

NOTICE OF MATERIAL EVENT

HPIL HOLDING

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HPIL Holding (HPIL)

NOTICE TO SHAREHOLDERS

20 April 2022: HPIL Holding (OTC PINK: HPIL) ("HPIL" or the "Company"), would like to give notice to Shareholders that it is in the process of revising its disclosure statements and to give shareholders transparency as to the Company's current state while it is finishing the revisions to the disclosures.

In the Company's previous disclosures, the Company inadvertently marked that it had not been under receivership. That is incorrect and the following information is what we know about the receivership:

On April 13, 2020, a shareholder, Haining Zhang, filed a Complaint in the 42nd Circuit Court, Case No. 20-06979-CB-C, Midland County, Michigan, against HPIL Holding for Declaratory Judgment and the Appointment of a Receiver. On October 6, 2020, in the Court of the Honorable Stephen P Carras, a Notice of Receivership was filed, appointing Angela Collette as Receiver; an acceptance of appointment was filed on September 30, 2020.

On April 21, 2021, Angela Collette appointed Stephen Brown as CEO and David Postula as President of the Company.

On September 17, 2021, an Order on the Hearing was filed with the Court, whereby the Honorable Stephen P Carras granted Plaintiff's Ray Wong, Chris Phibrick and Frank Dougherty's Motion to Set Aside the Default Judgment and to Intervene as Shareholders on behalf of HPIL Holding.

With regard to previous and current events that were reported in disclosures, please find the following:

On August 22, 2018, the Company Signed an Asset Purchase Agreement with Ray Wong and My Boca Holdings Inc. to acquire all of the assets and business, including the Proximity Marketing Technology/Software, of MyFlyWiFi, referred to herein as "MFWF". HPIL Holding will deliver to the Seller Three Hundred and Fifty Million (350,000,000) restricted shares, \$0.0001 par value, of its Common Stock. (Agreement attached in Form 8-K filed on August 30,, 2018)

As far as the Company can tell, although the Shares were issued to My Boca Holdings, Inc., the Company does not have access to MyFlyWiFi and it is an inactive, administratively dissolved in 2019 (Delinquent Taxes) Wyoming incorporated company.

On October 15, 2018, the Company signed an Asset Purchase Agreement with RodDoc, LLC, Frank Dougherty and Christopher Philbrick to acquire all of the assets and business, including the intellectual property for "spiral banding" of RodDoc, Inc. horizontal directional drilling rod resurfacing business, referred to herein as "RODDOC". HPIL Holding will deliver to the Seller Three Hundred and Fifty Million (350,000,000) restricted shares, \$0.0001 par value, of its Common Stock. (Agreement attached in Form 8-K filed on October 15, 2018)

As far as the Company can tell, the patent is still in Mr. Dougherty's name and the company ROD DOC is an active and registered company in the state of Florida.

On March 15, 2019, an 8-K was filed with the SEC stating that the following wholly-owned companies of HPIL were incorporated in the state of Wyoming: MyFlyWiFi, Inc.; RodDoc, Inc.; Crypto Currency Engine, Inc.; Karate Games Company, Inc.; Global Live Streaming, Inc.; HPIL Real Estate LLC; and nuUnlimited North America, Inc.

All of the aforementioned “wholly owned subsidiaries” were administratively dissolved by the state of Wyoming on May 5, 2020, due to delinquent taxes, with the exception of ROD DOC, which was administratively dissolved on 6/23/2020 due to delinquent taxes.

On April 17, 2019, the Company filed an 8K regarding the purchase of 278 E Saginaw Rd., Sanford, MI 48657 APN: 110-033-100-420-00. This transaction was never completed, and the property remains titled in the Seller’s name, Mike Rudy.

On April 7, 2021, the Company entered into an Agreement and Plan of Reorganization with Cybernetic Technologies, Ltd., a British Columbia corporation which had not yet been registered. The transaction never executed and no shares were issued or exchanged under this agreement.

On May 14, 2021, an application was filed with FINRA regarding changing the name of the Company to Cybernetic Technologies, Ltd. Subsequently, a Press Release was issued on that same day saying FINRA had approved the name change. This news release was incorrect; FINRA had not finished processing the application at that time, and in fact, requested documents that the Company was unable to produce. The FINRA application was withdrawn as to the name change of the Company. Additionally, the Company had filed an amendment with the state of Wyoming changing the name of the Company; pursuant to the withdrawal of the FINRA application, the Company filed an amendment with the state of Wyoming changing the name back to HPIL Holding, Inc.

On September 27, 2021, the Company filed a News Release regarding the acquisition of valuable business assets, IP, technology & technologists, acquiring World Gaming Group; Apogee Dynamics (Apogee D7 EV) NFT Procurement; Medusa Intelligence and ZIPPA.

These were miscategorized and were not acquisitions; they were assets that Stephen Brown brought into the Company, that he designated as divisions. They were never, and are not now, separate incorporated companies, nor subsidiaries of the Company.

On September 28, 2021, the Company filed a News Release regarding the acquisition of NFT Procurement. Again, this was miscategorized and this was actually an asset brought into the Company by Stephen Brown. It is not now, nor has it been, a separate incorporated company, nor a subsidiary of the Company.

On October 4, 2021, the Company filed an 8-K, and on October 5, 2021, the Company published a press release, stating that the Company had entered into a Letter of Intent with Auctus Fund, LLC, whereby Auctus would provide Ten Million Dollars (\$10,000,000) to the Company pursuant to an S-1 Registration Statement with an Equity Line of Credit. In fact, the Company had entered into a term sheet, that although fully executed, the Company and Auctus Fund LLC never entered into definitive agreements and thus, the Company does not have access to an equity line of credit of \$10,000,000.

On October 7, 2021, the Company published a News Release regarding a Letter of Intent with the representatives of the Michael Czysz estate to develop a proof-of-concept Electric Motorcycle under the Apogee Dynamics Power Management System. The Letter of Intent is attached herein to this Disclosure Statement. Definitive Agreements have not yet been executed as the Estate is still going through various processes. Additionally, the news release misstated that Apogee Dynamics is the parent company of HPIL Holding. Apogee Dynamics is a division of HPIL Holding.

On October 8, 2021, the Company published a News Release stating that its division World Gaming Group had almost finished its ZIPPA platform. The Company decided to expand the platform to make it more robust and is getting closer to finishing the platform. The Company still plans to sponsor a tournament through its World Gaming Group division.

On October 18, 2021, the Company published a News Release regarding the sale of its NFT Procurement, stating it had entered into a Letter of Intent with Stargaze Entertainment, of which Stephen Brown was an officer (until January 5, 2021). On January 5, 2022, the Agreement, which was between Stephen Brown and Stargaze Entertainment, was rescinded and currently the NFT Procurement, has been categorized as a division of HPIL Holding.

On November 30, 2021, the Company published a News Release stating that Apogee Dynamics, a division of HPIL Holding that it had been selected as a Finalist by Mitsubishi Chemical Advanced Materials for its High-Temperature Carbon-Fiber 3D Printing Challenge from amongst many high-quality submissions from all over the world. Apogee Dynamics did not win the challenge; however, it was an honor to be selected.

On February 22, 2022, the Board of Directors resolved to issue the following shares, pursuant to employment/management agreements: Stephen Brown (Brown Family Investments, Ltd) – 8,000,000,000 shares; David Postula – 6,000,000,000 shares; Lord Ferrox D Tutinean – 2,000,000,000 shares; and Michael Torrey – 1,000,000,000 shares.

On February 22, 2022, the Board of Directors resolved to issue the following shares to satisfy debt owed to the following pursuant to loans by same: Gurvinder Singh Butter – 985,000,000 shares; and Ravdeep Singh Basanti – 335,000,000 shares.

With regard to Lawsuits filed by and against HPIL Holding and/or Stephen Brown, please see the following:

On August 5, 2021, Sylvia Meadows filed a civil claim in the Supreme Court of British Columbia, No. VLC S-S-217169 against Crank Media, a publicly trading company, and Stephen Brown, CEO of Crank Media, with regard to failure to pay a debt and issue shares. On 11/12/2021, a Default Judgment was entered with the Court in favor of Sylvia Meadows for damages and costs.

On April 13, 2020, a shareholder, Haining Zhang, filed a Complaint in the 42nd Circuit Court, Case No. 20-06979-CB-C, Midland County, Michigan, against HPIL Holding for Declaratory Judgment and the Appointment of a Receiver. On October 6, 2020, in the Court of the Honorable Stephen P Carras, a Notice of Receivership was filed, appointing Angela Collette as Receiver; an acceptance of appointment was filed on September 30, 2020.

On October 17, 2021, an Order on a Hearing to Set Aside the Default Judgment (granted to Haining Zhang) and to Intervene as Shareholders on behalf of HPIL Holding was filed with the Midland County Circuit Court, Michigan whereby the Honorable Stephen P Carras granted Plaintiff's Ray Wong, Chris Philbrick and Frank Dougherty's Motion to Set Aside the Default Judgment and to Intervene as Shareholders on behalf of HPIL Holding was granted.

On December 10, 2021, Sandor Miklos and HPIL Holding entered into a Settlement Agreement with regard to Case Number CV-21-00001866-0000 filed in Ontario Superior Court of Justice, under Case Number CV-21-00000135-000, wherein Miklos filed an Application against HPIL Holding to recover on a contract. The Settlement Agreement called for the issuance of 500,000,000 shares of HPIL to Miklos, along with the filing of a registration statement. The 500,000,000 shares were issued on January 6, 2022, to Sandor Miklos. The Company has been unable to file a registration statement to date, as the Company continues to work at getting the Company current.

On January 13, 2022, Roots Properties filed a civil claim in the Supreme Court of British Columbia, No. 220186 against Crank Media and Stephen Brown, CEO of Crank Media, with regard to failure to pay a debt and issue shares.

On January 13, 2022, Roots Properties filed a civil claim in the Supreme Court of British Columbia, No. 2110873 against HPIL Holding and Stephen Brown, CEO of HPIL Holding, with regard to the sale of convertible debt to Plaintiff.

On January 31, 2022, Arthur Brown and Cyrus Driver filed a claim in the Supreme Court of British Columbia, No. S-220698 against Stephen Brown with regard to failure to pay a debt.

On February 7, 2022, A Complaint on Convertible Debt was filed by Roots Properties, Inc. in the Circuit Court of the Twelfth Judicial Circuit Court in Sarasota County, Florida, against HPIL Holdings (f/k/a Cybernetic Technologies, Ltd) and for monies owed to Roots Properties in the amount of \$400,000 by HPIL and Crank Media.

On February 25, 2022, Defendant's Motion to Set Aside Receiver's Actions was filed with the 42nd Circuit Court, Case No. 20-06979-CB-C, Midland County, Michigan.

On March 29, 2022, An Opposition to Counter Defendants Joint Motion to Dismiss Counter Complaint and for Sanctions was filed with the 42nd Circuit Court, Case No. 20-06979-CB-C, Midland County, Michigan. This case is ongoing between the Court Appointed Receiver and the representative shareholders of HPIL, Wong, Philbrick and Dougherty.

On March 30, 2022, A Motion to Approve Amended Settlement Agreement was filed in the Sarasota County Circuit Court, Case No: 2022-CA-000580-NC regarding the Claim filed on 2/7/2022 with debts remaining in the principal amounts of \$44,000 and \$20,000. HPIL acknowledges debt; however, the Company does not have sufficient funds to pay the debt and as agreed to issue 2,800,000,000 shares under section 3(a)(10) of the Securities Act of 1933. Roots shall not own more than 9.99% of the issued and outstanding shares at any one time. The Company is waiting for the Court to approve the Amended Settlement Agreement. The Settlement Agreement, if approved, will discharge the lawsuits filed against HPIL, Stephen Brown and Crank Media filed in British Columbia. The shares to be issued to Roots Properties will be issued from shares owned by Stephen Brown and will not be issued from treasury.

On April 11, 2022, the Company filed a Complaint in the United States District Court Southern District New York, Case Number 1:22-cv-02959 against GPL Ventures, LLC, Alexander Dillon and Cosmin Panait, seeking \$16,000,000 for multiple alleged violations of Federal Securities and RICO Laws. (Link found in News Release published on April 11, 2022).

Further, in the event the Company has failed to list any lawsuit here, it is because neither the Company, nor its management is aware of them.

The following documents (not necessarily in this order) can be found on this link:

<https://indd.adobe.com/view/e7f5fe5e-b1ef-4d25-9453-afeb21f307d7>

1. Complaint filed by Haining Zhang to appoint Receiver for the Company
2. Appointment of Stephen Brown as CEO made by Court Appointed Receiver, Angele Collette
3. Order regarding Ray Wong, Chris Philbrick and Frank Dougherty's Motion to Set Aside Default Judgment and to Intervene as Shareholders on behalf of HPIL
4. Letter of Intent with Representatives of the Estate of Michael Czysc
5. Employment Agreements of Stephen Brown, David Postula, Lord Ferrox D Tutinean, and Michael Torrey
6. Loan Agreements with Gurvinder Singh Butter and Ravdeep Singh Basanti
7. Lawsuit filed by Sylvia Meadows (British Columbia)
8. Settlement Agreement with Sandor Miklos (Ontario)
9. Lawsuit filed by Roots Properties (British Columbia)
10. Lawsuit filed by Arthur Brown and Cyrus Driver (British Columbia)
11. Roots Properties (Florida)
12. Roots Properties Settlement Agreement (Florida)