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Americas Top 50 Lawyers

September 11, 2024

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

Re: Attorney Letter with Respect to Current Information/ Gaensel Energy Group, Inc.

Dear Sir or Madam:

I have been retained as outside securities counsel by Gaensel Energy Group, Inc., a Nevada corporation (the "Company", or GEGR, or "Issuer"), to render an opinion as to whether the filings, published by the Issuer on the OTC Disclosure & News Service on the dates stated below, (the "Fillings" or the "Information") constitutes adequate current information for purposes of Rule 144(c)(2) promulgated under the Securities Act of 1933 (the "Act"). I am not an employee of the Issuer. I have been retained solely for the purpose of rendering this letter regarding adequate public information and related matters. OTC Markets can rely on this opinion letter in determining whether the Issuer has posted adequate current public information. I do not beneficially own any shares of the Issuer's securities. I have not received, nor have an agreement to receive in the future, any shares of the Issuer's securities, in payment for my services. OTC Markets Group, Inc. ("OTC Markets") may rely on this opinion in determining whether the Issuer has made adequate current information publicly available within the meaning of Rule 144(c)(2) of the Act. I have examined such corporate records and other documents and such questions of law as I have deemed necessary or appropriate for purposes of rendering this opinion. As to matters of fact, I have made such inquiries of the Issuer's officers as I deemed necessary to render this opinion, and I believe that such sources were reliable.

I have reviewed the corporate books and records and filings of the company/issuer and examined relevant questions of law. Additional documents reviewed include the Articles of

Incorporation, proposed disclosure statements, By-Laws, Articles of Amendment, and updated financial statements and notes to financial statements, balance sheet, shareholder list, transfer log and statement of cash flows and statement of shareholder's equity. Accordingly, as to matters of fact, I have relied on the disclosures of the issuer, as well as principals involved in and outside of the company. I rely on the presumption that copies of all documents are genuine.

The relevant filings included in my review and this opinion letter and their dates are:

Quarterly Report for 1st Q and Financials for per ending 3-31-23, posted on 5-19-23
Quarterly Report for 2d Q for per ending 6-30-23, posted on 8-20-23
Amended Annual Report and Financials for per ending 12-31-22, posted 9-12-23
Amended 1st Quarterly Report and Financials for per ending 3-31-23, posted on 9-12-23
Amended 2d Quarterly Report and Financials for per ending 3-31-23, posted on 9-12-23
2d Amended Annual Report for per ending 12-31-22, posted on 9-26-23
2d Amended 1st Q Report for per ending 3-31-23, posted on 9-26-23
2d Amended 2d Q Report for per ending 6-30-23, posted on 9-26-23
3d Quarter Report and Financials for per ending 9-30-23, posted on 11-21-23
Annual Report for per ending 12-31-23, posted on 4-15-24
Amended Annual Report for per ending 12-31-23, posted on April 29, 2024.
Notification of Late Filing of 1st Quarterly Report for March 31, 2024, posted on May 14, 2024
The following New Amended Reports with a new Accounting Firm and GAAP PCOAB Auditors:
Quarterly Report- 1 Q Report and Financials re-posted with date stamp correction 09/09/2024.
Quarterly Report 2 Q Report and Financials re-posted with date stamp correction 09/09/2024.
Annual Report-Annual Report for per ending 12/31/2023 posted on 8/22/2024.

Regarding the common stock of the Issuer, (the "Securities"), the Company reported that as of December 31, 2023, it had (249,094,757) two hundred forty-nine million ninety-four thousand seven hundred fifty-seven shares of common stock issued and outstanding. The Company reported the same issued and outstanding for the period ending June 30, 2024 in its 2nd Quarter Report. The Company also stated as of the same date, it had one million shares of its Preferred Series A stock issued and outstanding. The company reported 226 total shareholders as of December 31, 2023.

In the opinion of the undersigned, the filings and information published described above (i) constitutes "adequate current public information" concerning the Securities of the Issuer and "IS available" within the meaning of Rule 144(c)(2) under the Securities 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 (the "Exchange Act"), (iii) complies as to form with the OTC Markets Group's Pink Basic Disclosure Guidelines, which are located on the Internet at www.otcmarkets.com, and (iv) has been posted through the OTC Disclosure & News Service. So on file are the: (a) annual disclosures and

financial statements for December, 2022; (b) annual and quarterly disclosures and financial statements for 2023; and they comply as to form with the OTC Markets Group's Pink Basic Disclosure Guidelines which are located on the Internet at www.otcmarkets.com, Furthermore, after reasonable investigation I have no reason to believe that such information contained an untrue statement of a material fact or omitted to state a material fact in order to make the statements made, in light of the circumstances under which they were made, not misleading.

As of September 1, 2024, the issuer's stock was not subject to any stock deposit restriction "chill" by the Depository Transfer and Trust Company. There are no restrictions on deposits of the issuer's stock into the DTCC system.

In rendering the statements in this letter, I rely upon:

- a) The fact that each person I discussed these matters with for the issuer or otherwise have been truthful in their representations,
- b) That all signatures were genuine,
- c) The legal capacity of each person,
- d) That each person had the authority to act for the issuer or third party,
- e) That there has been no modifications or revisions or any document or contract for which I relied upon,
- t) As to any fact or representation made to me for which I relied, there has been no mistake of fact, duress or fraud.

I have not completed any independent investigation of the representations, nor have I had the financials audited. The financials have been reviewed and approved by the PCAOB qualified auditing firm named herein.

This letter is addressed to OTC Markets Group Inc. ("OTC Markets Group") and OTC Markets Group is entitled to rely on this Letter/Opinion in determining whether the Issuer has made adequate current information publicly available within the meaning of Rule 144(c)(2) under the Securities Act of 1933. The undersigned has completed and forwarded The Attorney Letter Agreement to the OTC Markets.

The under-signed is relying on certain information obtained from public officials, officers of the Company, and other sources, and those sources and documents are believed to be reliable.

The person responsible for preparing the financial statements of the Issuer contained in the Information is Gbenga Oladele, of Toronto, Canada, his title is Chartered Accountant and is well qualified to prepare financial statements as a result of his having a college degree in Accounting and from his certification as a Chartered Accountant in Canada and the United States, making him an educated and trained Accountant. He operates under the supervision of Dionysios Apostolopoulos, the issuer's Chief Financial Officer. The financial statements have been prepared pursuant to GAAP protocols and they have been PCAOB accountant reviewed.

GAAP review has been completed by Olayinka Oyebola & Co. 43 Churchgate St Lagos 1 , Nigeria. Olayinka Oyebola & Co. are PCAOB Member Auditors And Chartered Accountants.

The Issuer's transfer agent is American Stock Transfer (the "Agent") whose address is 6201 15th Ave., Brooklyn NY 11219, tel. 1-800-937-5449/602-759-5510, www.astfinancial.com. The Agent is registered with the SEC as such under the Securities Act. I verified the veracity of the issuer's statement regarding the amount of shares issued and outstanding by examining the shareholder records supplied to me by the Issuer's Board of Directors, which included a shareholder log

The undersigned attorney has personally met, via video conferencing with the management of the Company and a majority of the Board of Directors of the Issuer, namely Peter Koley, Angelo D'Anzi and Dionysios Apostolopoulos. We discussed the filing, materials, and financials and they verified that they were all correct. I have subsequently followed up with management via telephone.

To my knowledge, after inquiry of management and the directors of the Issuer, the Company has not purchased any of its own securities nor are there any outstanding warrants. Also, no holder of five percent (5%) or more of the issuer's securities, nor the undersigned counsel is currently the subject of an investigation by any federal or state regulatory authority for any violation of federal or state securities laws.

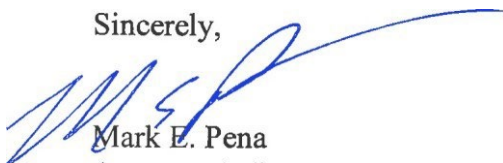
The company is not a shell company as defined by Section of 405 of the Act and Rule 12b(2) of the Exchange Act as a review of the financials shows that it has maintained nominal operations throughout, although it may have been deemed a shell company in the past, it has never been a check book shell corporation. Management verified to me that the Issuer has maintained operations throughout since and two of its subsidiaries have employees and operations in alternative fuel and energy development. No other counsel has assisted me with this opinion letter. I do not rely on the work of any other counsel in rendering this opinion letter. The financials do report zero cash on hand and sales for 2023, however, the financials also state that it booked a 12,000,000 asset acquired on the financials, and had sales receipts through December 2022.

The company's accountant passed away during the fiscal year and management decided that to be on the safe side, it would error on the side of caution and deem the activity as zero revenues for 2023, although it maintained its business activities in the Development and deployment of Metaverse, Virtual Reality hardware and software and investment in alternative Renewable energy. Specifically to this issue, the financials reflect general and administrative expenses of \$17,853 for the period ending June 30, 2024 and \$4,454,526 for fiscal 2023 ending. Also, in the June 30, 2024 2nd quarter report, the company reported a stockholder equity in the amount of \$11,369,147. Again, I note that the financials are not audited but have been reviewed by a PCAOB qualified auditing firm.

I am a US citizen and a Florida resident and have been retained by the Issuer for this letter and am not nor ever have been an insider, affiliate, control person, Officer or Director of the Issuer. I have been in the practice of law since 1994, which includes securities matters, securities litigation, opinion letters, Regulation D filings and commercial transactions and regulatory compliance. The undersigned is authorized to practice law in the jurisdictions covered by this Letter/Opinion, including opining on the laws of the United States. The undersigned is authorized to practice before the Securities and Exchange Commission (the "SEC") and the federal courts of the Middle District of Florida and in the past has been admitted pro hac vice to practice in the Southern District of Texas I am admitted to practice in the State Courts of Florida under The Florida Bar. I have never been suspended or proscribed from practicing law by any Bar Association or State panel, nor by the Securities & Exchange Commission, FINRA or any other regulatory or administrative Court, Association or agency. There are no current open investigative files on me with any federal or state securities regulatory agency or commission nor has there been in the past five years, including the SEC, the US Commodity Futures Trading Commission, FINRA or any other federal, state or foreign regulatory agency. In the past five years, I have not been named as a defendant in a civil or criminal case in State court in Florida. I have not "charged" with anything. This letter has been prepared and to be construed in accordance with the Report on Standards for Florida Opinions dated April 8, 2008, as amended and supplemented, issued by the Business Law Section of the Florida Bar (the "Report"). The Report is incorporated by reference into this opinion letter.

OTC Markets only, and no other person is hereby given full and complete permission and rights to rely on and publish this letter as part of its determination whether the Issuer has made adequate current information available within the meaning of the rule 144(c) (2) under the Securities Act of 1933. This opinion is rendered solely to OTC Markets and no person other than OTC Markets is entitled to rely upon it. I grant OTC Markets full and complete permission and rights to publish this opinion through the OTC Disclosure & News Service for viewing by the public and regulators and I completely authorize the publication of same through the OTC Disclosure & News Service for public viewing. However, no other person, entity, agency or body may rely on any of the assertions or implications made herein, as defined in the Florida Standards For Opinions as revised. If you have any further questions, feel free to contact me directly.

Sincerely,



Mark E. Pena

Attorney At Law