

## Supplemental Disclosure for Change of Control Events

### **VICTORY MARINE HOLDINGS CORP.**

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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.<sup>1</sup>

On January 29, 2026, Orlando Hernandez, CEO and Director of the company, entered into a Stock Purchase Agreement with Red Gemini LLC., whereby Mr. Hernandez sold 20,000,000 common shares and 60,000 Convertible Series A preferred stock in exchange for cash resulting in a change of control for the company. The Change of control is effective as of January 29, 2026. As a result, Mr. Hernandez resigned as CEO and Director of the company and William Shane Dunn was appointed as CEO and sole Director of the company.

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>

The entity acquiring control is Red Gemini LLC which is controlled by William Shane Dunn.

The person from whom control was acquired is Orlando Hernandez.

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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.

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

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).

Brett Verona

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).

20,000 common shares and 60,000 Convertible Series A preferred stock.

Purchaser: Red Gemini LLC which is controlled by William Shane Dunn.

Seller: Orlando Hernandez

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

One Hundred Fifty Thousand Dollars (\$150,000)

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

Sales Purchase Agreement dated January 29, 2026.

**Certification:**

2/19/2026 [Date]

/S/ William Shane Dunn [Officer Signature]

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