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*Of Counsel
J. John Combs*

July 23, 2024

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

RE: *Legal Opinion concerning Adequate Current Information of
Caduceus Software Systems Corp (Symbol – CSOC)*

Ladies/Gentlemen:

You are entitled to rely on this letter in determining whether Caduceus Software Systems Corp (the “Issuer”) has made adequate current information publicly available within the meaning of Rule 144(c)(2) under the Securities Act of 1933.

I am a resident of the United States and have been retained by the Issuer for the purpose of rendering this letter and related matters. This firm’s relationship with the Issuer includes, over and above writing this letter, serving as special securities counsel for the Issuer, which duties include preparing or reviewing disclosure information and press releases, interfacing with the chief financial officer and independent accountants, and giving general legal advice to management. The firm does not own any shares of the Issuer’s securities and has no plans, agreements nor intention of receiving any such shares in the future, in payment for services.

I have examined such corporate records and other documents and such questions of law as I have considered necessary or appropriate for purposes of writing this letter. In all such examinations, I have assumed the genuineness of all signatures, the authenticity of all documents submitted to me as originals, the conformity to original documents of all documents submitted to me as copies and the authenticity of all originals of such documents submitted as copies. Further, in all such examinations, I may have relied on information obtained from public officials, officers of the Issuer, and other sources, and represent that all such sources are believed to be reliable.

This letter relates to the laws of the United States, specifically Federal securities law. I have been a member in good standing of the bar of the State of California since 1980, and am permitted to practice before the Securities and Exchange Commission (the “SEC”) and I have not been prohibited from practice thereunder. I have not ever been suspended or barred from practicing in

any state or jurisdiction, and I have not been charged in a civil or criminal case. Further, I am not currently, nor have I been in the past 5 years, the subject of an investigation, hearing or proceeding by the SEC, the US Commodity Futures Trading Commission, FINRA or any other federal, state or foreign regulatory agency. I have never been suspended or barred from practicing in any state or jurisdiction, and I have not been charged in a civil or criminal case.

The Issuer is not a reporting company and, therefore, does not file annual or other reports with the SEC. I have reviewed publicly available information relating to the Issuer Including:

- (i) the Issuer's profile posted on the OTC Markets Group website;
- (ii) its unaudited financial statement for the fiscal period ended March 31, 2021, filed with the OTC Markets Group on June 7, 2021;
- (iii) its unaudited Quarterly Reports for the periods ending June 30, September 30, and December 31, 2021, filed with OTC Markets Group on August 16, November 15, 2021 and February 21, 2022 for the first, second and third quarters, respectively for 2021;
- (iv) its unaudited Annual Report for the period ended March 31, 2022, filed with the OTC Markets Group on August 10, 2022;
- (v) its unaudited Annual Report for the period ended March 31, 2023, filed with the OTC Markets Group on August 10, 2023;
- (vi) its unaudited Quarterly Reports for the periods ending June 30, September 30, and December 31, 2023, filed with OTC Markets Group on August 14, November 20, 2023 and February 29, 2024 for the first, second and third quarters, respectively for 2023, and
- (vii) its unaudited Annual Report for the period ended March 31, 2024, filed with the OTC Markets Group on July 15, 2024.

All of the above reports constitute the "Information" available to the public. The Company's financial statements provided in the Information have not been audited.

It is my opinion that the Information (i) constitutes adequate current public information concerning the Issuer's securities and it 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 pursuant to Rule 15c2-11 under the Securities Exchange Act of 1934 (the "Exchange Act"); (iii) complies as to form with the OTC Markets Group's Pink Basic Disclosure Guidelines for Providing Adequate Current Information, which are located on the Internet at www.otcmarkets.com; and (iv) has been posted through the OTC Disclosure and News Service.

The person responsible for the preparation and compilation of the financial statements contained in the Information is Mr. David Natan, 71. Mr. Natan has served as a director of Sunshine Biopharma (Nasdaq : SBFM) since February 2022. He currently serves as CEO of Natan & Associates, LLC, a consulting firm offering CFO services to public and private companies since 2007. From February 2010 to May 2020, Mr. Natan served as CEO of ForceField Energy, Inc. (OTCMKTS: FNRG), a company focused on LED lighting products. From February 2002 to November 2007, Mr. Natan served as CFO of PharmaNet Development Group, Inc., a drug development company, and, from June 1995 to February 2002, as CFO and VP of Global

Technovations, Inc., a manufacturer and marketer of speaker components. Prior to that, Mr. Natan served in various roles with Deloitte & Touche LLP. From April 2020 through June 2023, Mr. Natan was Executive Vice President and Chief Financial Officer for Airborne Motorworks, Inc., Spokane, WA, a privately-held aerospace transportation company. Mr. Natan currently serves as a member of the Board of Directors and Chair of the Audit Committee of NetBrands, Inc. (OTC: NBND), a distributor of snack products, since February 2021; and serves as a member of the Board of Directors and Chair of the Audit Committee of Opgen Inc. (NASDAQ: OPGN) a pharmaceutical company, since March 2024. Additionally, in November 2023, Mr. Natan was appointed to the board of Directors and Audit Committee Chair of Minim Inc. (NASDAQ: MINM). Mr. Natan holds a B.A. in Economics from Boston University.

Issuer's transfer agent is Securities Transfer Corporation, which is registered with the SEC. The method used to confirm the number of outstanding shares of common stock set forth in the Information was to contact the Issuer's transfer agent and receive confirmation as to the number of outstanding shares. As of March 31, 2024, the total number of outstanding shares of common stock of the Issuer was 713,684,482.

I have personally met with or interviewed over the phone and internet, David Ji, who constitutes a majority of the equity holders, and of management. I have reviewed the Information published by the Issuer through the OTC Disclosure and News Service. I have discussed the Information with management and a majority of the directors of the Issuer.

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

No person other than the OTC Markets Group is entitled to rely on this letter. However, I hereby grant the OTC Markets Group full and complete permission and rights to publish the letter through the OTC Disclosure and New Service for viewing by the public and regulators.

I have compiled a list below, as of about March 31, 2024, of the names of each executive officer, director, other control persons of the Issuer, consultant or any other advisor of the Issuer who assisted, prepared or provided information with respect to the Issuer's disclosure or who received securities as consideration for services rendered to the Issuer and the following information related to each: (i) their full name, (ii) their business address, (iii) the number and class of the Issuer's securities beneficially owned by each of them (iv) with respect to each of the securities described in the preceding clause whether or not the certificate or other document that evidences the securities contains a legend stating that the securities have not been registered under the Securities Act and setting forth the referring to restrictions on transferability and sale of the securities and (v) a complete description of the consideration received by the Issuer in connection with each issuance of shares to any of them including, without limitation, the nature of any services performed for or on behalf of the Issuer. For purpose of this letter, the term "control person" includes (i) any person controlling, under common control with, or controlled by, the Issuer or (ii) any person who obtained securities of the Issuer in connection with a negotiation

with the Issuer within the three-year period prior to the date of the opinion. With respect to any of the Issuer's control persons that is an entity and any parent entity of any control person, this letter provides the information described in the first sentence of this paragraph for each control person of such entity or parent entity.

- (1) ***Name: David Ji, CEO, President and Director, and owner of Apex Digital, Inc.***
 - (i) Director and CEO/President
 - (ii) Business Address: Los Angeles, California
 - (iii) Number and Class of Shares Beneficially Owned: 100% of the Series B Preferred Shares (63,050,000 shares) held by Apex Digital, Inc., of which he is CEO and a majority shareholder
 - (iv) Shares are restricted.
 - (v) Acquired shares in exchange for cash and securities exchanged

- (2) ***Name: Rick Hupe, Director***
 - (i) Director
 - (ii) Business Address: Canyon Lake, California
 - (iii) Number and Class of Shares Beneficially Owned: 400,000 Common Shares
 - (iv) Shares are restricted
 - (v) Acquired in exchange for cash

- (3) ***Name: Alexander Chen/Sound Hue (a corporation)***
 - (i) Affiliate
 - (ii) Business Address: Chino Hills, California
 - (iii) Number and Class of Shares Beneficially Owned: 117,080,000 Common Shares
 - (iv) Shares are restricted.
 - (v) Acquired shares in exchange for cash and services rendered

- (4) ***Name: Eric Schindermann/2600721 Ontario Ltd.***
 - (i) Affiliated Shareholder
 - (ii) Business Address: Toronto, Ontario, Canada
 - (iii) Number and Class of Shares Beneficially Owned: 390,500,000 Common Shares
 - (iv) Shares are restricted.
 - (v) Acquired shares in exchange for cash

- (5) ***Name: Hairul Ben Shahron/Rexus Prime Venture Pte., Ltd***
 - (i) Affiliated Shareholder
 - (ii) Business Address: Singapore, SGP
 - (iii) Number and Class of Shares Beneficially Owned: 20,000,000 of Series A Preferred and 27,500,000 common shares
 - (iv) Shares are restricted
 - (v) Acquired shares in exchange for cash

I have made specific inquiry of each of the persons listed above, persons engaged in promotional activities regarding the Issuer, and persons owning more than ten percent (10%) of the Securities (collectively, the “Insiders”), and based upon such inquiries and other information available to counsel, there were no sales of shares, but there were redemptions. Nothing has come to the attention of counsel indicating that any Insider is in possession of any material non-public information regarding the Issuer of the Securities that would prohibit any of them from buying or selling the Securities under Rules 10b-5 or 10b5-1 under the Exchange Act. This company is not today and never has been a “shell” as defined in Rule 405 of the Securities Act of 1933 and 12b-2 of the Exchange Act of 1934.

I trust this information complies with your request. If you need additional information please contact me.

Very truly yours,

DIETERICH & ASSOCIATES

/s/ *Chris Dieterich*

Signed: *Christopher Dieterich*