

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 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:

1. Fill out this form and convert the file to a PDF
2. Log in to 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.

Supplemental Disclosure for Change of Control Events

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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 October 30, 2025, IIOT-OXYS, Inc., a Nevada corporation (the "Company"), entered into a Stock Purchase Agreement (the "SPA") with GHS Investments, LLC, a Nevada limited liability company ("GHS"), pursuant to which, upon the occurrence of certain conditions, including defaults by the Company under its agreements with GHS and subsequent waivers and extensions thereof by GHS, the Company would issue to GHS 100 shares (the "GHS Shares") of the Company's Series A Super-voting Preferred Stock (the "Series A Preferred Stock").

At Closing, all previously-issued shares of Series A Preferred Stock were terminated and, simultaneously, 100 shares of Series A Preferred Stock were issued to GHS. Each share of Series A Preferred Stock has voting rights equal to:

[twenty times the sum of: {all shares of Common stock issued and outstanding at the time of voting + all shares of Series A Preferred Stock and any newly designated preferred stock issued and outstanding at the time of voting}]

Divided by:

[the number of shares of Series A Preferred Stock issued and outstanding at the time of voting]

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.

The shares of Series A Preferred Stock vote together with the Common Stock as a single class with respect to any and all matters presented to the holders of Common Stock for their action.

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

GHS Investments, LLC acquired control from:

Clifford Emmons: agreed to cancel 7,800 shares of Series A Preferred Stock owned by him. The closing of the Emmons DEA occurred on November 5, 2025.

Karen McNemar: agreed to cancel 6,045 shares of Series A Preferred Stock owned by her. The closing of the McNemar DEA occurred on November 5, 2025.

Vidhyadhar Mitta: agreed to cancel 12,000 shares of Series A Preferred Stock owned by him. The closing of the Mitta DEA occurred on November 5, 2025.

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).
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).

Please see response to 1) above.

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

Please see response to 1) above.

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

Emmons Exchange Agreement

On October 30, 2025, the Company entered into a Debt Exchange Agreement (the "Emmons DEA") with Clifford L. Emmons, its Chief Executive Officer and Director. Pursuant to the Emmons DEA, Mr. Emmons exchanged \$387,242 of accrued and unpaid fees owed to him by the Company under various agreements for 268.529 shares (the "Emmons Shares") of the Company's Series E Convertible Preferred Stock (the "Series E Preferred Stock"). In addition to the issuance of the Emmons Shares, Mr. Emmons agreed to cancel 7,800 shares of Series A Preferred Stock owned by him. The closing of the Emmons DEA occurred on November 5, 2025.

Mitta Exchange Agreement

² See, Securities Exchange Act Rule 13d-3 for determination of "beneficial owner."

On October 30, 2025, the Company entered into a Debt Exchange Agreement (the “Mitta DEA”) with Vidhyadhar Mitta, it’s former Director. Pursuant to the Mitta DEA, Mr. Mitta exchanged \$216,156 of principal and accrued and unpaid interest owed to him by the Company under the 12% Secured Convertible Promissory Note issued to Mr. Mitta on August 2, 2019 (the “Mitta Note”) for 180 shares (the “Mitta Shares”) of Series E Preferred Stock. In addition to the issuance of the Emmons Shares, Mr. Mitta agreed to cancel 12,000 shares of Series A Preferred Stock owned by him. The closing of the Mitta DEA occurred on November 5, 2025.

McNemar Exchange Agreement

On October 30, 2025, the Company entered into a Debt Exchange Agreement (the “McNemar DEA”) with Karen McNemar, it’s former Chief Financial Officer. Pursuant to the McNemar DEA, Ms. McNemar exchanged \$323,269 of accrued and unpaid fees owed to her by the Company under various agreements for 269 shares (the “McNemar Shares”) of Series E Preferred Stock. In addition to the issuance of the McNemar Shares, Ms. McNemar agreed to cancel 6,045 shares of Series A Preferred Stock owned by her. The closing of the McNemar DEA occurred on November 5, 2025.

Gogin/YVSGRAMORAH Exchange Agreements

On October 30, 2025, the Company entered into a Debt Exchange Agreement (the “Senior Secured DEA”) with Sergey Gogin and YVSGRAMORAH, LLC, an entity controlled by Mr. Gogin (the “Senior Secured Holders”). Pursuant to the Senior Secured DEA, the Senior Secured Holders exchanged an aggregate of \$522,195 of principal and accrued and unpaid interest owed to the Senior Secured Holders by the Company under the Senior Secured Convertible Note issued to Mr. Gogin on January 22, 2018 (the “Gogin Note”) and the Senior Secured Convertible Note issued to YSVGRAMORAH, LLC on March 6, 2019 (the “YVS Note,” together, with the Gogin Note, the “Senior Secured Notes”) for an aggregate of 489 shares (the “Senior Secured Shares”) of Series E Preferred Stock. The closing of the Senior Secured DEA occurred on November 5, 2025.

Emmons Consulting Agreement

Contingent upon the Closing, on October 30, 2025, the Company entered into a Consulting Agreement (the “Consulting Agreement”) with Mr. Emmons pursuant to which Mr. Emmons will receive a monthly fee of \$4,166.66 payable in Series E Preferred Stock issuable no later than 15 days following the end of the month. The term of the Consulting Agreement is three months which is automatically renewable upon the consent of the parties for additional one-month terms.

Terminations of Agreements

Upon Closing, the Mitta Note was cancelled and the Security Agreement effective as of August 2, 2019 between Mr. Mitta and the Company was terminated.

Upon Closing, all previous agreements between Ms. McNemar and Mr. Emmons (besides the Consulting Agreement) and the Company were terminated. Ms. McNemar has also entered into a new consulting agreement with the Company.

Upon Closing, the Senior Secured Notes were cancelled and the Security and Pledge Agreement dated January 22, 2018 between Mr. Gogin and the Company was terminated and

the Security and Pledge Agreement dated March 6, 2019 between YVSGRAMORAH, LLC and the Company was terminated.

Certification:

12/19/25

A handwritten signature in blue ink, appearing to read "Clifford L. Emmons", is written over a solid black horizontal line.

Clifford L. Emmons

CEO

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