

July 29, 2019

OTC Markets Group  
304 Hudson Street, 3<sup>rd</sup> Floor  
New York, New York 10013

Re: Rising Biosciences, Inc. - Attorney Letter with Respect to Current Information for 2018 Annual Report

To Whom It May Concern:

Fabian VanCott (“**Counsel**”) is, at this time, acting as corporate and securities counsel for Rising Biosciences, Inc. (the “**Issuer**”) for purposes of rendering this letter (“**Letter**”) to OTC Markets Group, Inc. (“**OTC Markets Group**”) as to the Issuer’s compliance with the Disclosure Statement requirements pursuant to the OTC Pink Basic Disclosure Guidelines. 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) under the Securities Act of 1933 (the “**Securities Act**”).

Concurrent with drafting this Letter, 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—

- 2018 Annual Report - Disclosure Statement Pursuant to the OTC Pink Basic Disclosure Guidelines posted to the OTC Disclosure & News Service on or about June 10, 2019. This report includes the Issuer’s Financial Statement.
- 2019 Quarterly Report - Disclosure Statement Pursuant to the OTC Pink Basic Disclosure Guidelines posted to the OTC Disclosure & News Service on or about May 16, 2019. This report includes the Issuer’s Financial Statement.

In addition, Counsel: (i) held a conference call on July 23, 2019, with management and a majority of the directors of the Issuer; namely (a) Art Hall, Chief Executive Officer and Director; and (b) James DiPrima, Chief Financial Officer and Director; (ii) reviewed the Information published by the Issuer through the OTC Disclosure & News Service and (iii) discussed the Information with management and all of the directors of the Issuer.

**ATTORNEYS AT LAW**

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As to matters of fact, Counsel has relied on information obtained from public officials, officers of the Issuer, and other sources. Counsel believes that such information or sources are reliable.

The Issuer's transfer agent (the "**Transfer Agent**") is Signature Stock Transfer 14673 Midway Road, Suite 220, Addison, Texas 75001. The Transfer Agent is registered with the Securities and Exchange Commission (the "**SEC**"). The method used by us to confirm the number of outstanding shares was a review of the Issuer's public filings.

The Issuer's financial statements are prepared by James DiPrima, the Issuer's CFO and are reviewed by Art Hall, the Issuer's CEO, who is responsible for the review of the financial statements and notes thereto contained in the Information (the "**Financial Statements**"). The Financial Statements are not audited. Mr. DiPrima has 40 years of financial accounting experience in both private and public companies and has a Bachelor's Degree in Business Administration from Creighton and Mr. Hall is experienced in the medical marijuana industry.

To the best knowledge of Counsel, after inquiry of management and the directors 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. This belief is based upon a review of the Issuer's public filings, conversations with management, and general internet database inquiries.

The Issuer filed its first disclosure with OTC on May 28, 2009. Based upon discussions with the Issuer and management of the Issuer, it is Issuer's position that it has always maintained sufficient, non-nominal operations to qualify as a non-shell company as defined in Rule 405. Further, in communications with the Issuer, Issuer indicated that it had discussed its shell status with OTC to that effect. Counsel has no reason to believe that representations by the Issuer in its filings and in communications with the Issuer as to the shell status of the Issuer are not reliable. Consequently, based upon Issuer's representations and its representations made in public filings, Counsel has no reason to believe the Issuer has been, or currently is, a shell company. This conclusion is based solely upon an interview with management of the Issuer and its self-reporting in its filings and disclosures on OTC Disclosure & News Service.

The Information: (i) constitutes adequate current public information concerning the Issuer and the shares of common stock of the Issuer (the "**Securities**") and the Issuer 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](http://www.otcmarkets.com); and (iv) has been posted through the OTC Disclosure & News Service.

Moreover, Counsel: (i) is a resident of the United States, (ii) is admitted to practice law in the State of Utah, (iii) is permitted to practice before the SEC and has not been prohibited

from practice thereunder, (iv) 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 (v) is not now, or in the past five years, been suspended or barred from practicing in any state or jurisdiction, and has not been charged in a civil or criminal case.

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

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 Group of any change in any matter set forth herein.

Thanks.

A handwritten signature in black ink, appearing to read "Anthony Michael Panek". The signature is fluid and cursive, with the first name being the most prominent.

Anthony Michael Panek, Esq.