registered with the SEC. The method used to confirm the number of outstanding shares of common stock set forth in the Information was to contact the Issuer's transfer agent and receive confirmation as to the number of outstanding shares. As of August 6, 2024, the total number of outstanding shares of common stock of the Issuer was 75,673,060.

I have personally met, via internet conferencing, with management and all of the officers and directors of the Issuer (Mayhew and Wilson). I have reviewed the Information published by the Issuer through the OTC Disclosure and News Service. I have discussed the Information with management and a majority of the directors of the Issuer.

To the best of my knowledge, after inquiry of management and the directors of the Issuer, neither, counsel nor any officer, director or 5% holder of the securities of the Issuer is currently under investigation by any federal or state regulatory authority for any violation of federal or states securities laws.

No person other than the OTC Markets Group is entitled to rely on this letter. However, I hereby grant the OTC Markets Group full and complete permission and rights to publish the letter through the OTC Disclosure and New Service for viewing by the public and regulators.

I have compiled a list below, as of June 30, 2024, of the names of each executive officer, director, other control persons of the Issuer, consultant or any other advisor of the Issuer who assisted, prepared or provided information with respect to the Issuer's disclosure or who received securities as consideration for services rendered to the Issuer and the following information related to each: (i) their full name, (ii) their business address, (iii) the number and class of the Issuer's securities beneficially owned by each of them (iv) with respect to each of the securities described in the preceding clause whether or not the certificate or other document that evidences the securities contains a legend stating that the securities have not been registered under the Securities Act and setting forth the referring to restrictions on transferability and sale of the securities and (v) a complete description of the consideration received by the Issuer in connection with each issuance of shares to any of them including, without limitation, the nature of any services performed for or on behalf of the Issuer. For purpose of this letter, the term "control person" includes (i) any person controlling, under common control with, or controlled by, the Issuer or (ii) any person who obtained securities of the Issuer in connection with a negotiation with the Issuer within the three-year period prior to the date of the opinion. With respect to any of the Issuer's control persons that is an entity and any parent entity of any control person, this letter provides the information described in the first sentence of this paragraph for each control person of such entity or parent entity.

- (1) ***Name: John Macphail, Chairman***
 - (i) Former Chairman of the Board of Directors

- (ii) Macphail's Business Address: 885 Dunsmuir St. Suite 410, Vancouver, British Columbia, Canada
 - (iii) Number and Class of Shares Beneficially Owned: 8,000,000 Common Shares
 - (iv) Shares are restricted
 - (v) Acquired shares in exchange for services and investment.
- (2) **Name: Robert Wilson, Individual, and through EWC Corporation**
- (i) Former CEO and Member of the Board of Directors
 - (ii) Wilson's Business Address: 2489 Bloor St. West, Suite 307, Toronto M6S 1R6 Canada
 - (iii) Number and Class of Shares Beneficially Owned: 9,750,000 Common Shares, in the name of both EWC corporation (Robert Wilson 100% owner) and Karen Ewing (wife of Robert Wilson)
 - (iv) Shares are restricted
 - (v) Acquired shares in exchange for services and investment.
- (3) **Name: William Mayhew, Individual**
- (i) CEO, Director and President of Geaux Industries, a 51% subsidiary
 - (ii) Mayhew's Business Address: 2726 Broadway, Santa Monica, CA 90404
 - (iii) Number and Class of Shares Beneficially Owned: 4,000,000 Common Shares
 - (iv) Shares are restricted
 - (v) Acquired shares in exchange for exchange of subsidiary's shares.
- (4) **Name: 37 CFS Holdings LLC**
- (i) Investor group - no affiliates of Wealthcraft
 - (ii) CFS Holding's Business Address: 3411 Silverside Rd., Tatnall Bldg. Suite 104 Wilmington, DE 19810
 - (iii) Number and Class of Shares Beneficially Owned: 12,798,425 Common Shares
 - (iv) Shares are restricted
 - (v) Acquired shares in exchange for cash.
- (5) **Name: Katell Productions LLC**
- (i) Investor group - no affiliates of Wealthcraft
 - (ii) Katell's Business Address: 100 Wilshire Bl. Suite 1830, Santa Monica, CA 90401
 - (iii) Number and Class of Shares Beneficially Owned: 4,000,000 Common Shares
 - (iv) Shares are restricted
 - (v) Acquired shares in exchange for cash.
- (6) **Name: Nordberg Management Group, llc**
- (i) Investor group - no affiliates of Wealthcraft
 - (ii) Nordberg's Business Address: 11937 Gorham Avenue Unit 1, Los Angeles, CA 90049
 - (iii) Number and Class of Shares Beneficially Owned: 8,133,859 Common Shares
 - (iv) Shares are restricted
 - (v) Acquired shares in exchange for cash.

- (7) **Name: Parthian Capital Partners, LLC**
- (i) Investor group - no affiliates of Wealthcraft
 - (ii) Parthian's Business Address: 244 Fifth Avenue, Suite 2047, New York, NY 10001
 - (iii) Number and Class of Shares Beneficially Owned: 5,797,244 Common Shares
 - (iv) Shares are restricted
 - (v) Acquired shares in exchange for cash.
- (8) **Name: CLCP II LLC**
- (i) Investor group - no affiliates of Wealthcraft
 - (ii) CLCP's Business Address: care of The Company Corporation, 251 Little Falls Drive, Wilmington, Delaware
 - (iii) Number and Class of Shares Beneficially Owned: 3,985,236 Common Shares
 - (iv) Shares are restricted
 - (v) Acquired shares in exchange for cash
- (9) **Name: Adam Sexton, Individual**
- (i) President of Silicon Beach, LLC (actual owner of shares)
 - (ii) Sexton's Business Address: 50 West Liberty Street, Suite 880, Reno, NV
 - (iii) Number and Class of Shares Beneficially Owned: 3,660,888 Common Shares
 - (iv) Shares are restricted
 - (v) Acquired shares in exchange with Blue and Gold Ventures

I have made specific inquiry of each of the persons listed above, persons engaged in promotional activities regarding the Issuer, and persons owning more than ten percent (10%) of the Securities (collectively, the "Insiders"), and based upon such inquiries and other information available to counsel, there were no sales of shares, but there were redemptions. Nothing has come to the attention of counsel indicating that any Insider is in possession of any material non-public information regarding the Issuer of the Securities that would prohibit any of them from buying or selling the Securities under Rules 10b-5 or 10b5-1 under the Exchange Act. This company, as currently constituted, would not be a "shell" as defined in Rule 405 of the Securities Act of 1933 and 12b-2 of the Exchange Act of 1934, and filed a notification of that fact in its Annual Report for 2018, on April 9, 2019. However, the company was defined as shell prior to that filing, and that definition will continue to be applied by the SEC for purposes of exemptive statutes such as Rule 144 unless further filings have been made, as cited in Rule 144(i)2 and (i)3.

I trust this information complies with your request. If you need additional information please contact me.

Very truly yours,

DIETERICH & ASSOCIATES

/s/ *Christopher Dieterich*

Christopher Dieterich