

**VITA MOBILE SYSTEMS, INC.**  
**2640 Main St.**  
**Irvine, CA 92614**  
**info@vitamobilesystems.com**

**SUPPLEMENTAL INFORMATION**

**Section 1 – Registrant’s Business and Operations**

**Item 1.01 Entry into a Material Definitive Agreement**

On August 31, 2021 Vita Mobile Systems, Inc. (the “Company”) finalized Membership Interest and Share Exchange Agreement first dated July 7, 2021 (“Agreement”) with Think Universal Solutions LLC (“Think USA”) to acquire Think USA’s My2tum technologies (“Acquisition”). My2tum brings proprietary Artificial Intelligence (AI) technology that allows users to find up-to-date health and safety information by location, complementing VMSI’s own geolocation-based social application platforms.

The Company and Think USA provided customary representations and warranties, covenants and closing conditions in the Agreement.

As a result of the Acquisition, Company has undergone a management restructuring. On August 15, 2021 Sean Guerrero has resigned from the Board and the position of the Company CEO. Colin G. Walker has been nominated to the position of the Company CEO. The nomination and appointment of Colin G. Walker as the Company CEO has been finalized and is effective with the completion of this Agreement.

**Section 2 – Financial Information**

**Item 2.01**

The information provided in Item 1.01 of this Supplemental Information Report is incorporated herein by reference.

The Company’s common stock is currently quoted on the quotation system operated by OTC Markets Group, Inc. under the symbol VMSI.

The Agreement and its related transactions were approved by the Board of Directors of the Company.

There were 100,100,000 shares of Company Preferred Stock issued and outstanding prior to this transaction. 22,500,000 shares of the Preferred Stock held by the former Company CEO, Sean

Guerrero and 7,500,000 shares of Preferred Stock held by Steven Guerrero were transferred to the new Company CEO, Colin G. Walker in relation to this transaction.

There were 1,056,379,000 shares of our common stock issued and outstanding prior to this transaction.

The Company has issued 100,000,000 shares of Company Common Stock to the members of Think USA to complete this Agreement.

The shares issued in the transaction were not registered under the Securities Act, but were issued in reliance upon the exemption from registration provided by Section 4(a)(2) of the Securities Act of 1933, as amended, and Regulation D promulgated thereunder.

We believed these exemptions were available because:

- \* We are not a blank check company.
- \* The shares were issued to non-United States persons; or

As to shares issued to United States persons:

- The issuance was not accompanied by general solicitation or advertising;
- All certificates had restrictive legends

In connection with the above transaction, although some of the investors may have also been accredited, we made the following available to all investors:

- Access to all our books and records
- Access to all material contracts and documents relating to our operations
- The opportunity to obtain any additional information, to the extent we possessed such information, necessary to verify the accuracy of the information to which the Company shareholders were given access.

## **DESCRIPTION OF BUSINESS**

### **Forward Looking Statements**

Some of the statements contained in this Form 8-K that are not historical facts are “forward-looking statements” which can be identified by the use of terminology such as “estimates,” “projects,” “plans,” “believes,” “expects,” “anticipates,” “intends,” or the negative or other variations, or by discussions of strategy that involve risks and uncertainties. We urge you to be cautious of the forward-looking statements, that such statements, which are contained in this Supplemental Information Report, reflect our current beliefs with respect to future events and involve known and unknown risks, uncertainties and other factors affecting operations, successful capital raises, market growth, services, and products. No assurances can be given regarding the achievement of future results, as actual results may differ materially as a result of the risks we face, and actual events may differ from the assumptions underlying the statements that have been made regarding anticipated events. Factors that may cause actual results,

performance or achievements, or industry results, to differ materially from those contemplated by such forward-looking statements include without limitation:

- Our ability to attract and retain management and field personnel with experience in our industry;
- Our ability to raise capital when needed and on acceptable terms and conditions;
- The intensity of competition; and
- General economic conditions.

All written and oral forward-looking statements made in connection with this Supplemental Information Report that are attributable to us or persons acting on our behalf are expressly qualified in their entirety by these cautionary statements. Given the uncertainties that surround such statements, you are cautioned not to place undue reliance on such forward-looking statements.

### **Description of the Business**

Vita Mobile Systems, Inc (VMSI) is a data company focusing on digital imaging in mobile technology, collection of big data and development of artificial intelligence (AI) and ad technologies (ad tech). Advertising Technology or “ad tech”, refers to different types of analytics and digital tools used in the context of targeted advertising. Vita Mobile Systems has developed artificial intelligence algorithms and tools which gather, categorize, analyze and augment digital content. Over the years, Vita Mobile Systems' strong foundation of successful entrepreneurs has used these proprietary marketing, social media, and data collection tools to generate significant amounts of internet traffic for advertising networks. Vita Mobile Systems aims to create a monumental library of crowdsourced content, a massive catalogue of predictive big data, and platform for ultra-targeted advertising. VMSI's AI tools are designed to analyze digital and social media content to interpret behavior, anticipate need and predict patterns, making it a robust, versatile service that can be leveraged by any industry to analyze trending data and analytical information.

**DIRECTORS AND EXECUTIVE OFFICERS,  
PROMOTERS AND CONTROL PERSONS**

**Directors and Executive Officers**

The following persons are the Company's officers and directors, and hold the positions set forth opposite their respective names:

Martin R. Wade, III	Chairman, CFO and Director
Colin Walker	CEO and Director
Son Pham	Director

**Legal / Disciplinary History**

None of our executive officers or directors have been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);
2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;
3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or
4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.

**Committees of the Board**

Our company currently does not have nominating, compensation or audit committees or committees performing similar functions nor does our company have a written nominating, compensation or audit committee charter. Our directors believe that it is not necessary to have such committees, at this time, because the functions of such committees can be adequately performed by the board of directors.

Our company does not have any defined policy or procedural requirements for shareholders to submit recommendations or nominations for directors. The board of directors believes that, given the stage of our development, a specific nominating policy would be premature and of little assistance until our business operations develop to a more advanced level. Our company does not currently have any specific or minimum criteria for the election of nominees to the board of directors and we do not have any specific process or procedure for evaluating such nominees. The board of directors will assess all candidates, whether submitted by management or shareholders, and make recommendations for election or appointment.

A shareholder who wishes to communicate with our board of directors may do so by directing a written request addressed to our Chairman and director, Martin Wade III, at the address appearing on the first page of this Supplemental Information Report.

### **Code of Ethics**

As of the date of this Current Report, we had not adopted a Code of Ethics for Financial Executives, which would include our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions.

## **EXECUTIVE COMPENSATION**

We do not compensate our Directors.

We have no pension, annuity, bonus, insurance, equity incentive, non-equity incentive, stock options, profit sharing or similar benefit plans.

## **SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth certain information regarding the beneficial ownership of our Common Stock as of August 31, 2021 by (a) each stockholder who is known to us to own beneficially 5% or more of our outstanding Common Stock; (b) all directors; (c) our executive officers, and (d) all executive officers and directors as a group. Except as otherwise indicated, all persons listed below have (i) sole voting power and investment power with respect to their shares of Common Stock, except to the extent that authority is shared by spouses under applicable law, and (ii) record and beneficial ownership with respect to their shares of Common Stock.

For purposes of this table, a person or group of persons is deemed to have “beneficial ownership” of any shares of Common Stock that such person has the right to acquire within sixty (60) days of August 31, 2021. Unless otherwise identified, the address of our directors and officers is c/o VITA, 2640 Main Street, Irvine, CA 92614.

Notes:

- (1) Percentages based on the 1,056,379,000 outstanding shares of common stock (1) and of preferred stock (2)

<b>Name of Beneficial Owner and Address</b>	<b>Amount and Nature of Beneficial Ownership of Common Stock</b>	<b>Percent of Common Stock (1)</b>
<b>5 % Shareholders</b>		
Mireille Rostamian	65,000,000	6.15%

<b>Executive Officers</b>	<b>Amount and Nature of Beneficial Ownership of Common Stock</b>	<b>Percent of Common Stock (1)</b>
Martin R. Wade, III, Chairman, CFO, Directors	66,550,000	6.30%
Sean Guerrero	70,000,000	6.63%
Son Pham, Director	10,000,000	0.95%
Colin Walker, Director	45,550,000	4.31%
Kyle Kohler	50,000,000	4.73%
<b>All directors and officers as a group (5 people)</b>	<b>212,100,000</b>	<b>29.07%</b>

<b>Name of Beneficial Owner and Address</b>	<b>Amount and Nature of Beneficial Ownership of Preferred Stock</b>	<b>Percent of Preferred Stock (2)</b>
<b>5% Preferred Shareholders</b>		
Colin Walker	35,000,000	32.53%
Joseph McElroy	30,000,000	27.88%
Herbert Quan	30,000,000	27.88%
Martin R. Wade, III	5,000,000	4.65%
Byedler Family Trust	100,000	0.09%
<b>Total</b>	<b>100,100,000</b>	<b>100%</b>

## DESCRIPTION OF SECURITIES

Our authorized capital stock consists of 3,000,000,000 shares of common stock, with a par value of \$0.0001 per share.

## **Common Stock**

Our common stock is entitled to one vote per share on all matters submitted to a vote of the stockholders, including the election of directors. Except as otherwise required by law, the holders of our common stock will possess all voting power. Generally, all matters to be voted on by stockholders must be approved by a majority (or, in the case of election of directors, by a plurality) of the votes entitled to be cast by all shares of our common stock that are present in person or represented by proxy, subject to any voting rights granted to holders of any preferred stock. Holders of our common stock representing fifty percent (50%) of our capital stock issued, outstanding and entitled to vote, represented in person or by proxy, are necessary to constitute a quorum at any meeting of our stockholders. A vote by the holders of a majority of our outstanding shares is required to effectuate certain fundamental corporate changes such as liquidation, merger or an amendment to our Articles of Incorporation. Our Articles of Incorporation do not provide for cumulative voting in the election of directors.

The holders of shares of our common stock will be entitled to such cash dividends as may be declared from time to time by our board of directors from funds available therefore.

Upon liquidation, dissolution or winding up, the holders of shares of our common stock will be entitled to receive pro rata all assets available for distribution to such holders.

In the event of any merger or consolidation with or into another company in connection with which shares of our common stock are converted into or exchangeable for shares of stock, other securities or property (including cash), all holders of our common stock will be entitled to receive the same kind and amount of shares of stock and other securities and property (including cash). Holders of our common stock have no pre-emptive rights, no conversion rights and there are no redemption provisions applicable to our common stock.

## **Preferred Stock**

We have 100,100,000 authorized and issued shares of Series A Preferred Stock. The Series A shares have 10 votes per share. They share pari passu with the common stock as to any dividends, or in connection with any distribution upon liquidation or dissolution of the Company. The Series A preferred shares may be converted into shares of common stock at a ratio of 1:1.

## **Dividend Policy**

We have never declared or paid any cash dividends on our common stock. We currently intend to retain future earnings, if any, to finance the expansion of our business. As a result, we do not anticipate paying any cash dividends in the foreseeable future.

### **Share Purchase Warrants**

We have not issued and do not have outstanding any warrants to purchase shares of our common stock.

### **Options**

We have not issued and do not have outstanding any options to purchase shares of our common stock.

## **MARKET FOR COMMON EQUITY AND RELATED SHAREHOLDER MATTERS**

The Company's common stock is currently quoted on the OTC Pink operated by OTC Markets Group, Inc. under the symbol VMSI.

### **Penny Stock**

The SEC has adopted rules that regulate broker-dealer practices in connection with transactions in penny stocks. Penny stocks are generally equity securities with a market price of less than \$5.00, other than securities registered on certain national securities exchanges or quoted on the NASDAQ system, provided that current price and volume information with respect to transactions in such securities is provided by the exchange or system. The penny stock rules require a broker-dealer, prior to a transaction in a penny stock, to deliver a standardized risk disclosure document prepared by the SEC, that: (a) contains a description of the nature and level of risk in the market for penny stocks in both public offerings and secondary trading; (b) contains a description of the broker's or dealer's duties to the customer and of the rights and remedies available to the customer with respect to a violation of such duties or other requirements of the securities laws; (c) contains a brief, clear, narrative description of a dealer market, including bid and ask prices for penny stocks and the significance of the spread between the bid and ask price; (d) contains a toll-free telephone number for inquiries on disciplinary actions; (e) defines significant terms in the disclosure document or in the conduct of trading in penny stocks; and (f) contains such other information and is in such form, including language, type size and format, as the SEC shall require by rule or regulation.

The broker-dealer also must provide, prior to effecting any transaction in a penny stock, the customer with (a) bid and offer quotations for the penny stock; (b) the compensation of the broker-dealer and its salesperson in the transaction; (c) the number of shares to which such bid and ask prices apply, or other comparable information relating to the depth and liquidity of the

market for such stock; and (d) a monthly account statement showing the market value of each penny stock held in the customer's account.

In addition, the penny stock rules require that prior to a transaction in a penny stock not otherwise exempt from those rules, the broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written acknowledgment of the receipt of a risk disclosure statement, a written agreement as to transactions involving penny stocks, and a signed and dated copy of a written suitability statement.

These disclosure requirements may have the effect of reducing the trading activity for our common stock. Therefore, stockholders may have difficulty selling our securities.

### **Dividends**

The Company has not declared, or paid, any cash dividends since inception and does not anticipate declaring or paying a cash dividend for the foreseeable future.

### **Securities Authorized for Issuance under Equity Compensation Plans**

We do not have any equity compensation plans.

### **Stock Transfer Agent**

The Company's stock transfer agent is Empire Stock Transfer Inc. 1859 Whitney Mesa Dr., Henderson, NV 89014.

### **Section 3 – Securities and Trading Markets**

#### **Item 3.02 Unregistered Sales of Equity Securities.**

The information provided in Items 1.01 and 2.01 of this Supplemental Information Report is incorporated herein by reference.

The shares were issued pursuant to the exemption from registration found in Section 4(a)(2) of the 1934 Act and in Regulation D, promulgated under the Securities Act of 1933, as amended.

### **Section 5 – Corporate Governance and Management**

#### **Item 5.01 Changes in Control of Registrant.**

The information provided in Items 1.01 and 2.01 of this Supplemental Information Report is incorporated herein by reference.

#### **Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers; Compensatory Arrangements of Certain Officers.**

On August 15, 2021 Sean Guerrero has resigned from the Board and the position of the Company CEO.

Colin G. Walker has been nominated to the position of the Company CEO. The nomination and appointment of Colin G. Walker as the Company CEO has been finalized and is effective with the completion of this Agreement.

The information provided in Items 1.01 and 2.01 of this Supplemental Information Report is incorporated herein by reference.

**Dated: Irvine, California  
August 31, 2021**

**/s/ Colin G. Walker  
Colin G. Walker, CEO and Director**

**/s/ Martin Wade III  
Martin Wade III, Chairman, CFO and  
Director**