

March 14, 2019

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

Re: Kali, Inc.  
Opinion of Counsel regarding Adequate Current Information and Continuing  
Disclosure Requirements for periods ending December 31, 2017, March 31, 2018,  
June 30, 2018 and September 30, 2018

Dear Sir or Madam:

This firm has been retained as legal counsel for Kali, Inc. (KALY or the “Company”) for the purpose of preparing this Opinion of Counsel, applying the applicable laws of the United States, regarding its corporate operations and level of disclosure of corporate information with regard to the OTC Markets Disclosure Guidelines. This firm is not under investigation by any federal or state regulatory authority to the best of counsel’s knowledge.

In the course of preparing this opinion, counsel has reviewed the following documents relating to the Company, all of which appear to comply as to form with the OTC Pink Basic Disclosure Guidelines, (together with the date they were posted through the OTC Disclosure and News Service, if applicable):

- Current filings with the Nevada Secretary of State as of December 14, 2018. Note that, according to Nevada Secretary of State website information, Kali, Inc. was incorporated on October 30, 2006;
- The Company’s Amended and Restated Articles of Incorporation and By Laws, both published on [www.OTCMarkets.com](http://www.OTCMarkets.com) as of March 31, 2016 and dated February 2016, according to filings;
- Annual Report (Year Ended December 31, 2017; posted to OTC Markets Disclosures).
- Quarterly Report (Quarter Ended March 31, 2018; posted on OTC Markets Disclosures)
- Quarterly Report (Quarter Ended June 30, 2018; posted to OTC Markets Disclosures).
- Quarterly Report (Quarter Ended September 31, 2018; posted to OTC Markets Disclosures).
- The NCM Biotech Acquisition Agreement and related documents.
- Other related corporate information as were necessary and provided by the corporation's management for the purposes of this letter.

Additionally, counsel has personally met with management and the directors of the Company.

The opinions and conclusions contained in this Opinion Letter are based upon documentation and facts made available to this firm, and are solely based on the accuracy of those documents and facts. Further, counsel has reviewed all prior disclosures posted by the Company with OTC Disclosure and News Service, as amended. All such information is believed to be accurate and reliable. In the event that any of the facts and information in any or all of such documents are determined not to be true, this opinion is rescinded and shall be deemed to be null and void. Counsel has discussed the above documentation, and the underlying assumptions this firm is relying upon, with the management of the corporation.

For the period under review, the Company has 5,000,000,000 authorized shares of common stock, par value \$.0001 of which 1,018,240,706 shares of common stock are issued and outstanding as of the date reviewed. The Company is authorized to issue 10,000,000 shares of preferred stock, par value \$.0001 of which 10,000,000 shares of preferred stock are issued and outstanding together with the rights, privileges, and preferences which may be set by the Board of Directors without further shareholder approval.

The person responsible for the preparation of the Company's financial statements is Charles Yawn. Mr. Frederick Ferri is now the CEO and Mr. Charles Yawn is the Chairman of KALY. Mr. Yawn will remain the Chairman of the company and as such, he will retain responsibility for the financial reporting of the company. Mr. Yawn has extensive experience in business, has owned his own reporting company, and is familiar with all material aspects of reporting and of the operations. He is qualified and competent to prepare the financial statements and disclosures.

The Company's Transfer Agent is:

Transfer Online, Inc.  
512 SE Salmon St.  
Portland, OR 97214

503-227-2950

An inquiry to the transfer agent was the source of confirmation of the KALY shares outstanding. Additionally, a search of the SEC's EDGAR system confirmed that Transfer Online, Inc. is a registered transfer agent.

Further, to inquiry of management and directors of the corporation, to the best of this firm's knowledge, neither KALY nor any person or entity holding at least five percent (5%) of the corporation's stock is currently under investigation by any federal or state regulatory authority for any violation of federal or state securities law. Mr. Ferri is the beneficial

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owner of the controlling interest of Kali, Inc.


Mr. Ferri is now responsible for all of the day to day operations of the Company. Mr. Ferri is the beneficial owner of a promissory note issued by the company in exchange for an operating company now a subsidiary of the company. No officer or director or owner of more than Five Percent has reported to Counsel the selling any shares in the last twelve months.

Based upon conversations with corporate officers, directors and control persons, none have been involved in any promotional activities.

No person or entity other than OTC Markets Group is entitled to rely upon this opinion. OTC Markets Groups, however, is granted full and complete permission and rights to publish this document via the OTC Disclosure and News Service for viewing by the general public and regulators. The public and OTC Markets Group may rely on the above in determining whether KALY has made adequate current information publicly available within the meaning of Rule 144(c)(2) of the Securities Act of 1933. However, the information which has been posted via OTC Disclosure and News Service constitutes adequate current public information, is available within the meaning of S.E.C. Rule 144(c)(2) of the Securities Act, includes all the information that a broker-dealer would be required to obtain from an issuer in order to publish a quotation for its securities pursuant to Rule 15c2-11 under the Securities Exchange Act of 1934, and complies as to form with the OTC Markets Guidelines for Providing Adequate Current Information.

The author of this letter has been admitted to practice in the State of Texas and is a resident of the United States. Counsel is permitted to practice before the Securities and Exchange Commission and has not been prohibited from practice thereunder.

Best Regards,



Lawrence, Bailey