

# SUPPLEMENTAL DISCLOSURE FOR MATERIAL EVENTS

**GrocerIQ Holdings, Inc.**  
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SIC Code 5411-05

*The goal of this disclosure is to provide information with respect to a material 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 material events.*

## **DISCLOSURE OF MATERIAL EVENTS:**

### **1. A description of event(s) and relevant date(s) resulting in the material event.**

In June 2024, GrocerIQ Holdings, Inc. (the "Company") completed the acquisition of Virtual Health Holdings, Inc. (VHHI), issuing 7,000,000 common shares of the Company, then named WPFH Holdings, Inc. (WPFH), in exchange for 100 percent of the outstanding common stock of VHHI. VHHI continued in operation after the acquisition as a subsidiary of the Company until late December 2024 when ownership of VHHI was spun off by WPFH, along with the ownership of Vezbi, Inc., to the WPFH Interim Trust for the benefit of the shareholders, and all further connections between WPFH and either VHHI or Vezbi were terminated at that time. The purpose of the spin off of the two operating subsidiaries was a pending acquisition transaction of VHHI and Vezbi by a SPAC. Since VHHI and Vezbi represented substantially all of the assets of WPFH, the shareholders of WPFH then approved the acquisition by WPFH of GrocerIQ AI, Inc., a startup artificial intelligence development company. That acquisition was closed in early 2025 and GrocerIQ AI, Inc. was acquired for one million shares of Series A convertible preferred stock issued to the Vezbi Family Trust. GrocerIQ AI, Inc. became a wholly owned subsidiary of WPFH and its sole asset. Thereafter, WPFH changed its corporate business model, VHHI and Vezbi remained independent (of WPFH) and WPFH shareholders voted to change its corporate name to GrocerIQ Holdings, Inc., to change its trading symbol from WPFH to GRIQ and to undertake a 1 for 4 reverse split of its common stock, all of which required review and prior approval by the Financial Industry Regulatory Association (FINRA). WPFH submitted a Notice of Corporate Changes to FINRA in April 2025 which was approved by FINRA on September 3, 2025 and became effective at that time. The Company now operates as GrocerIQ Holdings, Inc., its share are traded on the OTCIQ Link market under the symbol GRIQ and at the time of the filing of its last quarterly report, and today, there are 72,951,338 common shares of GRIQ issued and outstanding and 1,000,000 Series A Convertible Preferred shares issued and outstanding, with the later voting and convertible into 51 percent of the resulting total common shares. Since the holder of a majority of the common shares also owns the Convertible Preferred shares, there was no change of control resulting from these transactions.

Following the unrelated termination of the proposed SPAC acquisition involving VHHI and Vezbi, the parties, including VHHI, GRIQ, and the WPFH Interim Trust, acknowledged the change in circumstances and thereafter engaged in discussions to address and resolve all matters arising from or related to the acquisition of VHHI. Effective in February 2026, VHHI, GRIQ, and the WPFH Interim Trust entered into a Settlement and Separation Agreement intended to formalize the unwinding of the prior transaction, to effect the separation of VHHI and GRIQ, and to provide for the termination of the WPFH Interim Trust on the following terms:

1. Shareholders who received shares of WPFH in 2025 in connection with the acquisition of VHHI will be granted an option to either:
  - a. retain their GRIQ shares and waive any claim to VHHI shares; or
  - b. surrender their GRIQ shares and receive the VHHI shares previously surrendered in the original acquisition transaction.
2. Retention of GRIQ shares shall be the default position. Any former VHHI shareholder who does not affirmatively elect to surrender his or her GRIQ shares within the specified election period shall remain a GRIQ shareholder and shall be deemed to have waived any claim to VHHI shares.
3. Each party to the Settlement and Separation Agreement shall fully release and settle all claims arising out of or relating to the acquisition and rescission and shall agree to hold harmless the other parties from any claims.
4. The election to surrender GRIQ shares must be exercised within thirty 30 days of the effective date of the agreement, or by no later than March 2026, as specified in the final agreement.
5. Ownership of VHHI following the expiration of the option period will be determined based on the total number of shares surrendered pursuant to the election process.

WPFH issued 7,000,000 WPFH shares in connection with the acquisition of VHHI in June 2025. Following a subsequent one for four reverse split, those shares are now represented by 1,750,000 post-split GRIQ common shares.

In the original transaction, WPFH acquired all of the outstanding shares of VHHI common stock, which are currently held by the WPFH Interim Trust. Depending on each shareholder's election, such VHHI shares will either be returned to the original VHHI shareholders or transferred to VHHI as treasury shares by the WPFH Interim Trust.

The total number of VHHI shares issued and outstanding after completion of the option process will be determined on expiration of the election period. Although final ownership will not be determined until that time, GRIQ has been advised that a majority of the VHHI shares previously issued and outstanding are expected to be recovered in exchange for GRIQ shares. VHHI will contact its shareholders following the election period with the final count of VHHI shares recovered.

6. Following completion of the option period and related share adjustments, VHHI has indicated that its resulting shareholders will elect a Board of Directors and corporate officers and will thereafter manage the business and affairs of VHHI independently of the Company.

Anyone with questions regarding the election of the option should contact VHHI at [investors@careclix.com](mailto:investors@careclix.com)

**Certification:**

March 6, 2026

/s/ James Ponce

President