

Supplemental Disclosure for Change of Control Events



NOHO, 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.¹

On September 8, 2022, the Company entered into a Share Exchange Agreement whereby the Company issued 156,811 shares of Preferred Stock in two classes in exchange for all the issued and outstanding shares of Smog Armor, Inc and the Holder of all previously issued and outstanding Series A Preferred Stock received 15,000 shares of Series D Convertible Preferred Stock in exchange for the cancellation of 10,000,000 shares of Series A Preferred Stock and the cancellation of 11,641,429 shares of Series B Convertible Preferred Stock. As a result, control of the Company was vested in the holders of 100,000 newly issued shares of Series E Convertible Preferred Stock shares.

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

Control was acquired by the following persons:

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."

Leonard Tim Sperry III
Angel G. Pedroza
Ori Elvis Padron
Control was assumed from David Mersky.

3. The name(s) of person(s) that participated in, assisted in, organized, or brokered the transaction between the purchaser and seller, resulting in the Change in Control (if applicable).

Leonard Tim Sperry III
Angel G. Pedroza
John Shebanow
David Mersky

4. 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).

All the outstanding shares of Smog Armor, Inc. and all its assets including all intellectual property of Smog Armor, Inc. and its subsidiaries including Smog Armor Co., and Smog Armor Paint, LLC.

5. Amount and form (e.g., cash, equity securities, promissory note) of consideration paid in connection with the Change in Control.

The Smog Armor Shareholders exchanged nine million, five hundred and fifty-two thousand, nine hundred and thirty-nine (9,552,939) shares of Smog Armor, Inc. common stock, which equaled 100% of the outstanding Smog Armor, Inc. Shares for one hundred thousand (100,000) DRNK Series E Convertible Preferred Stock shares and fifty-six thousand, eight hundred and eleven (56,811) DRNK Series D Convertible Preferred Stock shares, \$0.001 par value per share, of DRNK.

6. A description of any material agreements or other events related to the Change in Control.

Share Exchange Agreement between the parties dated September 9, 2022, whereby control was transferred to the shareholders of Series E Convertible Preferred Stock, and the Asset Purchase Agreement dated November 8, 2022, whereunder all of the Company's beverage related IP was transferred to Sibannac, Inc. along with a royalty on any of Sibannac's sales of beverages covered under that IP plus Sibannac's assumption of \$150,000 in debt.

Links to these documents are included below:

[Share Exchange Agreement - September 9, 2022](#)

[Asset Purchase Agreement - November 8, 2022](#)

Certification:

March 22, 2023

/s/ Rashad A. Davis