

Supplemental Disclosure for Change of Control Events

INNOVARO, INC.
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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.¹

On November 20th 2025, David Duarte entered into a Securities Purchase Agreement to sell 5,000,000 shares of Common Stock and 1 share of Special 2022 Series A Preferred Stock with 60% voting rights over all classes of stock to Ms. Xiaoyan Lyu.

On December 26th 2025, the Board appointed Mr. Liu Xiangyang to the Company's Board of Directors to serve concurrently with Duarte.

On January 23rd 2026, Duarte resigned from all officer & director positions of the Company, and the transaction was closed.

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.²

Ms. Xiaoyan Lyu acquired control from David Duarte.

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).

¹ 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 See, Securities Exchange Act Rule 13d-3 for determination of "beneficial owner."

N/A

4. A description of assets acquired or disposed of in connection with the Change in Control and the names of the purchaser and seller of such assets (if applicable).

None.

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


\$135,000 cash.

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

None.

Certification:

1/23/26 [Date]

 [Officer Signature]

(Digital Signatures should appear as “/s/ [OFFICER NAME]”)