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September 25, 2024

OTC Markets Group Inc.
300 Vesey Street, 12th Floor
New York, NY 10282
Phone: +1 212.896.4400

Re: Metavesco Inc.
Attorney Letter for Disclosure Statements pursuant to Pink Basic Disclosure Guidelines

Ladies and Gentlemen:

May it be advised that I, Jessica Haggard, (“Counsel”) have served as securities counsel to Metavesco Inc. (the “Issuer”) and has been asked to render this attorney letter (“Letter”) to OTC Markets Group, Inc. (“OTC Markets”) as to the Issuer’s compliance with its Disclosure Statements for the fiscal year ended June 30, 2024, pursuant to the OTC Pink Basic Disclosure Guidelines. OTC Markets is entitled to rely on the 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 “Securities Act”).

Counsel: (i) is a resident of the United States, (ii) resides in the State of California, (iii) is admitted to practice law in the State of Missouri, (iv) is permitted to practice before the Securities and Exchange Commission (the “SEC”) and has not been prohibited from practice thereunder, (v) does not beneficially own any securities of the Issuer, (vi) has not received, and does not have an agreement to receive in the future, shares of the Issuer’s securities, in payment for services, and (vii) is not now, nor in the past five years, been: (a) 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; (b) suspended or barred from practicing in any state or jurisdiction, or (c) charged in a civil or criminal case.

Counsel has examined such corporate records and other documents and such questions of law as it considered necessary or appropriate for purposes of rendering this Letter. In connection with the preparation of this Letter, Counsel has reviewed the following specific documents concerning the Issuer and its securities (the “Information”), which Information is publicly available through the OTC Disclosure & News Service and located on the internet at: <https://www.otcmarkets.com/stock/MVCO/disclosure>.

Publish Date	Title	Period End Date
9/25/24	<u>Annual Report</u>	6/30/24
9/20/24	<u>Supplemental Information</u>	6/30/24
9/16/24	<u>Supplemental Information</u>	6/30/24
9/12/24	<u>Supplemental Information</u>	6/30/24
8/20/24	<u>Supplemental Information</u>	6/30/24
5/15/24	<u>Quarterly Report</u>	3/31/24
2/14/24	<u>Quarterly Report</u>	12/31/23
	<u>Supplemental Information -</u>	
	<u>Metavesco Approves \$1</u>	
2/1/24	<u>Million Stock Buyback</u>	12/31/23
	<u>Supplemental Information -</u>	
	<u>Entry Into Material</u>	
1/26/24	<u>Definitive Agreement</u>	12/31/23
	<u>Quarterly Report -</u>	
11/15/23	<u>Amended</u>	9/30/23
11/14/23	<u>Quarterly Report</u>	9/30/23
10/26/23	<u>Annual Report</u>	6/30/23

The Information: (i) constitutes “adequate current public information” concerning the Issuer and the shares of common stock of the Issuer (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 of the Securities Exchange Act of 1934 (the “Exchange Act”), (iii) complies as to form with the OTC Markets Group’s Pink Basic Disclosure Guidelines, which are located on the Internet at www.otcmarkets.com; and (iv) has been posted through the OTC Disclosure & News Service.

The person responsible for the preparation of the Issuer’s financial statements is Nick Miseros, CPA, CA, LPA, Outside Accountant for the Company. Nick Miseros is licensed in Ontario Canada and holds a Public Accounting License (PAL). The financial statements are not audited.

The Issuer's transfer agent is Computershare, Inc, with its address at Dept CH 16934, Palatine, IL 60055-6934. Its telephone number is 1(866) 524-0690. The transfer agent is registered with the SEC. The method used by us to confirm the number of outstanding shares was a review of the Issuer's public filings.

Counsel has: (i) met, via email and phone, with management of the Issuer, namely, Ryan Schadel, CEO (ii) reviewed the Information published by the Issuer through the OTC Disclosure & News Service and (iii) addressed the Information with management and a majority of directors of the Issuer and has received written certification from each of them that they have reviewed the Information and certify that the Information does not contain any untrue statement of material fact or omit to state a material fact that would make the Information not misleading and agree with its contents.

As to matters of fact, Counsel has relied on information obtained from public officials, officers of the Issuer and other sources. Counsel has no reason to believe that such information or sources are not reliable.

To the best knowledge of Counsel, after inquiry of management of the Issuer, neither the Issuer nor any 5% shareholder of the Issuer nor Counsel is currently under investigation by any federal or state regulatory authority for any violations of federal or state securities laws.

Shell Analysis

The Company was previously a shell company under the name of its predecessor, Waterside Capital Corporation, but cured its shell status when, on September 2, 2021, the Company entered into a Stock Purchase Agreement (the "SPA") by and between (i) the Company (ii) Ryan Schadel ("Buyer") and (iii) Roran Capital, LLC ("Roran"). Roran agreed to sell to the Buyer 42,476,660 shares of common stock of the Company held by Roran for a total purchase price of \$385,000. In conjunction with the SPA, Roran agreed to forgive all amounts due to Roran by the Company totaling \$207,644 which is comprised of convertible note payable – related party, accrued interest payable – related party and advances from related party. The Buyer acquired 42,476,660 shares of the Company's Common Stock, representing 69.7% of the issued and outstanding shares of Common Stock. As such, the Schadel SPA resulted in a change of control of the Company.

In March 2022, the Company commenced operations as a web3 enterprise by generating income as a liquidity provider, via decentralized exchanges such as Uniswap. Additionally, the Company farms tokens via Proof-of-Stake ("PoS") protocols on decentralized exchanges, as well as centralized exchanges, including Coinbase. The Company also invests in non-fungible token ("NFT") projects and virtual land that it believes are promising, primarily on EVM protocols.

The Company currently has three operating business sectors:

- **Liquidity Provider:** In decentralized finance (DeFi), the ability to trade assets from one to another is facilitated by Liquidity Pools ("LPs") which generally contain a 50/50 balance between both underlying tokens. The Company expects to invest substantially in LPs to generate ongoing revenue. We expect that this revenue will fuel our other initiatives as we build the Company;
- **Staking:** Like LPs, staking can provide potential passive revenue to the Company. Purchasing large blocks of lucrative PoS assets to grow the passive income portfolio is expected to be a major cornerstone to our success. This is a much greener approach to the traditional Proof of Work model, which is used by Bitcoin and Ethereum. Ethereum 2.0 is expected to be on PoS in the near future and our goal is to eventually become a validator on the network; and,
- **NFT's:** The Company holds NFTs for capital appreciation and for potential income from IP licensing.

On August 29, 2022, the Company announced its plan to begin Bitcoin mining operations, and commenced those operations on February 2023, at a hosted facility in Texas.

On June 12, 2023, the Company entered into a Limited Liability Company Interest Purchase Agreement the (“Purchase Agreement”) with Eddy Rodriguez (the “Seller”). The Seller is the sole owner of Boring Brew LLC (“Boring”) and Bored Coffee Lab, LLC (“Bored”) and collectively known a Boring Brew. Under the terms of the Purchase Agreement, the Seller sold to the Company, all of the outstanding limited liability company interests in Boring and Bored for a total purchase price of \$9,245 in cash and 5,000,000 shares of common stock of the Company. Boring Brew, a web3 startup known for its unique and limited edition coffee bags. Boring Brew partners with influential NFT holders to transform their intellectual property into an exquisite collection of specialty coffee.

Due to the foregoing, it is our opinion that the Company has more than nominal operations and therefore the company is not a “shell” company, as defined in Rule 405 under the Securities Act and Rule 12b-2 under the Exchange Act.

We are opining herein as to the United States federal securities laws, and we express no opinion with respect to the applicability thereto, or the effect thereon, of the laws of any other jurisdiction or as to any matters of municipal law or the laws of any local agencies within any state. In addition, the opinions expressed in this Letter are given as of the date of this Letter and Counsel disclaims any obligation to advise OTC Markets of any change in any matter set forth herein.

No person other than OTC Markets 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. However, in connection therewith, OTC Markets is granted full and complete permission to publish the Letter through the OTC Disclosure & News Service for public viewing.

Sincerely,
/s/ Jessica M. Haggard
Jessica M. Haggard, Esq.