



September 5, 2023

OTC Markets Group Inc.
300 Vesey Street, 12th Floor
New York, New York 10282

RE: Attorney Letter with Respect to Adequate Current Information

Dear Sir or Madam:

This firm acts as regular disclosure counsel (the “Counsel”) for Aspen Group, Inc. (the “Issuer”), and has been asked specifically to prepare this Letter of Counsel (the “Letter”) in accordance with the applicable laws of Delaware and of the United States, regarding its corporate operations and level of disclosure of corporate information.

Counsel has examined such corporate records and other documents and such questions of law as Counsel considered necessary or appropriate for the purposes of rendering this Letter. Counsel has 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 & News Service (the “OTC News Service”):

- Annual Report for the year ending April 30, 2023, as filed with the OTC News Service on August 11, 2023 (the “Annual Report”).
- Other related corporate documents filed with the OTC Markets Group Inc. (“OTC Markets Group”).
- Corporate minutes of the meetings and unanimous consents in lieu of meetings of its Board of Directors.
- Confirmation from the Transfer Agent (as defined below) for the Annual Report concerning the number of outstanding shares of common stock.
- Other related corporate information as were necessary and provided by the Issuer’s management.

Additionally, Counsel has (i) personally met via video conference with management of the Issuer, comprised of Michael Mathews, Matthew LaVay, and Dr. Cheri St. Arnauld and all directors comprised of Mr. Mathews, Andrew Kaplan, Douglas Kass, Michael Koehenman, Dr. Joan Prince, and Sandy Rich, (ii) reviewed the Information published by the Issuer through the OTC News

Service and (iii) discussed the Information with management and a majority of the directors of the Issuer.

The opinions and conclusions contained in this Letter are based upon the Information and facts made available to Counsel, and are solely based on the accuracy of such Information and facts. In the event that the Information or facts are determined not to be true, this Letter is rescinded and to be deemed null and void. Counsel has discussed the above Information, and the underlying assumptions Counsel is relying upon, with the management of the Issuer.

The financial statements of the Issuer contained in the Information were not audited. Matthew LaVay was the individual responsible for preparing the financial statements for this reporting period. Mr. LaVay is the Issuer's Chief Financial Officer and is qualified to prepare the Issuer's financial statements because of his knowledge and experience in financial accounting and by virtue of his being a certified public accountant.

The transfer agent (the "Transfer Agent") for the Issuer is:

Securities Transfer Corporation
2901 N Dallas Parkway, Suite 380
Plano, Texas 75093
Telephone: 469-663-0101

The Transfer Agent is registered with the SEC. The Transfer Agent was used by Counsel and the Issuer to confirm the number of outstanding shares set forth in the Annual Report.

The fiscal year end for the Issuer is April 30. As of August 31, 2023, the total authorized common stock of the Issuer is 60,000,000, \$0.0001 par value, with 25,548,046 shares of common stock outstanding. As of August 31, 2023, the Issuer has zero preferred shares outstanding and zero treasury shares. Counsel does not beneficially own any shares of the Issuer's securities, and has not agreed to be awarded any shares of the Issuer's securities in the future. Counsel has never received any shares of the Issuer's stock in payment for services. The Issuer is not a shell company as defined in Rules 405 of the Securities Act of 1933 (the "Securities Act") and 12b-2 of the Securities Exchange Act of 1934 (the "Exchange Act"). As indicated in the Annual Report, the Issuer was a shell company prior to March 2012.

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. No person or entity other than the OTC Markets Group is entitled to rely upon this Letter. OTC Markets Group is granted full and complete permission and rights to publish this Letter through the OTC News Service for public viewing including by the investing public and regulators.

Counsel is of the opinion that the Information (i) constitutes "adequate current public information" concerning the Issuer's securities (the "Securities") and the Issuer, and "is available" within the meaning of Rule 144(c)(2) of the Securities Act, (ii) includes all the information that a broker-

dealer would be required to obtain from the Issuer in order to publish a quotation for the Securities under Rule 15c2-11 of the Exchange Act, (iii) complies as to form with the OTC Markets Group's Guidelines for Providing Adequate Current Information, which are located on the internet at www.otcmarkets.com, and (iv) has been posted through the OTC News Service.

To the best of Counsel's knowledge, after inquiry of management and the directors of the Issuer, neither Counsel, nor the Issuer, nor any 5% or more holders of the Securities is currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws.

The undersigned is licensed to practice law in the States of New York and Florida and resides in the State of Florida. The undersigned is a shareholder of this firm and has been retained by the Issuer for the purpose of regular disclosure counsel as well as rendering this Letter and related matters.

Counsel has relied on information obtained from public officials including the SEC, officers of the Issuer, and other sources. Counsel has no reason to believe that the records, certificates, or other documents of the Issuer (that he has 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 thereof, 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 the foregoing opinion.

(c) I am admitted to practice law in the State of New York and the State of Florida. The opinion expressed above is limited to the federal laws of the United States of America and the laws of the State of Delaware. 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. Counsel is not currently, nor has been suspended or barred from practicing in any state or jurisdiction in the past five years. Counsel has not been charged in a civil or criminal case.

(e) Counsel is not currently, nor 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.

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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 herein 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 herein.

Sincerely,

A handwritten signature in blue ink, appearing to read "M D Harris", with a stylized flourish at the end.

Michael D. Harris