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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: Adequacy of Current Information for Premier Biomedical Inc. (OTC-PINK: “[BIEI](#)”), now known as Premier Graphene, Inc., Annual Financial Statements and Information and Disclosure Statements for the fiscal years ended December 31, 2023 and 2022

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 is not currently, nor has been in the past five years, suspended or barred from practicing in any state or other jurisdiction, nor has Counsel been charged in a civil or criminal case.

My firm has been retained by Premier Biomedical Inc., now known as Premier Graphene, Inc. (“BIEI” or the “Company”) (see footnote (1) below) 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”). The Company 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.

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 December, 31 2023

and 2022.

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 Group, 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. All such sources were deemed reliable. 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

I have reviewed all of the consolidated Quarterly and Annual Reports for the periods ending December 31, 2022 through December 31, 2023 posted on www.otcmarkets.com through the OTC Disclosure & News Service between April 4, 2023 and April 1, 2024 (collectively, the “Information”). These reports include: an Annual Report (Amended) for the year ended December 31, 2022, posted on 4/4/23; both a Quarterly Report (and an Amended Quarterly Report) for the three months ended March 31, 2023, each posted on 5/22/23; a Quarterly Report for the three months ended June 30, 2023, posted on 11/15/23; and a Quarterly Report for the three months ended September 30, 2023, also posted on 11/15/23. Finally, I have reviewed the Annual Report for the Year Ended December 31, 2023 which was posted 4/1/2024, and a Quarterly Report for the three months ended March 31, 2024, posted on 5/20/24.

The Company’s financial statements, although un-audited, were prepared by William (Liam) 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. Mr. Tynan has represented a clear understanding of public company accounting best practices.

The Company’s transfer agent is Issuer Direct Corporation, One Glenwood Avenue, Suite 1001, Raleigh, NC, 27603, ph. 919-481-4000, email: info@issuerdirect.com (the “Transfer Agent”). The Transfer Agent is registered under the Exchange Act. Information regarding the accuracy of the shareholder’s list and the issued and outstanding shares of the Company can be confirmed with the Transfer Agent.

Additionally, I have met personally (via telephone conference) with the current CEO and sole director of the Company, Ivan Mendez, to discuss this information 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 knowledge of Counsel, after inquiry of management and the director of the Company, neither the Company nor Counsel nor any 5% holder of the Company's securities is currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws.

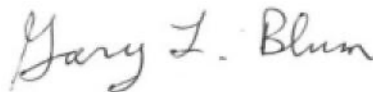
3. Legal Conclusions

The legal opinion as expressed in this letter is that the consolidated Quarterly and Annual Reports and filings for the period as filed via the OTC Markets Group News and Disclosure service constitutes: (1) "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; which (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 Company under Rule 15c2-11 of the Exchange Act of 1934; that (3) complies with the OTC Group Markets, Inc. Pink Basic Disclosure Guidelines, which are located on the internet at www.otcmarkets.com, as they pertain to providing adequate and current information about the Company; and (4) the statement has been posted through 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.

Regarding the Company's "shell" status as that term is defined in Rules 405 of the Securities Act of 1933 and 12b-2 of the Exchange Act of 1934, the Company's predecessor, a Nevada corporation, was not a "shell company." The Company completed a reorganization in August 2020 into a Colorado corporation named Premier Holding Corp., and based on recent Company activity and efforts, the Company currently appears not to be 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.

Kind Regards,



Gary Blum, Esq.

- (1) Premier Biomedical Inc., a Nevada corporation, underwent a reorganization in August 2020 whereby it became a successor Colorado corporation named Premier Holding Corp., then renamed to Premier Graphene, Inc. (the "Company" herein). However, the name change has yet to be approved by FINRA; hence, the use of the predecessor's name in this Letter.

