



## **OTCIQ Order Form Addendum: Change in Control or Court Appointed Custodian**

Subscribers are required to submit additional information if your Company is applying for the Disclosure & News Service as a result of a Change in Control transaction or has a Court Appointed Custodian. Using the below templates, the relevant form should be sent directly to [issuers@otcmarkets.com](mailto:issuers@otcmarkets.com) upon submission of the OTCIQ Order Form.

Your Company will be required to post this information as a “Supplemental Information” report through the OTCIQ portal once approved for the OTC Disclosure & News Service. The purpose of this requirement is to ensure that your Company publishes public disclosure of Change in Control or Court Appointed Custodian events.

*Note: Your Company is only required to complete the relevant form (Change in Control or Court Appointed Custodian). Further, we understand that not all items may be applicable to your Company. You may state “not applicable” on the relevant form as needed.*

### **Instructions to post Supplemental Information Report on [www.OTCIQ.com](http://www.OTCIQ.com):**

1. Fill out this form and convert the file to a PDF
2. Log in to [www.OTCIQ.com](http://www.OTCIQ.com) and click “Add Financial Report” on the left hand navigation
3. Select Dissemination Date “Immediate”
4. Under Report Type, select “Supplemental Information”
5. Add a subtitle (Change in Control or Court Appointed Custodian)
6. Enter Period End Date corresponding to date of the Change in Control or grant of Custodianship
7. Click “Browse” and select the PDF saved in step 1 above.
8. A preview of the document will appear next. Please make sure to review the entire document & scroll down to click the “**Submit**” button. Your report will appear within a few minutes on [otcmarkets.com](http://otcmarkets.com).

## Supplemental Disclosure for Change of Control Events

**TOCCA LIFE HOLDINGS, INC.**  
**Room 1401, Yunhua Building, Longguan Avenue**  
**Longhua District, Shenzhen City**  
**Guangdong Province, China**

The goal of this disclosure is to provide information with respect to a company's Change of Control event. Please address each of the below items to the best of the company's ability and to the extent they are applicable to the company's Change of Control event.

### Disclosure of Change in Control and Other Material Events:

#### **1. A description of event(s) and relevant date(s) resulting in the Change in Control.<sup>1</sup>**

Effective August 14, 2025, a change in control of Tocca Life Holdings, Inc., a Nevada corporation ("**TLIF**") occurred. On such date, pursuant to two separate securities purchase agreements (the "**Control SPA's**") Meihong Yan ("**Yan**") purchased the following securities of TLIF:

- (A) from Stephen W. Carnes (1) 3,879,384 shares of common stock of TLIF, (2) 500 shares of Series A Preferred Stock of TLIF and 5,000 shares of Series B Preferred Stock of TLIF (collectively, the "**Carnes Securities**"); and
- (B) from the Leonard and Elizabeth Greene Family Trust (1) 3,879,384 shares of common stock of TLIF, (2) 500 shares of Series A Preferred Stock of TLIF and 5,000 shares of Series B Preferred Stock of TLIF (collectively, the "**Greene Trust Securities**").

In connection with the change in control, (1) Stephen W. Carnes resigned as a Director and as Sole Officer of TLIF, (2) Leonard Greene resigned as a Director of TLIF and (3) Meihong Yan was appointed Sole Officer and Sole Director of TLIF.

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<sup>1</sup> A "Change in Control" shall mean any events resulting in:

- i. Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
- ii. The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
- iii. A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- iv. The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

2. **The name(s) of person(s) who acquired control and person(s) from whom control was assumed. For corporations or other business entities, please provide the name(s) of person(s) beneficially owning or controlling such corporations or entities.**<sup>2</sup>

Weihong Yan purchased the Carnes Securities and the Greene Trust Securities from Stephen W. Carnes and the Leonard and Elizabeth Greene Family Trust, respectively.

3. **The name(s) of person(s) that participated in, assisted in, organized, or brokered the transaction between the purchaser and seller, resulting in the Change in Control (if applicable).**

Newlan Law Firm, PLLC (Eric Newlan, Managing Member) served as counsel to Meihong Yan, in connection with the change-in-control transaction.

4. **Amount and form (e.g., cash, equity securities, promissory note) of consideration paid in connection with the Change in Control.**

At the closing of the change-in-control transaction, Yan paid \$100,000 in cash to Carnes and \$100,000 to Greene Trust in payment of the Carnes Securities and the Greene Trust Securities, respectively.

5. **A description of any material agreements or other events related to the Change in Control.**

Control SPA's. Pursuant to the Control SPA's, Yan purchased the following securities of TLIF:

- (A) from Carnes (1) 3,879,384 shares of common stock of TLIF, (2) 500 shares of Series A Preferred Stock of TLIF and 5,000 shares of Series B Preferred Stock of TLIF (the Carnes Securities); and
- (B) from the Greene Trust (1) 3,879,384 shares of common stock of TLIF, (2) 500 shares of Series A Preferred Stock of TLIF and 5,000 shares of Series B Preferred Stock of TLIF (the Greene Trust Securities).

Rescission Agreement and Mutual Release. As a condition to the closings of the Control SPA's, TLIF entered into a Rescission Agreement and Mutual Release (the "**Rescission Agreement**") with Carnes, Greene Trust and Wong Hang Nga ("**Nga**"). Pursuant to the Rescission Agreement,

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<sup>2</sup> See Securities Exchange Act Rule 13d-3 for determination of "beneficial owner."

- (1) that certain Multi-Party Stock Purchase Agreement dated February 28, 2023 (“**SPA No. 1**”), between TLIF, as purchaser, and Carnes and Greene Trust, as sellers, whereby TLIF purchased 1,000,000 shares (500,000 shares from each of Carnes and Greene Trust) of Convertible Series A Preferred Stock (the “**Be Climbing Preferred Shares**”) of Be Climbing, Inc. (“**Be Climbing**”), by the issuance of a \$2,000,000 principal amount promissory note to Carnes (the “**Carnes Note**”) and a \$2,000,000 principal amount promissory note to Greene Trust (the “**Greene Trust Note**”), and
- (b) that certain Multi-Party Stock Purchase Agreement dated February 28, 2023 (“**SPA No. 2**”), between TLIF, as purchaser, and Nga, as seller, TLIF purchased 297,600 shares of Class A Common Stock (the “**Be Climbing Common Shares**”) of Be Climbing from Nga by the issuance of 50,000,000 Warrants (the “**TLIF Warrants**”) to Nga,

were rescinded, whereby the parties to the Rescission Agreement were returned to their statuses quo ante, including ownership of Be Climbing being returned to Carnes and Greene and the Carnes Note (\$2,000,000 principal amount) and the Greene Trust Note (\$2,000,000 principal amount) being cancelled by Carnes and Greene Trust, respectively.

**Certification:**

Dated: August 20, 2025

/s/ Meihong Yan

Meihong Yan

Chief Executive Officer