

## Supplemental Disclosure for Change of Control Events

### **WayPoint Biomedical Holdings, 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.<sup>1</sup>  
On October 19, 2022, Rhys Warren, pursuant to a Securities Purchase Agreement, purchased 5 Series A preferred shares (convertible at 1 into 200,000,000 common shares and voting rights of 60% of all votes) from Frank Igwealor. Subsequent to the purchase of control voting rights of 60% mentioned above, Mr. Warren was appointed President, CEO, Treasurer, Secretary, and 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 name(s) of person(s) who acquired control is Rhys Warren

The name(s) of person(s) from whom control was assumed is Frank Igwealor. t

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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. 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).  
On October 19, 2022, Rhys Warren pursuant to a Securities Purchase Agreement, purchased 5 Series A preferred shares (convertible at 1 into 200,000,000 common shares, and voting rights of 60% of all votes) from Frank Igwealor.
4. Amount and form (e.g., cash, equity securities, promissory note) of consideration paid in connection with the Change in Control.  
Rhys Warren paid Frank Igwealor \$420,000 in cash to Frank Igwealor, pursuant to the terms of the Securities Purchase Agreement for 5 Series A preferred shares (convertible at 1 into 200,000,000 common shares, and voting rights of 60% of all votes)
5. A description of any material agreements or other events related to the Change in Control. Rhys Warren used a Securities Purchase Agreement to purchase the 5 Series A preferred shares (convertible at 1 into 200,000,000 common shares, and voting rights of 60% of all votes), which resulted in change of control in favor of Rhys Warren

**Certification:**

02/7/2023

/s/ Rhys Warren

Rhys Warren, President and CEO

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