

**Supplemental Disclosure Statement Pursuant to the  
Pink Basic Disclosure Guidelines**

**SB TECHNOLOGY HOLDINGS, INC.**

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**Supplemental Disclosure — Material Related Party Transaction**

*Dated June 4, 2026*

*(supplementing the Company's disclosure statement for the period ended March 31, 2026)*

**1) Purpose of this Supplemental Disclosure**

This Supplemental Disclosure is being furnished by SB Technology Holdings, Inc. (formerly known as VG Life Sciences, Inc.) (the “Company,” “we,” “our,” or “us”) to disclose a material related party transaction that the Company entered into subsequent to March 31, 2026, the end of the period covered by the Company’s most recent periodic disclosure statement. This Supplemental Disclosure should be read together with, and supplements, the Company’s prior disclosure statements posted through the OTC Markets disclosure and news service.

**2) Description of the Transaction**

On May 28, 2026, the Company entered into an Assignment of Debt Agreement (the “Assignment Agreement”) with Hallmark Venture Group, Inc., a Florida corporation traded under the ticker symbol OTC: HLLK (the “Assignor”), pursuant to which the Company acquired from the Assignor all of the Assignor’s right, title, and interest in and to that certain On-Demand Promissory Note dated May 2, 2024 (the “Traderverse Note”), executed by Aiversity, Inc. dba TradersGPT, now known as Traderverse, Inc. (“Traderverse”), together with the underlying indebtedness (collectively, the “Assigned Debt”).

The Traderverse Note was issued in the original principal amount of One Hundred Thousand Dollars (\$100,000.00) and bears interest at the rate of eight percent (8.0%) per annum, compounded annually, payable on demand and, in the absence of demand, due one hundred eighty (180) days from the date of issuance. As of December 31, 2025, the outstanding balance of the Traderverse Note was approximately One Hundred Thirteen Thousand Seven Hundred Fifty-Two Dollars (\$113,752.00), consisting of \$100,000.00 of unpaid principal and approximately \$13,752.00 of accrued and unpaid interest, with such balance continuing to accrue interest at the contract rate thereafter.

The purchase price for the Assigned Debt was One Thousand Dollars (\$1,000.00) (the “Purchase Price”), which was paid on May 29, 2026. The acquisition was effected on an “as is, where is” basis, without recourse to, or representation or warranty by, the Assignor as to the collectibility or value of the Assigned Debt.

**3) Condition of the Acquired Debt**

The 180-day maturity of the Traderverse Note expired on or about October 29, 2024. No demand for payment has resulted in payment of the Traderverse Note, and the Traderverse Note has remained unpaid for more than eighteen (18) months following such maturity. The Assignor previously determined that the Traderverse Note is impaired and wrote down the carrying value of the Traderverse Note on its books and records to reflect substantial doubt regarding collectibility. Collectibility of the Assigned Debt is highly

uncertain, and there can be no assurance that the Company will recover any amount in respect of the Assigned Debt.

#### **4) Related Party Relationship and Conflicts of Interest**

The Assignor and the Company are related parties by virtue of common ownership, management, or other control relationships. Accordingly, the transactions contemplated by the Assignment Agreement constitute a related party transaction and may give rise to director conflicts of interest within the meaning of Section 607.0832 of the Florida Business Corporation Act. All material facts as to such relationship and as to the terms of the Assignment Agreement were disclosed to, and were known by, the Company's Board of Directors (the "Board") prior to its authorization of the transaction. The Board, after due consideration, determined that the Assignment Agreement and the transactions contemplated thereby are fair to the Company as of the time they were authorized. The Company intends to reflect this transaction as a related party transaction in its subsequent periodic disclosures to the extent required by Item 404 of Regulation S-K or other applicable disclosure obligations.

#### **5) Board Approval and Determination of Fair Value**

The acquisition of the Assigned Debt was authorized by the Board pursuant to a Unanimous Written Consent of the Board of Directors dated May 28, 2026. In approving the transaction, the Board considered, among other things, the impaired and post-maturity condition of the Tradaverse Note, the more than eighteen (18) months of non-payment following maturity, the substantial doubt regarding collectibility, the "as is, where is" nature of the acquisition, the absence of recourse to the Assignor, and the potential upside to the Company in the event that recoveries can be effected against Tradaverse. The Board determined that the Purchase Price of One Thousand Dollars (\$1,000.00) represents fair value and adequate consideration for the Assigned Debt in its currently impaired condition.

#### **6) Accounting Treatment**

The Company intends to record the Assigned Debt as an asset on its books and records at such carrying value as the Company's management and accountants determine to be consistent with generally accepted accounting principles in the United States ("U.S. GAAP"). In light of the impaired condition of the Tradaverse Note and the substantial doubt regarding collectibility, the Company expects to carry the Assigned Debt at an amount not exceeding the Purchase Price, with any recoveries to be recognized in income if and when realized or realizable. The financial effect of the transaction on the Company's balance sheet and results of operations is not expected to be material as of the date of this Supplemental Disclosure.

#### **7) Risk Factors**

Holder and prospective investors should carefully consider that the Assigned Debt is impaired and substantially past due; that the obligor, Tradaverse, may be unable or unwilling to pay any portion of the Assigned Debt; that the Company acquired the Assigned Debt without recourse to the Assignor; and that the value ultimately realized by the Company in respect of the Assigned Debt may be substantially less than the outstanding balance of the Tradaverse Note and could be zero. The Company's ability to enforce, collect, settle, compromise, restructure, convert, or otherwise dispose of the Assigned Debt is subject to numerous risks and uncertainties, and no assurance can be given as to the outcome of any such efforts.

#### **8) Additional Information**

Additional information regarding the transaction, including the Unanimous Written Consent of the Board of Directors dated May 28, 2026 and the Assignment of Debt Agreement dated May 28, 2026, is maintained in the Company's records. This Supplemental Disclosure contains forward-looking statements that involve risks and uncertainties, including statements regarding the potential collectibility or value of the Assigned

Debt. Actual results may differ materially from those expressed or implied. The Company undertakes no obligation to update any forward-looking statement except as required by applicable rules.

### **9) Issuer Certification**

I, Paul Strickland, the Company's sole remaining director and principal financial officer, certify that:

1. I have reviewed this Supplemental Disclosure for SB Technology Holdings, Inc.;
2. Based on my knowledge, this Supplemental Disclosure does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the matters covered by this Supplemental Disclosure; and
3. Based on my knowledge, the information included in this Supplemental Disclosure fairly presents in all material respects the matters described herein.

Date: June 4, 2026

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Paul Strickland  
Director & Secretary  
(Sole Remaining Director; Principal Financial Officer)