

Supplemental Disclosure for Change of Control Events

Asberry 22 Holdings, Inc.
501 S. Broadway, Ste. 800, San Diego, CA 92101
(619) 400-4996

(Website – none at this time)

(Email – none at this time)

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

TPT Global Tech, Inc. acquired control of Asberry 22 Holdings, Inc. through a Securities Purchase Agreement on March 24, 2023 for the 500,000 Series A Preferred Shares and simultaneously entered into a Merger Agreement with its subsidiary TPT SpeedConnect, LLC to merge TPT SpeedConnect, LLC into Asberry 22 Holdings, Inc.

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

TPT Global Tech, Inc. purchased Series A Super Majority Voting Preferred Shares from Michael A. Littman Atty, Defined Benefit Plan. TPT Global Tech, Inc. is a public company (TPTW: OTC Pink) controlled by Stephen J. Thomas, III as Series A Super Majority Voting Preferred Share Owner.

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).

Michael A. Littman as Principal and attorney
Stephen J. Thomas, III is CEO of TPT Global Tech, Inc.
Gary Cook, CPA and Chief Financial Officer of TPT Global Tech, Inc.

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."

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).

TPT SpeedConnect, LLC has a system of wireless internet nodes to provide wireless internet to rural areas and has significant annual revenues.

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

\$500,000 Convertible Promissory Note as consideration from TPT Global Tech, Inc. for 500,000 Series A Super Majority Voting Preferred Shares of Asberry 22 Holdings, Inc. TPT simultaneously entered into a merger agreement for TPT SpeedConnect, LLC, a TPT Global Tech, Inc. subsidiary, to merge into Asberry 22 Holdings, Inc. in consideration for 4,658,317 common shares of Asberry 22 Holdings, Inc.

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

- a) Promissory Note and Security and Pledge Agreement
- b) Securities Purchase Agreement for 500,000 Series A Preferred Stock
- c) Advisement and Waiver
- d) Merger Agreement

Certification:

March 28, 2023 [Date]

/s/ Stephen J. Thomas, III [Officer Signature]

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