

Vernon Evans, Esq.

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September 6, 2024

To: OTC Markets Group, Inc.
304 Hudson Street, 2nd Floor
New York, NY 10013

Re: **EQ Labs, Inc. (EQLB)**
Opinion Letter for the Periods Ending June 30, 2024

Ladies and Gentlemen:

I have been retained by EQ Labs, Inc. (“Issuer”), a Florida Corporation [a non-reporting company trading on the OTC Markets- OTC Pink Current Information] to present to OTC Markets Group, Inc. an opinion for the unaudited financial and disclosure statement for the 3-month period that ended June 30, 2024, for the dissemination into the OTC Disclosure and News Service. This opinion is solely for the information of the addressee hereof and OTC Market Group, Inc. is entitled to rely on this 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, as amended (the “Act”). I, the undersigned, consent to having this letter posed by the Issuer, and to have it published, accompanying their disclosure in the OTC Markets News Service.

I am a U.S. resident, and I am licensed to practice law in the California (Bar No. 300381) and Nevada (Bar No. 14705). The laws of the United States are the only jurisdiction covered by this letter. This letter does not rely on the work of any other counsel. I am permitted to practice before the Securities and Exchange Commission (the “SEC”) and have never been barred from practice in any of the foregoing jurisdictions. I have been retained by the Issuer for the purpose of rendering this letter and related matters. I am the beneficial owner of 5,000,000 shares of the Issuer's stock. The shares were part of an agreement on June 1, 2017, between the Issuer and I to render legal services in exchange for the shares. The Issuer and I have no agreement for me to receive any future shares as a payment for services. I am not currently, nor have I ever been suspended or barred from practicing in any state or jurisdiction, and I have not been charged in a civil or criminal case in the past five years.

Facts and Assumptions

In rendering this opinion, I have investigated such matters and examined such corporate records and other documents and such questions of law, as I deemed necessary. In examining the documents, I have assumed the genuineness of signatures (both manual and conformed), the authenticity of documents submitted as originals, the conformity with originals of all documents furnished as copies and the correctness of facts set forth in such documents. Nothing came to my attention during my investigation that led me to conclude that any such documents were not genuine, or reliable, or that the facts set forth therein were not true. Any opinion expressed herein

relates only to the Issuer and its securities. This opinion should not be relied upon by any other person in connection with any other transaction.

Inquiry and Investigation

As to matters of fact upon which I have relied and obtained from Officers and directors of the Issuer and other sources, I have believed such sources to be reliable. Based upon such investigation, to the best of my knowledge, neither the Issuer, its officers and directors, any holder of 5% nor more of the securities of the Issuer, nor counsel for the Issuer is currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws.

In addition, I have viewed the information filed by the Issuer and posted on www.otcmarkets.com, including, without limitation:

- Quarterly Report - Quarterly Disclosures and Financials for the period ending June 30, 2024; posted on August, 28 2024
- Quarterly Report - Quarterly Disclosures and Financials for the period ending March 31, 2024; posted on April 29, 2024;
- Annual Report -- Amended Disclosures and Financials for the period ending December 31, 2023; posted on March 4, 2024;
- Annual Report – Disclosures and Financials for the period ending December 31, 2023; posted on February 21, 2024;
- Quarterly Report – Amended Disclosures and Financials for the period ending September 30, 2023; posted on February 20, 2024;
- Quarterly Report – Disclosures and Financials for the period ending June 30, 2023;
- posted on November 13, 2023;
- Annual Report – Disclosures and Financials for the period ending December 31, 2022; posted on May 16, 2023;
- Quarterly Report – Disclosures and Financials for the period ending September 30, 2022; posted on May 12, 2023;
- Annual Report – Disclosures and Financials for the period ending December 31, 2021; posted on March 23, 2022;
- Quarterly Report – Disclosures and Financials for the period ending September 30, 2021; posted on November 22, 2021;
- Quarterly Report – Amended Disclosures for the periods ending June 30, 202, and March 31, 2021; posted on November 8, 2021;
- Quarterly Report – Financials for the period ending June 30, 2021, and 2020; posted on September 26, 2021;
- Annual Report – Disclosure for the period ending December 31,2020; posted on September 26, 2021;
- Annual Report – Financials for the period ending December 31,2020; posted on September 26, 2021;
- Amended Annual Report - Disclosure for the period ending December 31, 2019; posted on April 17, 2020;
- Annual Report - Financials for the period ending December 31, 2019; posted on March 23, 2020;
- Quarterly Report – Disclosure- Amended for the period ending September 30, 2019; posted on January 8, 2019;
- Quarterly Report – Disclosure- Amended for the period ending June 30, 2019; posted on January 8, 2019;

- Quarterly Report – Financials- Amended for the period ending September 30, 2019, and 2018; posted on December 2, 2019;
- Quarterly Report – Financials- Amended for the period ending June 30, 2019; posted on August 15, 2019;
- Quarterly Report – Disclosure- Amended for the period ending March 31, 2019; posted on July 15, 2019;
- Annual Report – Disclosure for the period ending December 31, 2018; posted March 15, 2019;
- Annual Report – Financials for the period ending December 31, 2018; posted on March 15, 2018;
- Quarterly Report – Disclosure- Amended for the period ending September 30, 2018; posted on December 4, 2018;
- Quarterly Report – Quarterly Report for the period ending September 30, 2018; posted on November 28, 2018;
- Quarterly Report – Amended Disclosure for the period ending June 30, 2018; posted on August 20, 2018;
- Quarterly Report – Financials for the period ending June 30, 2018; posted on August 3, 2018;
- Quarterly Report – Disclosures for the period ending March 31, 2018; posted on May 15, 2018; and
- Quarterly Report – Financials for the period ending March 31, 2018; posted on May 15, 2018.

Regarding the common stock of the Issuer in the opinion of the undersigned, the report for the period ended June 30, 2024, submitted to OTC Markets on August 28, 2024 (i) constitutes “adequate content public information” concerning the Securities if the Issuer and “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 under Rule 15c2-11 under the Securities Exchange Act of 1934 (the “Exchange Act”), (iii) complies as to form with the Pink Sheets Guidelines for Providing Adequate Current Public Information, which are located on the internet at www.otcmarkets.com, and (iv) has been posted in the OTC Disclosure and News Service. Furthermore, after reasonable investigation, I have no reason to believe that such information contained an untrue statement of 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.

Lowell Holden is the person responsible for preparing the unaudited financial statements contained in the report. Since 1983, Mr. Holden has owned and operated his own consulting firm, which provides business consulting, accounting, and other services to businesses. Mr. Holden also served in the capacity of CFO for several public companies. Mr. Holden has a broad range of business experience including managing, securing financing, structuring of transactions, and is experienced and knowledgeable in managing relationships with customers, financing institutions and stockholders. Mr. Holden also has a background in assisting numerous public companies in fulfilling their financial auditing and SEC reporting requirements. Mr. Lowell Holden has a Bachelor of Science degree from Iowa State University. In my opinion, Mr. Holden has the qualifications needed to prepare unaudited financial statements for the Issuer.

The Issuer’s transfer agent is Pacific Stock Transfer Co., 6725 Via Austi Pkwy, Suite 300 Las Vegas, NV 89119 (“Pacific Stock”). Pacific Stock is registered with the SEC.(i) I have

confirmed the number of shares of the Issuer issued outstanding (2,536,416,005 shares) as of June 30, 2024, is consistent with the corporate records of the Issuer. I have personally met with Maurice Owens, who represents a majority of the directors of the Issuer. (ii) I have reviewed the information, as amended, published by the Issuer through the OTC Disclosure & News Service and (iii) discussed the information with management and a majority of the directors of the Issuer.

To the best knowledge of counsel, after inquiry of management and the directors of the Issuer, whether or not the issuer of Securities, any 5% holder, or counsel is currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws.

Counsel for EQ Labs, Inc. is not currently, nor has he ever been the subject of an investigation, hearing, or proceeding 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.

Conclusion

No person other than OTC Markets Group is entitled to rely on this letter but must grant OTC Markets Group full and complete permission and rights to publish the letter through the OTC Disclosure & News Services for public viewing. The issuer is not a “shell company” as defined in Rules 405 of the Securities Act of 1933 and 12B-2 of the Exchange Act of 1934. The Issuer has assets and engages in business. Accordingly, it is not a shell.

Sincerely,

Vernon Evans

Vernon Evans, Esq.