

LAW OFFICES OF SHAWN RIDGELL
2128 BROADWAY
OAKLAND, CALIFORNIA 94612

SHAWN RIDGELL

TELEPHONE
(510) 986-1300
FACSIMILE
(510) 986-1301

June 11, 2018

Robert Bates
1819 Polk Street #314
San Francisco, CA 94109

Re: Contemplated Trakkers/Xumanii Transaction

Dear Mr. Bates:

This is in response to your request that I review certain documents that you provided to me, and which are listed below, for the purpose of forming an opinion as to whether the sale of Trakkers has taken place. I have read the documents that you provided, and I have formed an opinion which is set forth below.

In forming an opinion, I reviewed the following documents:

- (1) 10/1/13 Press Release;
- (2) 12/15/13 Minutes;
- (3) 10-Q SEC filing on 12/16/13 for Xumanii period 10/31/13;
- (4) Boone's foreclosure notice to Inova re: Trakkers sale;
- (5) 2/15/14 Montana Secretary of State listing;
- (6) Subpoena to transfer agent;
- (7) Transfer agent's response to subpoena;
- (8) Letter from Empire dated 2/20/14;
- (9) Affidavit of Adam Radly.

10/1/13 Press Release

The 10/1/13 Press Release discusses the proposed transaction. The Press Release states that Xumanii was going to purchase Trakkers from Inova Technology for 2 million preferred shares of Xumanii on October 1, 2013. This sale also included Right Tag, another Inova subsidiary. The Press Release further states that upon completion of the sale, Adam Radly would temporarily serve as CEO of both Inova and Xumanii. Mr. Radly never assumed this role as dual CEO. The 10/1/13 Press Release was also filed as an 8-K with the SEC, and the parties opened the escrow period. All contemplated transactions at the LOI stage are required to be reported to the SEC.

12/15/13 Minutes

The minutes of 12/15/13 were prepared by Mr. Radly. He states that the sale of Trakkers was not completed because the closing obligations were not satisfied.

10-Q SEC filing on 12/16/13 for Xumanii period 10/31/13

According to the 10-Q SEC filing on 12/16/13, the purchase and sale of Trakkers was cancelled because Trakkers lender required that the debt remain with Trakkers. The 10-Q document contains the following passage concerning the financial structure of the subject purchase:

“However, the structure of the acquisition was such that it would have added approximately \$4 million of debt to the Company while only adding approximately \$1.4 million of revenue. Therefore, the Company has taken the view that the transaction did not meet the conditions required for closing and that it was not in the best interests of the Company to proceed with the acquisition. Therefore, the transaction has been canceled and the Company has since successfully identified better acquisition opportunities.”

This 10-Q filing did not contain a record of assets, liabilities, income, or expense related to Trakkers.

Boone’s foreclosure notice to Inova re: Trakkers sale

The foreclosure notice provides that on 12/23/13, Boone Opportunity Fund, the secured lender, conducted an auction of the assets of Trakkers. This leads to the conclusion that Boone Opportunity Fund had assumed control of Trakkers.

2/15/14 Montana Secretary of State listing

The Montana Secretary of State listing dated 2/15/14 listed Randall Stern, a Boone principal, and Harish Chander as managing members of Trakkers. Neither Mr. Radly nor anyone employed by Xumanii served as the managing members of Trakkers.

Subpoena to transfer agent & Transfer agent’s response to subpoena

A subpoena was served on the custodian of records for Empire Stock Transfer Inc., requesting that Empire produce, among other documents, a shareholder list from 9/30/13, and a record of any and all preferred shares issued from Xumanii from January 1, 2013 through February 25, 2014. The custodian of records provided a declaration under penalty of perjury in response to the subpoena. The custodian stated that Empire Stock Transfer Inc. did not have documents pertaining to any preferred shares issued from Xumanii.

Letter from Empire dated 2/20/14

On February 20, 2014, Empire wrote a letter in which they provided that Empire (1) Was engaged to act as the Transfer Agent for Xumanii, (2) Did not issue preferred stock on behalf of Xumanii in the form of Preferred class A or class B stock, and (3) Did not issue any preferred or common shares to Inova Technology, Righttag, Desert Communications, Edge Tech Services, Tesselon, Trakkers, or Inova Tech Holdings.

Affidavit of Adam Radly

Adam Radly prepared an affidavit (Not made under penalty of perjury) that stated that Robert Bates had no ownership in Inova, and did not have authority to sell assets pertaining to Inova. According to this affidavit, Mr. Bates was not involved in the communications with the original owners of Xumanii before October 1, 2013. The affidavit also states that Mr. Bates had no knowledge of the proposed sale of Trakkers until immediately prior to its announcement.

Mr. Bates also did not sign any documents related to the contemplated sale of Trakkers. Those were signed by Mr. Radly. Mr Bates has made representations independent of this affidavit that he did not have contact with anyone associated with Xumanii before October 1, 2013.

CONCLUSION

Based upon my review of the above-referenced documents, it is my opinion that the contemplated sale of Trakkers, LLC to Xumanii International Holdings Corp. during the period of September 30, 2013 through February 28, 2014 did not occur. It is my further opinion that the court was in error in issuing the contempt Order, because the contempt Order includes only the sale of Trakkers.

Sincerely,



Shawn Ridgell
SR:r