# Supplemental Disclosure for Change of Control Events 

XCPCNL Business Services Corporation<br>4182 Clemmons Rd. Suite 289 Clemmons,<br>NC 27012<br>336-473-1366<br>tmatthews@zoominsights.com

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. ${ }^{1}$

On October 1, 2021 the Company executed a share purchase agreement with Colorado Distribution Group, LLC, a Colorado limited liability company ("CDG"), who desired to acquire all of the issued and outstanding shares of Preferred Stock of the Company ( 4,875 shares of Series A and 1,000 shares of Series B) plus an additional 31,182,000 shares of Common Stock in exchange for a total cash purchase of $\$ 200,000$ (the "Purchase"), from 1721 Belvedere Trust ("Shareholder"). As a result of the purchase, CDG became the controlling shareholder of the Company through its ownership of $100 \%$ of the issued and outstanding shares of Preferred Stock. CDG is owned and controlled $100 \%$ by Timothy Matthews.
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. ${ }^{2}$

Colorado Distribution Group, LLC, which is controlled 100\% by Timothy Matthews.
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).

[^0]Colorado Distribution Group, LLC, purchased 31,182,200 shares of Common Stock, 4,875 shares of Series A Preferred Stock, and 1,000 shares of Series B Preferred Stock.
4. Amount and form (e.g., cash, equity securities, promissory note) of consideration paid in connection with the Change in Control.
\$200,000 Cash.
5. A description of any material agreements or other events related to the Change in Control.

Effective October 6, 2021, Marshal Dooley and Gregory Boyes resigned as officers and directors of the Company, and Timothy Matthews was named CEO, President, CFO and Chairman of the Board of Directors. Additionally, Terry Pratt was appointed COO, and Michael Beaton was appointed CMO.

## Certification:

## October 19, 2021 [Date]

Is/ Timothy Matthews [Officer Signature]
(Digital Signatures should appear as "/s/ [OFFICER NAME]")


[^0]:    ${ }^{1}$ 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.
    ${ }^{2}$ See, Securities Exchange Act Rule 13d-3 for determination of "beneficial owner."

