
Gary Burnett Admitted in Nevada and Utah**Jeffrey J. Whitehead** Admitted in Nevada, New York, Arizona, Colorado

October 10, 2024
300 Vesey Street,
12th Floor
New York, New York 10282

Re: Grillit, Inc., Nevada corporation (the “Company” or “Issuer”). Letter with Respect to Adequate Current Information for the Issuer: Annual Report Year Ended December 31, 2023 And Quarter Ended June 30, 2024
Symbol: (“GRLT”)

Dear Ladies and Gentlemen:

This opinion letter is written on behalf of our client, Grillit, Inc. (the “Company”). OTC Markets Group, Inc. (the “OTC Markets Group”) is entitled to rely on this letter in determining whether the Company has made adequate current information publicly available within the meaning of Rule 144(c)(2) under the Securities Act of 1933, as amended (the “Securities Act”). Jeffrey J. Whitehead of Whitehead & Burnett (the “Firm”), is the principal attorney in the Firm and is a citizen and resident of the U.S. The Firm has been retained by the Company as its securities counsel, which duties include rendering this letter.

Neither Jeffrey J. Whitehead, nor any other attorney of the Firm owns any Company securities and has not received nor will they receive any Company securities in the future in payment of services to the Company.

I have examined such corporate records, e.g. Articles of Incorporation, Bylaws, corporate minutes and other documents and such questions of law as I have considered necessary or appropriate for purposes of rendering this letter. I am authorized to practice law in the State of Nevada, including the laws of the United States. I am permitted to practice before the Securities and Exchange Commission (the “Commission”) and have not been prohibited from practice thereunder.

I am not currently and have not been in the preceding five (5) years, suspended or barred from practicing in any state or jurisdiction, or charged in a civil or criminal case. I am not currently and have not been in the preceding five (5) years, subject of an investigation, hearing, or proceeding by the Commission, the U.S. Commodity Futures Trading Commission (“CFTC”), the Financial Industry Regulatory Authority (“FINRA”), or any other federal, state, or foreign regulatory agency.

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

- a) I have 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, and (v) each natural person signing any document reviewed by us had the legal capacity to do so.
- b) I have made no independent investigation as to the accuracy or completeness of any factual matters contained in the records, documents and certificates that I have reviewed in connection with this opinion.
- c) I am admitted to practice law in the State of Nevada. The opinion expressed above is limited to the federal laws of the United States of America and the laws of the state of Nevada. 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.
- e) Counsel is not currently, nor has he in the past five years, 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.
- f) Counsel is *not currently*, nor at any time in the past five years has been, suspended or barred from practicing in any state or jurisdiction, nor has counsel been charged in a civil or criminal case.

I express 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 are given as of the date of this Letter, and I disclaim any obligation to advise you of any change in any matter set forth.

We have examined such corporate records and other documents and such questions of law as we considered necessary or appropriate for the purposes of rendering this Letter. We have reviewed

specific documents concerning the Issuer (the “Information”) in connection with the preparation of this Letter.

The Information is listed below with the date it was posted through the OTC Disclosure and News Service (the “OTC” or “OTC News Service”) as applicable:

- Annual Reports for the year ending December 31, 2022, uploaded April 27, 2023, and December 31, 2023, uploaded March 31, 2024, and the quarterly reports filed for the quarters ending March 31st, uploaded May 20, 2024, and the Semi-Annual report effective June 30, 2024 uploaded August 19, 2024;
- Other related corporate documents filed with the OTC Markets Group, Inc.
- Confirmation from the Transfer Agent for the 2023 Annual Report.
- Other related corporate information as were necessary and provided by the corporation’s management.

The Information: (i) constitutes "adequate current public information" concerning and the Company and its 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 Company to publish a quotation of the securities under Rule 15(c)2-11 under the Securities Exchange Act of 1934 (the "Exchange Act"); (iii) complies as to form with OTC Markets Group’s OTC Pink Disclosure Guidelines, which are located on the internet at www.otcmarkets.com; and (iv) has been posted on the DNS.

The financial statements for the fiscal years ending December 31, 2022 and December 31, 2023, are not audited. The financial statements as reported were compiled and prepared in accordance with Generally Accepted Accounting Principles (“U.S. GAAP”). The financial statements as reported were prepared internally in accordance with US GAAP by Management.

The number of shares as of December 31, 2023 was 3,853,836,751.

The Company's transfer agent is:

Name: Pacific Stock Transfer Company

Phone: 702-361-3033

Email: paul@pacificstocktransfer.com

We have confirmed that Pacific Stock Transfer Company has filed its Form TA-2 with the SEC for the 2023 year.

The method used to confirm the number of outstanding shares set forth in the Information as of December 31, 2023 by us was a review of the stockholder list furnished by the transfer agent.

We have met with all of the management and the Board of Directors of the Company, including, Greg Mitchell, via telephone conferencing on October 10, 2024 and discussed the Information with them.

To the best of our knowledge, after inquiry of management and the majority of the Directors of the Company, neither the Company, any five percent stockholder of the Company nor any counsel of the Company is currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws.

The Company, nor any of its predecessors, is not now nor was ever a “shell company” as defined in Rule 405 of the securities Act and Rule 12b-2 of the Exchange Act.

Notwithstanding such publication, other than OTC Markets Group, no one is entitled to rely on this letter or any statement contained.

The Firm grants OTC Markets Group full and complete permission and right to publish this letter solely on the OTC Disclosure and News Service for viewing by the public and regulators.

Sincerely,
WHITEHEAD & BURNETT
/Jeffrey J. Whitehead/
Jeffrey J. Whitehead, Esq.