

July 18, 2024

**VIA ELECTRONIC SUBMISSION**

OTC Markets Group, Inc.  
304 Hudson Street, 2<sup>nd</sup> Floor  
New York, NY 10013

RE: American Premium Water Corporation (OTC symbol: HIPH)

We, Sichenzia Ross Ferenc Carmel LLP (“Counsel”), with our offices located at 1185 Avenue of the Americas, 31<sup>st</sup> Floor, New York, NY, have been retained by American Premium Water Corporation (the “Company”), to act as counsel for the purpose of providing this letter to the OTC Markets Group, and posting it on the OTC Disclosure and News Service. The OTC Markets Group may rely on this letter in determining whether the Company has made adequate current information publicly available within the meaning of Rule 144(c)(2) promulgated under the Securities Act of 1933, as amended (the “Securities Act”).

The undersigned attorney is a resident of the United States of America and has been retained by the Company to render this letter, and to act as counsel for the Company in other related matters. The undersigned attorney is licensed to practice law in the highest court in the state of New York and this letter covers the jurisdiction of the state of New York as permitted to practice before the Securities and Exchange Commission and has not been prohibited from practice thereunder or under the laws of the United States.

In rendering this letter, we have examined the corporate records and other documents and such questions of law that I have considered necessary or appropriate for the purpose of this letter. This includes but is not limited to: Company’s corporate minutes and actions of the Company’s Board of Directors and its Shareholders, its Certificate of Incorporation (and any amendments thereto).

This opinion is to address the financial information and filings submitted by the Company. Accordingly, we have reviewed the following reports: Annual Report for financial years ended December 31, 2022 and December 31, 2023, and the quarterly financial information and relevant reports for the quarters ended March 31, 2022, June 30, 2022, September 31, 2022, March 31, 2023, June 30, 2023, September 31, 2023 and March 31, 2024. It is my opinion that said documents are accurate, up to date and contain the most current information available on the issuer.

In rendering this letter, Counsel has met with, or via telephone, communicated with a majority of the Board of Directors, including, Melissa Sims, John “JT” Thatch, and Tan Teck Liang. Counsel believes it can rely on representations of the Company and members of the Board. As of the date of this letter, Counsel does not beneficially own any shares of the Company’s securities, nor does Counsel have an agreement with the Company to receive

shares of the Company stock or other securities of the Company as payment for services, nor has received any securities in lieu of any services rendered by Counsel. The Company is not nor has been a shell company as defined in Rule 405 of the Securities Act and 12-b-2 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

Counsel is not currently nor has been in the past five years, suspended or barred from practicing in any state jurisdiction and has not been charged in any civil or criminal case. Further, Counsel is not currently and has not in past five years been subject of an investigation, hearing, or proceeding by the SEC, the US Commodity Futures Trading Commission (CFTC), the Financial Industry Regulatory Authority (FINRA), or any other federal, state or foreign regulatory authority.

In our opinion, the Annual Report constitutes adequate current information that is publicly available within the meaning of Rule 144(c)(2) under the Securities Act as a result of such Annual Report being posted on the OTC Disclosure and News Service posted on May 14, 2024 and all interim reports identified above, and that the said reports include all of the information that a broker dealer would be required to obtain from the Company to publish a quotation for all of the Securities of the Company under Rule 15c2-11 under the Exchange Act, and that the Annual Report complies as to form with the OTC Pink Basic Disclosure Guidelines.

The party responsible for the preparation of the financial statements is Rongguo “Ronald” Wei. Mr. Wei is a finance professional with more than 15 years of experience working in public and private corporations in the United States. As the Chief Financial Officer of SeD Development Management LLC, Mr. Wei is responsible for oversight of all finance, accounting, reporting and taxation activities for that company. Prior to joining SeD Development Management LLC in August 2016, Mr. Wei worked for several different U.S. multinational and private companies including serving as Controller at American Silk Mill, LLC, a textile manufacturing and distribution company, from August 2014 to July 2016, serving as a Senior Financial Analyst at Air Products & Chemicals, Inc., a manufacturing company, from January 2013 to June 2014, and serving as a Financial/Accounting Analyst at First Quality Enterprise, Inc., a personal products company, from 2011 to 2012. Mr. Wei served as a member of the Board Directors of Amarantus Bioscience Holdings, Inc., a biotech company, from February to May 2017, and has served as Chief Financial Officer of that company from February 2017 until November 2017. Before Mr. Wei came to the United States, he worked as an equity analyst at Hong Yuan Securities, an investment bank in Beijing, China, concentrating on industrial and public company research and analysis. Mr. Wei is a certified public accountant and received his Master of Business Administration from the University of Maryland and a Master of Business Taxation from the University of Minnesota. Mr. Wei also holds a Master in Business degree from Tsinghua University and a Bachelor’s degree from Beihang University.

The Company's transfer agent is VStock Transfer, LLC, with its office located at 18 Lafayette Pl, #2, Woodmere, NY 11598, who a registered transfer agent with the Securities

and Exchange Commission. Counsel has confirmed the outstanding shares set forth in its reports by contacting and confirming with the transfer agent.

Counsel has (i) met, via telephone, and had direct communications with a majority of management of the Company, (ii) reviewed the Information, as amended, published by the Issuer through the OTC Disclosure & News Service and (iii) discussed the Information with majority of management and of the majority of the Board of Directors of the Company.

To the best knowledge of Counsel, after inquiry of management and the Directors of the Company, other than as described below, neither the Company nor any 5% holder, or the undersigned attorney, is currently under investigation by any Federal or state regulatory authority for any violation of Federal or state securities laws.

American Premium Water Corp. was named as a Defendant along with prior officers and directors of American Premium Water Corp, namely Alfred Culbreth, Ryan Fishoff, Christian Stolz, Zachary Davis, Mark Gumbel and Lorena Moreno, for conspiracy to commit securities fraud, (Count 1), Securities Fraud (Counts 2-9) and Wire Fraud (Counts 10-13) in a cause filed in the Northern District of Ohio on 3/8/23, cause 23CR144, now pending, for activity in violation of Title 18, United States Code Section 981(a)(1)(C) and Title 28, USC 2461(c) for occurring between 2013 to 2019. None of the current officers, directors or control persons were named in the litigation and the allegations occurred well before any of the current officers, directors or control persons were affiliated with American Premium Water Corp.

Counsel has determined that the following persons constitute the current management team and the Board of Directors of the Company, and has provided relevant information requested by the OTC Markets Group:

Chief Executive Officer and Director: Melissa Sims.

B111 Business address: American Premium Water Corporation, 187 Warm Springs Road  
Las Vegas, NV 89119.  
Number and class of securities of the Company owned: None.

Chief Financial Officer and Director: Teck Liang “Adam” Tan

B111 Business address: American Premium Water Corporation, 187 Warm Springs Road  
Las Vegas, NV 89119.  
Number and class of securities of the Company owned: None.

Director: John “JT” Thatch

B111 Business address: American Premium Water Corporation, 187 Warm Springs Road

Las Vegas, NV 89119.

Number and class of securities of the Company owned: None.

Individual beneficially owning 5% shares or more: Mr. Feng Fai Ambrose Chan  
Business address: 7 Temasek Blvd #29-01B, Singapore 38987.

Number and class of securities of the Company owned:

Mr. Chan holds 62,066,095,707 shares of common stock, the issuance history of which is provided below. In addition, Mr. Chan also holds 386,360,915 shares of common stock in his personal brokerage account with RBC and an additional 36,000 shares of common stock in his personal brokerage account with Interactive Brokers. All shares held in his personal brokerage accounts were purchase directly in the market and via sales to the market. Mr. Chan's aggregate holdings comprise 96.982% of the issued and outstanding shares of common stock of the Company. Such number is based on the total 64,396,184,690 outstanding shares of the Company as of May 6, 2024.

The securities issued to Mr. Chan are not registered under the Securities Act. The issuance history of such shares of common stock is as follows:

- (a) Mr. Chan was issued 2,500,000,000 shares of common stock on March 25, 2022 pursuant to conversion of the convertible promissory note issued on February 8, 2022 for a principal amount of \$250,000;
- (b) Mr. Chan was issued 38,000,000,000 shares of common stock on May 2, 2022 pursuant to the acquisition of CloudXchange DataCentre Inc., a holding company that was fully owned and controlled by Mr. Chan, for a total purchase consideration of \$45.6 million. The shares were issued in lieu of cash payment at a price per share determined by the volume-weighted average price (VWAP) traded over the last 5 days from date of signing of the transaction document.
- (c) Mr. Chan was issued 200,000,000 shares of common stock on May 20, 2022 pursuant to a breach of contract on the \$250,000 convertible promissory note;
- (d) Mr. Chan was issued 30,769,231 shares of common stock on June 7, 2022 pursuant to as commitment fee and in lieu of interest owed on the \$72,411.30 convertible loan extended on June 1, 2022;
- (e) Mr. Chan was issued 400,000,000 shares of common stock on September 9, 2022 as commitment fee on the \$500,000 convertible loan extended on May 9, 2022;
- (f) Mr. Chan was issued 4,456,077 shares of common stock on September 9, 2022 as commitment fee and in lieu of interest owed on the \$72,411.30 convertible loan extended on June 1, 2022;
- (g) Mr. Chan was issued 444,203,732 shares of common stock on October 3, 2022 as commitment fee and in lieu of interest owed on the \$72,411.30 convertible loan extended on June 1, 2022;
- (h) Mr. Chan was issued 1,600,000,000 shares of common stock on November 9, 2022 as commitment fee and interest on the \$1,200,000 convertible loan extended on October 26, 2022;

- (i) Mr. Chan was issued 2,000,000,000 shares of common stock on February 8, 2023, pursuant to exercise of warrants issued to Mr. Chan on October 26, 2022;
- (j) Mr. Chan was issued 16,886,666,667 shares of common stock on February 15, 2023, as consideration for the purchase of 750,000 shares of PharmD Live Corporation to acquire TeleDoc Pte Ltd, a Singapore based holding company.

Counsel has made a specific inquiry on each person listed above, and based on such inquiries confirms that there have been no sales of securities by insiders, within the last twelve (12) month period, prior to the rendering of this letter, and nothing has come to the attention of Counsel indicating that any of the insiders are in possession of any material non-public information regarding the Company of the Company's securities that would prohibit any of them from buying or selling the Company's securities under Rules 10b-5 or 10b5-1 of the Exchange Act .

OTC Markets Group, Inc., is entitled to rely upon the contents of this letter solely for the purpose of determining whether the Company has made adequate current information publicly available within the meaning of Rule 144(c)(2) under the Securities Act. OTC Markets Group, has full and complete permission and rights to publish this letter with OTC Disclosure and News Service for viewing by the general public and regulators, and OTC Markets Group may rely upon this opinion in determining whether the Company has made adequate current information publicly available, without the prior written consent of Counsel. However, this opinion may not be quoted to, furnished to or relied upon, by any other person, including, without limitation, public investors making their investment decisions, without the prior written consent of Counsel.

Sincerely

*Darrin Ocasio*

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Darrin M. Ocasio

Title: Partner

Sichenzia Ross Ference Carmel LLP