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10/28/2024

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

**Re: Agri-Dynamics, Inc. (the “Issuer”)
Unaudited Consolidated Financial Statements for the Years
Ended June 30, 2024**

Dear OTC Markets Group:

I have been engaged by the Issuer to provide an opinion with respect to Report (filed in accordance with OTC Pink Basic Disclosure Guidelines) publicly disclosed by the Issuer and published with the OTC Disclosure and News Service on September 21, 2024. The opinion is solely for the information of the addressee hereof, and OTC Markets Group is entitled to rely on such letter 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 grants OTC Markets Group full and complete permission and rights to publish the letter in the OTC Disclosure and News Service for viewing by the public and regulators.

I am a U.S. resident. I was retained by the Issuer for the purpose of rendering this opinion and related matters. I serve as counsel to the Issuer on an ongoing basis for general legal matters including advice on securities. I’ve been retained for the rendering of this opinion.

I am licensed to practice law in the State of New York and was admitted to the Bar of the State of New York. I have never been suspended or barred from practicing in any state or jurisdiction, nor have I ever been charged in a civil or criminal case related to the practice of law. I am permitted to practice before the Securities and Exchange Commission (“SEC”), have never been barred from practice before the SEC, and have not been the subject of an investigation, hearing or proceeding by any regulatory body. The laws of the State of New York and of the United States shall be the jurisdictions covered by this letter.

In connection with the opinion set forth below, I have examined such corporate records and documents as I deemed necessary or appropriate as a basis for the opinion hereinafter set forth. In such examination, the genuineness of all signatures set forth on each document has been assumed, as well as the authenticity of all original documents and the conformity to the original documents of all copies of such documents as may have been supplied during the course of examination. To the extent that I relied upon information obtained from public officials, officers of the Issuer or other sources, I believe all such sources to be reliable.

For the purpose of rendering this opinion, I have specifically reviewed the following documents:

Unaudited Consolidated Financial Statements for the Years Ended June 30, 2023 and 2024

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines for the Period Ending June 30, 2024

Agri-Dynamics Shareholder Report as of September 21, 2024

I have reviewed the Report published by the Issuer on the OTC Disclosure and News Service, as well as documents provided by the Transfer Agent. I personally been in contact with the consultants retained by the Issuer and it's insiders for the purposes of preparing financial statements and reports on behalf of the Issuer. We've discussed the Report and all information that I have reviewed for the preparation of this opinion letter.

In my opinion, the Report published on the OTC Disclosure and News Service on September 21, 2024 (i) constitutes "adequate and current public information" concerning the Issuer and its common stock (the "Securities") 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 OTC Pink Basic Disclosure Guidelines, which are located at www.otcm Markets.com; and (iv) has been posted in the OTC Disclosure and News Service.

The Issuer's unaudited financial statements for the years 2023 and 2024 included in the Report were prepared by Paul Riss, the Issuer's consultant retained for the purposes of preparing financial statements and reports.

The Issuer's transfer agent is Securities Transfer Corporation located at 2901 Dallas Parkway, Suite 380, Plano, Texas, 75093. Securities Transfer Corporation is registered with the SEC. I have reviewed the List of Shareholders as of September 21, 2024 prepared by the transfer agent and the in order to verify that the outstanding share amount as disclosed in the Report is correct.

Based on my review of the current and historical financial statements of the Issuer, publicly available reports of the Issuer, and relevant information made available to me by the Issuer, it is my opinion that the Issuer is not a "shell company", as defined in Rule 405 under the Securities Act of 1933 and Rule 12b-2 under the Exchange Act.

To the best of my knowledge after reasonable inquiry of the Issuer's management, there is no officer, director, 5% holder, or counsel to the Issuer currently under investigation by any federal or state regulatory agency for any violation of federal or state securities laws.

This opinion is solely for the information of the addressee hereof and is not to be quoted in whole or in part or otherwise referred to, nor is it to be filed with any governmental agency or other person without prior written consent. Other than the addressee hereof, no person or entity is entitled to rely on this opinion.

Sincerely



Oliver Budde