

SUPPLEMENTAL DISCLOSURE FOR MATERIAL EVENTS

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The goal of this disclosure is to provide information with respect to a material 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 material events.

DISCLOSURE OF MATERIAL EVENTS:

1. A description of event(s) and relevant date(s) resulting in the material event.

a. **Death of Angel Orrantia, CEO.** On December 15, 2024, WPF Holdings, Inc. (the "Company") learned that its Chief Executive Officer, Angel Orrantia, had died unexpectedly and without warning. The cause of death still is not known. He had joined the Company as CEO in May 2024. The newly appointed President of the Company, James Ponce, shared the following message with the Vezbi Team:

Dear Vezbi Team,

It is with profound sadness that I share the news of the passing of our CEO, Angel Orrantia. Angel was not just a leader but a visionary, a mentor, and an inspiration to all of us at Vezbi. His passion, unwavering commitment, and belief in our mission have shaped this company in ways that will resonate for years to come. Angel's leadership was defined by integrity, innovation, and an unparalleled dedication to our team and the communities we serve. He encouraged us to think big, act boldly, and always work toward building a better future together. His absence will be deeply felt, but his legacy will remain a guiding force for Vezbi. During this difficult time, let us come together to honor Angel's memory by supporting one another and carrying forward the work he was so passionate about. We will be sharing more details soon regarding ways we can collectively celebrate his life and contributions. In the meantime, we extend our deepest condolences to Angel's family and loved ones. If you need support or have any questions, please do not hesitate to reach out to us or visit the memorial page set up at: <https://www.forevermissed.com/angel-c-orrantia/about>.

Let's continue to embody the vision and values Angel instilled in us. Together, we will honor him by moving forward with strength, purpose, and unity.

With heartfelt sympathy,

b. **New Corporate Officer.** The Company has appointed James Ponce as President of the Company, effective immediately, to replace Mr. Orrantia. As noted below, with the completion of Step 1 of the spin-off of Vezbi, Inc. and VHHI in anticipation of the Nasdaq-listed company acquisition, Mr Ponce will continue as President of the Company, as an independent OTC Markets company.

James Ponce is a visionary leader and innovator with a proven track record of success in media, technology, and artificial intelligence. As the former Vice President of Media for the Vezbi Super App, James played a pivotal role in developing worldwide partnerships and creating a comprehensive social media infrastructure. His work spanned community building, strategic content development, and fostering global connectivity.

In addition to his media expertise, James spearheaded the establishment of advanced AI teams in Tampa, driving cutting-edge technological initiatives. His passion for innovation and dedication to excellence have made him a driving force in the fields of digital transformation and tech-forward community engagement.

James's work reflects his commitment to empowering individuals and organizations through technology, setting a standard for growth and innovation in an ever-evolving digital landscape.

c. **Pending corporate restructuring.** As announced by press release on December 16, 2024, the Company has agreed in principle to a corporate restructuring involving several related steps:

1. **Asset Transfer to Trust:** The Company will transfer ownership of its operating subsidiaries, Virtual Health Holdings, Inc. (“VHHI”) and Vezbi, Inc., to a newly established interim shareholder trust (the “Trust”) as soon as the operating subsidiaries of VHHI are converted to limited liability companies under Florida law, recommended as part of the deal structure for federal tax purposes. The sole purpose of the Trust is for administrative convenience to complete the transfer of ownership of VHHI and Vezbi to the target Nasdaq company without the complexity of first transferring ownership to the multiple shareholders of the Company and then having those shareholders individually transfer that ownership to the target Nasdaq company when it is ready to complete the acquisitions.
2. **Exchange of Shares:** The Trust will transfer ownership of VHHI and Vezbi to the NASDAQ-listed company in exchange for shares in the NASDAQ-listed entity.
3. **Distribution of Shares:** Upon meeting all regulatory and closing conditions, the NASDAQ-listed company’s common shares will be distributed to qualified WPFH shareholders, as the beneficiaries of the Trust, those shareholders, as a group, will acquire majority control of the target Nasdaq company. and VHHI and Vezbi will be wholly owned subsidiaries of the target Nasdaq company.
4. **New Direction of the Company:** Following the completion of Step 1 above, the Company will undertake a merger with [GrocerIQ, Inc.](#), an AI-driven company revolutionizing the grocery industry. As part of the merger, WPFH will undergo a **share restructuring**, adopt the new corporate name **GrocerIQ**, and apply for a **new ticker symbol**, reflecting its renewed strategic direction and market focus.

GrocerIQ is a leader in AI technology, optimizing grocery operations, enhancing supply chain efficiency, and delivering a seamless customer experience. A cornerstone of GrocerIQ’s growth is its key partnership with [FreshGrab Markets](#), an innovative grocery chain redefining urban shopping through AI-powered, convenience-first solutions using GrocerIQ’s AI software. This collaboration highlights GrocerIQ’s pivotal role in powering the next generation of grocery retail.

Key Highlights of the Proposed Merger:

Share Restructuring: WPFH will restructure its share framework to support strategic growth and enhance market positioning.

Corporate Rebranding: The Company will adopt the name *GrocerIQ*, aligning with its leadership in AI-driven grocery innovation.

New Ticker Symbol: A new ticker symbol will be requested to reflect the Company's refreshed corporate identity and industry focus.

A description of assets acquired and the names of the purchaser and seller of such assets (if applicable).

As the referenced transactions progress, further disclosures will be made, but as of this Disclosure filing, no assets have been transferred and there is no purchaser or seller. When the stock acquisition agreement with the target Nasdaq company is signed, that will be a separate disclosure announcement as will the merger agreement with GrocerIQ, Inc. and the required filings for corporate name and symbol changes, change of control and other items related to the new direction of the Company.

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

The proposed acquisition of VHHI and Vezbi was negotiated initially by Angel Orrantia as CEO of WPF Holdings, Inc. and representatives of the target Nasdaq company. Ongoing due diligence, terms of the final acquisition agreement, closing matters and funding discussions will be assumed by James Ponce and Company advisors. The proposed merger of the Company and GrocerIQ will be negotiated for the Company by James Ponce, as President of the Company.

3. A description of assets acquired in connection with the acquisition and the names of the purchaser and seller of such assets (if applicable).

See Item 2 above.

Certification:

December 19, 2024

/s/ James Ponce

President