

September 13, 2024

Via OTCIQ.COM Upload Only

OTC Markets Group, Inc.  
304 Hudson Street, 3<sup>rd</sup> Floor  
New York, NY 10013  
issuers@otcmarkets.com

Re: Attorney Letter Regarding Current Public Information: Annual Report for the Period Ending May 31, 2024 Digital Utilities Ventures, Inc (OTC Pink: DUTV)

Ladies and Gentlemen:

Please be advised that I (the “Counsel”) have been retained by Digital Utilities Ventures, Inc., a Delaware Corporation (the “Issuer”), for the purpose of rendering this letter (the “Letter”) to you and for other corporate matters.

Counsel (i) is a United States resident, (ii) is licensed to practice law in the State of Florida, (iii) is entitled to practice before the United States Securities and Exchange Commission (the “SEC”) and has not been prohibited from practice thereunder, (iv) is not currently, and has not been in the past five (5) years subject to an investigation, hearing, or proceeding by the SEC, the U.S. Commodity Futures Trading Commission, the Financial Industry Regulatory Authority, or any other federal, state or foreign regulatory agency, and (v) is not currently and has not been in the past five (5) years suspended or barred from practicing in any state or jurisdiction, or charged in a civil or criminal case. Additionally, Counsel (i) does not beneficially own any shares of the Issuer’s stock (or any other securities of the Issuer) and (ii) has not received any shares of the Issuer’s stock (or any other securities of the Issuer)

Counsel has examined such corporate records and other documents and such law as Counsel has deemed necessary or appropriate for the purpose of rendering this Letter. In connection with preparing this letter, Counsel has examined the following specific documents, (collectively the “Information”), and each of which are available through the OTC Disclosure & News Service published thereto on the dates indicated:

Issuer’s Annual Report – Annual Report for the Period Ending May 31, 2024, posted on September 13, 2024  
Issuer’s Quarterly Report – Third Quarterly Report for the Period Ending February 29, 2024, posted on April 15, 2024  
Issuer’s Quarterly Report – Second Quarterly Report for the Period Ending November 30, 2023, posted on January 16, 2024  
Issuer’s Quarterly Report – Amended First Quarterly Report for the Period Ending August 31, 2023, posted on November 8, 2023  
Issuer’s Annual Report – Amended Annual Report for the Period Ending May 31, 2023, posted on November 8, 2023  
Issuer’s Annual Report – Annual Report for the Period Ending May 31, 2023, posted on October 30, 2023

Additionally, Counsel has (i) met with management and the sole officer and director of Issuer, Mr. Mark Gaalswyk, via telephone, (ii) reviewed the Information published by the Issuer through the OTC Disclosure & News Service, and (iii) discussed the Information with management and the sole director for the Issuer.

The financial statements contained in the Information for the fiscal year ending May 31, 2024 are unaudited financial statements prepared by Sarah Ahmed, an accountant serving as an Assistant Director of Operations at the AMN, a group of independent accountants. According to the Issuer: Ms. Ahmed joined PricewaterhouseCoopers in 2013 as an intern within the audit and assurance department where she was later promoted to audit associate; before joining the AMN in 2020, she served as an assistant manager and compliance officer for the local subsidiary of an international firm, where she finalized the financial statements in accordance with statutory applicable financial reporting framework (IFRS & US GAAP), and she was an accountant for several smaller reporting companies registered with the SEC; and she has a Master of Professional Accountancy degree from Virtual University and a Bachelor of Commerce from Allam Iqbal University with Audit, Taxation and Accounting as majors.

The Issuer's transfer agent, Pacific Stock Transfer Co., is registered with the SEC. A Shareholder list dated as of May 31, 2024 was used by me and the Issuer to confirm the number of outstanding shares set forth in the Annual Report – Annual Report for the Period Ending May 31, 2024, uploaded on September 13, 2024.

OTC Markets Group Inc. (“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) promulgated under the Securities Act of 1933, as amended (the “Securities Act”). No person or entity other than the OTC Markets Group is entitled to reply upon this Letter. OTC Markets Group is hereby granted full and complete permission and rights to publish this letter through the OTC Disclosure & News Service for viewing by the public and regulators. Based upon the foregoing, Counsel is of the opinion that the Information: (i) constitutes “adequate current public information” concerning the Issuer and its securities and “is available” within the meaning of Rule 144(c)(2) promulgated 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 promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), (iii) complies as to form with OTC Markets Group's OTC Pink Basic Disclosure Guidelines, which are located on the internet at [www.otcmarkets.com](http://www.otcmarkets.com), and (iv) has been posted through the OTC Disclosure & News Service.

To the best of my knowledge, based solely on inquiry of management and the directors of the Issuer, neither the Issuer, any holder of 5% or more of the Issuer's securities, nor counsel is currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws.

The Issuer is not a “shell company” as such term is defined in Rule 405 promulgated under the Securities Act of 1933 and Rule 12b-2 promulgated under the Exchange Act of 1934, but it was a “shell company” previously.

Counsel has relied on information obtained from public records, officers of the Issuer, and other sources. Counsel has no reason to believe that the records, certificates, or other documents of the Issuer (that Counsel has reviewed) are not accurate, authentic, or reliable. The opinion expressed above is subject to the following assumptions, exceptions and qualifications:

(a) Counsel has assumed that (i) all information in all documents reviewed by us is true and correct; (ii) all signatures on all documents reviewed by us are genuine; (iii) all documents submitted to us as originals are true and complete; (iv) all documents submitted to us as copies are true and complete copies of the originals thereof; and (v) each natural person signing any document reviewed by us had the legal capacity to do so.

(b) Counsel has made no independent investigation as to the accuracy or completeness of any factual matters contained in the records, documents and certificates that Counsel has reviewed in connection with the foregoing opinion. Additionally, Counsel has not undertaken any independent investigation or other process to verify the accuracy of any of the financial information or financial statements included within the subject filings and has relied exclusively on the information provided by management and the Issuer accountant in issuing this opinion.

(c) Counsel is admitted to practice law in the State of Florida. The opinion expressed above is limited to the federal laws of the United States of America and the laws of the state of Florida. No other opinion is expressed regarding the law of other jurisdictions, choice of law, or conflict of law and this Letter does not rely on the work of other counsel.

(d) Counsel is permitted to practice before the SEC and has not been prohibited from practice thereunder.

Counsel expresses no opinion as to any matter other than as expressly set forth above, and no opinion on any other matter may be inferred or implied from this Letter. The opinions expressed herein are given as of the date of this Letter, and Counsel disclaims any obligation to advise you of any change in any matter set forth herein.

Sincerely,

*James Byrd*  
James S. Byrd, Esq.

JSB:mem

cc: Digital Utilities Ventures, Inc.