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October 7, 2024

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

RE: Bagger Dave's Burger Tavern, Inc. – OTC Markets Attorney Letter
[J&H File No. 4094.00]

Dear Sir or Madam:

This firm represents Bagger Dave's Burger Tavern, Inc. ("Issuer") and we have been retained by the Issuer for the purpose of rendering this letter and related matters. The undersigned is a U.S. resident. This law firm is independent of the Issuer and we serve as the Company regular disclosure counsel. This firm and its attorneys do not beneficially own any securities of the Issuer and there is no agreement to receive any securities for services in the future.

We have examined such documents, corporate records and other instruments as have been provided to us for the purpose of writing this letter and have considered such questions of law as we have considered necessary and appropriate for the purpose of preparing this letter.

We are licensed to practice law only in the States of Georgia and Tennessee, and we express no opinions with respect to the effect of any laws other than the laws of those states and the federal laws of the United States of America. The undersigned is not currently and has never been suspended or barred from practicing law in any state or jurisdiction. Moreover, the undersigned has not been charged by any governmental entity in a civil or criminal case.

The undersigned is permitted to practice before the United States Securities Exchange Commission ("SEC"), and has not been prohibited from practicing before the SEC. The undersigned is not currently, to our knowledge, and has not in the past five (5) years been the subject of an investigation hearing or proceeding by the SEC, CFTC, FINRA or any other state or foreign regulatory agency.

As to matters of fact, we have relied in part on originals or copies, certified or otherwise identified to our satisfaction of such records of the Company and such agreements, certificates of public officials, information obtained from public officials, certificates of officers, information obtained from officers and directors of the Company or representatives of the Company, and others, and such other statements, documents, certificates and corporate or other records as we have deemed necessary or appropriate as a basis for this letter, and we believe all such sources to be reliable.

In connection with the preparation of this letter, we have specifically reviewed the following documents filed on OTC Disclosure and News Service:

Amended Annual Report for the period ending December 31, 2023, submitted on September 12, 2024;
Annual Report for the period ending December 26, 2023, submitted on February 13, 2024;
Quarterly Report for the period ending September 30, 2023, submitted on September 10, 2024;
Amended Quarterly Report for the period ending June 30 2023, submitted September 11, 2024; and
Amended Quarterly Report for the period ending March 31, 2024, submitted on September 10, 2024.

The filings listed above contain the information concerning the Issuer and the Securities that are publicly available on the OTC Disclosure and News Service. ("Information").

Based on our review, we believe that: (i) the Information constitutes "adequate current public information" concerning the Securities and 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 will be required to obtain from the Issuer to publish a quotation for the securities under Rule 15c2-11 under the Securities Exchange Act 1934 ("Exchange Act") (iii) complies as to form with the OTC Markets Group's OTC Pink Disclosure Guidelines, which are located on the internet at www.otcmarkets.com and (iv) has been posted through the OTC Disclosure and News Service.

The financial statements contained in the Information were not audited, but were prepared by Mr. Kenneth Brimmer, our CFO. Mr. Brimmer has years of experience as principle financial officer of public and private companies.

Based on our review of the Information and our interviews with management, the Issuer is not currently a shell company as that term is defined in Rule 405 of the Securities Act of 1933 and 12b-2 of the Exchange Act of 1934, and to our knowledge, neither the Issuer nor its predecessors were shell companies in the past.

The Issuer's transfer agent is Pacific Stock Transfer Company, 725 Via Austi Parkway, Suite 300, Las Vegas, NV 89119 and the transfer agent has represented to the Issuer that it is registered with the SEC. The number of outstanding shares set forth in the Annual Report was obtained from the shareholders' list provided by the Transfer Agent.

The undersigned has personally (i) met with management and a majority of the directors of the Issuer by teleconference, (ii) reviewed the Information, as amended, published by the Issuer through the OTC Disclosure and News Service and (iii) discussed the Information with management and a majority of the directors of the Issuer.

The following individuals are the only officers, promoters, directors or control persons of the Issuer:

Kenneth Brimmer
405 Main Avenue West, 2D
West Fargo, ND 58078

Gary Copperud
405 Main Avenue West, 2D
West Fargo, ND 58078

Jeffrey Zinnecker
405 Main Avenue West, 2D
West Fargo, D 58078

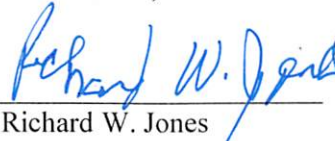
The undersigned has made specific inquiry of the individuals listed above and based on such inquiries and other information available to us there were no sales of securities made by the Insiders listed above within the twelve month period prior to the date of this letter. Nothing has come to our attention indicating that any of the Insiders are in possession of any material non-public information regarding the Issuer or the securities that would prohibit the Insiders from buying or selling the securities under Rules 10b-5 or 10b5-1 under the Exchange Act.

To the best knowledge of the undersigned and after inquiry of management and the directors neither the Issuer, any 5% holder nor counsel is currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws.

This letter is submitted to the OTC Markets Group and no person other than the OTC Markets Group is entitled to rely on it to determine if the issuer has made adequate information currently available within the meaning of Rule 144(c)(2) under the Securities Act of 1933. However, the Firm hereby grants OTC Markets Group and only the OTC Markets Group full permission and rights to publish this letter through the OTC Disclosure and News Service for viewing by the public and regulators. Moreover, the OTC Markets Group 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.

Sincerely,

JONES & HALEY, P.C.

By: 
Richard W. Jones

RWJ:bas