Harvey Westbury Corp.: Completes Domicile Change to Wyoming Pursuant to a Merger with its Wholly-Owned Wyoming Subsidiary

Adopts New Articles and Bylaws in Connection with Closing of Merger Changing Domicile

PARSIPPANY, NJ--(OTC Disclosure and News Service – October 14, 2014) - Harvey Westbury Corp. (OTC Markets—Pink Marketplace Tier: HVYW) (the "Corporation"), a provider of automotive and marine aftermarket accessories, announced today that it has completed a change of domicile to Wyoming from Nevada by means of a merger of Harvey Westbury Corp., a Nevada corporation with and into the Corporation's wholly-owned subsidiary, Harvey Westbury Corp., a Wyoming corporation. The merger agreement was entered into on September 12, 2014 and the articles of merger were accepted by the State of Wyoming on September 24, 2014 and by the State of Nevada on November 7, 2014.

Upon the closing the transaction changing the Corporation's domicile to Wyoming, the Articles of Incorporation and Bylaws of the surviving Wyoming corporation are now the Articles and Bylaws of the Corporation. The new Wyoming Articles increased the Corporation's capitalization to 22 billion shares of stock (from 985 million), of which 21,983,680,000 shares are authorized as common stock, par value \$0.00001 per share (from 975 million shares of common stock) and 16,040,000 shares of preferred stock, par value \$0.00001 per share (from 10 million shares), of which (i) 4 million shares have been designated as Series A Convertible Preferred Stock; (ii) 4 million shares have been designated as Series B Convertible Preferred Stock; (iii) 40,000 shares have been designated as Series C Convertible Preferred Stock and (iv) 8 million shares have been designated as Series D Convertible Preferred Stock. The par value of the Corporation's capital stock has been reduced to \$0.00001 per share from \$0.0001 per share in the Wyoming Articles. A complete description of the preferred stock is set forth below under "Description of Preferred Stock." The change in domicile as well as the change in Articles of Incorporation and Bylaws is referred to as the "Reincorporation." The Corporation is now governed by Chapter 16 of the Wyoming Business Corporation Act. The surviving Wyoming corporation (and prior whollyowned subsidiary) is referred to as "Harvey Wyoming" and the previously existing Nevada parent corporation is referred to as "Harvey Nevada."

The Reincorporation and the merger of Harvey Nevada with and into Harvey Wyoming did not result in a change in the name of the Corporation. Nor did the merger result in any change to the business, management, location of the principal executive offices or other facilities, outstanding capital stock, assets or liabilities of the Corporation.

Pursuant to the merger, each issued and outstanding share of Harvey Nevada was automatically converted into and became one shares of stock of Harvey Wyoming. Upon completion of the merger, Harvey Nevada, as a corporate entity ceased to exist and Harvey Wyoming continues to operate the business of the Corporation. Share certificates representing each (1) share of issued and outstanding share of Harvey Nevada common stock, series A preferred stock and series B preferred stock were automatically converted into and became one (1) share of Harvey Wyoming common stock, Series A Convertible Preferred Stock and Series B Convertible Preferred Stock, respectively. Accordingly, there were 173,114,761 shares of common stock, 4, million shares of

series A preferred stock and 4 million shares of series B preferred stock of Harvey Wyoming issued and outstanding upon completion of the merger.

It is <u>not</u> necessary for shareholders to exchange their existing stock certificates for stock certificates of Harvey Wyoming.

Copies of the Agreement and Plan of Merger as well as the Articles of Incorporation and Bylaws for Harvey Wyoming (which are now the Articles and Bylaws of the Corporation) will be posted through the OTC Disclosure and News Service under the "Financials" section for Harvey Westbury Corp.

Description of Preferred Stock

The Preferred Stock authorized in the Wyoming Articles is divided into series of preferred stock as follows: (i) 4,000,000 shares of Series A Convertible Preferred Stock ("Series A Preferred"); (ii) 4,000,000 shares of Series B Convertible Preferred Stock ("Series B Preferred"); (iii) 40,000 shares of Series C Convertible Preferred Stock ("Series C Preferred") and (iv) 8,000,000 shares of Series D Convertible Preferred Stock ("Series D Preferred"). The terms of the Series A and B Preferred in the Wyoming Articles amend and restate the terms of such Series A and Series B Preferred Stock contained in the Corporation's prior Nevada Articles of Incorporation. The Series C and Series D Preferred are new classes of Preferred Stock created in the Wyoming Articles which did not exist in the Corporation's prior Nevada Articles. A summary of the rights, preferences, privileges, and restrictions for each class of Preferred Stock is set forth below.

Series A Preferred

- 1. <u>Dissolution</u>— In the event of any liquidation, dissolution, or winding up of the Corporation, either voluntary or involuntary, after required distributions to holders of Series C and D Preferred, all remaining assets of the Company will be distributed among the holders of Common Stock, Series A Preferred and Series B Preferred pro rata based on the number of shares of Common Stock held by the holders of Common Stock and the number of shares of Common Stock which the Series A and B Preferred Stock are convertible into.
- 2. <u>Voting Rights</u>-each share of Series A Preferred shall have the right to five (5) votes per share
- 3. <u>Conversion</u>-each share of Series A Preferred shall convert into 1,500 shares of Common Stock.

Series B Preferred

1. <u>Dissolution</u>— In the event of any liquidation, dissolution, or winding up of the Corporation, either voluntary or involuntary, after required distributions to holders of Series C and D Preferred, all remaining assets of the Company will be distributed among the holders of Common Stock, Series A Preferred and Series B Preferred pro rata based on

- the number of shares of Common Stock held by the holders of Common Stock and the number of shares of Common Stock which the Preferred Stock are convertible into.
- 2. <u>Voting Rights</u>-each share of Series B Preferred shall have the right to a number of votes for each shares of Series B Preferred equal to (a) four (4) times the sum of the number of shares of Common Stock then issued and outstanding, the number of shares of Series C Preferred Stock then issued and outstanding, the number of shares of Series C Preferred Stock then issued and outstanding, and the number of shares of Series D Preferred Stock then issued and outstanding, all as of the record date for the vote, or, if no such record date is established, as of the date such vote is taken or any written consent of stockholders is solicited, divided by (b) the number of shares of Series B Preferred Stock issued and outstanding as of the record date
- 3. <u>Conversion</u>-each share of Series B Preferred shall convert into five (5) shares of Common Stock.

Series C Preferred

- 1. Initial Price-\$2.50 per share.
- 2. <u>Dissolution</u>- In the event of any liquidation, dissolution, or winding up of the Corporation, either voluntary or involuntary, the holders of the Series C Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets of the Corporation to the holders of the Common Stock, Series A Preferred Stock, or Series B Preferred Stock, by reason of their ownership thereof, but pari passu with the holders of the Series D Preferred Stock, an amount per share equal to \$1.00 per share (as adjusted for stock splits, stock dividends, reclassification and the like) for each share of Series C Preferred Stock then held by them, plus declared but unpaid dividends.
- 3. <u>Voting</u>-the holders of Series C Preferred Stock shall have the right to ten (10) votes for each share of Series C Preferred Stock held by such holder
- 4. Conversion-On or after the first anniversary of the issuance of such share of Series C Preferred Stock (or, if the Corporation is or becomes subject to the reporting requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), in which case on or after the six month anniversary of the issuance of such share), each share of Series C Preferred Stock shall be convertible into that number of shares of Common Stock as is determined by dividing (i) \$1.00 (as adjusted for stock splits, stock dividends, reclassification and the like) by the Conversion Price applicable to such share, determined as hereafter provided, in effect on the date the certificate is surrendered for conversion. The Conversion Price per share as of the Effective Time shall be \$0.00001 for shares of Series C Preferred Stock. Such Conversion Price shall hereafter be subject to adjustment for stock splits, dividends payable in common stock or combinations.

Series D Preferred

1. <u>Dissolution</u>- In the event of any liquidation, dissolution, or winding up of the Corporation, either voluntary or involuntary, the holders of the Series D Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets of the Corporation to the holders of the Common Stock, Series A Preferred Stock, or Series B Preferred Stock, by reason of their ownership thereof, but pari passu

with the holders of the Series C Preferred Stock, an amount per share equal to \$1.00 per share (as adjusted for stock splits, stock dividends, reclassification and the like) for each share of Series C Preferred Stock then held by them, plus declared but unpaid dividends.

- 2. <u>Voting-the holders of Series D Preferred Stock shall have the right to one (1) vote for each share of Series D Preferred Stock held by such holder</u>
- 3. <u>Conversion</u>-On or after the first anniversary of the issuance of such share of Series D Preferred Stock (or, if the Corporation is or becomes subject to the reporting requirements of Section 13 or 15(d) of the Exchange Act, in which case on or after the six month anniversary of the issuance of such share), each share of Series D Preferred Stock shall be convertible into five hundred (500) number of shares of Common Stock (subject to adjustment for stock splits, dividends payable in common stock or combinations).

"We are excited about the domicile change to Wyoming as we believe it will provide us with more flexibility for both out management and business moving forward", commented Eugene Chiaramonte, Jr., President and CEO of Harvey Westbury. Mr. Chiaramonte continued, "In addition, we believe the revised capital structure will enable us to pursue additional opportunities to enhance our prospects for the future."

About Harvey Westbury Corp.

HVYW (http://www.harveywestbury.com) is a marine and automotive product distributor with the company's brand names including Garry's Royal Satin waxes and polishes; and Easy-Test "do-it-yourself" tester kits.

Safe Harbor Statement

This press release contains statements which may constitute "forward-looking statements" within the meaning of the Securities Act of 1933 and the Securities Exchange Act of 1934 as amended by the Private Securities Litigation Reform Act of 1995. Those statements include statements regarding the intent, belief or current expectations of Harvey Westbury Corporation, and members of its management as well as the assumptions on which such statements are based. Prospective investors are cautioned that any such forward-looking statements are not guarantees of future performance and involve risks and uncertainties, and that actual results may differ materially from those contemplated by such forward-looking statements. Important factors currently known to management that could cause actual results to differ materially from those in forward-looking statements include fluctuation of operation results, the ability to compete successfully and the ability to compete before-mentioned transactions. The company undertakes no obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes to future operating results.

Corporate: www.harveywestbury.com

• Investment & Company Information

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