



OTCIQ Order Form Addendum: Change in Control or Court Appointed Custodian

Subscribers are required to submit additional information if your Company is applying for the Disclosure & News Service as a result of a Change in Control transaction or has a Court Appointed Custodian. Using the below templates, the relevant form should be sent directly to issuers@otcmarkets.com upon submission of the OTCIQ Order Form.

Your Company will be required to post this information as a "Supplemental Information" report through the OTCIQ portal once approved for the OTC Disclosure & News Service. The purpose of this requirement is to ensure that your Company publishes public disclosure of Change in Control or Court Appointed Custodian events.

Note: Your Company is only required to complete the relevant form (Change in Control or Court Appointed Custodian). Further, we understand that not all items may be applicable to your Company. You may state "not applicable" on the relevant form as needed.

Instructions to post Supplemental Information Report on www.OTCIQ.com:

1. Fill out this form and convert the file to a PDF
2. Log in to www.OTCIQ.com and click "Add Financial Report" on the left hand navigation
3. Select Dissemination Date "Immediate"
4. Under Report Type, select "Supplemental Information"
5. Add a subtitle (Change in Control or Court Appointed Custodian)
6. Enter Period End Date corresponding to date of the Change in Control or grant of Custodianship
7. Click "Browse" and select the PDF saved in step 1 above.
8. A preview of the document will appear next. Please make sure to review the entire document & scroll down to click the "**Submit**" button. Your report will appear within a few minutes on otcmarkets.com.

Supplemental Disclosure for Change of Control Events

CANOPUS BIOPHARMA, 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

Effective March 21, 2023, a change in control of Canopus Biopharma, Inc. (CBIA) occurred. On such date, (a) ML Squared, LLC sold 50% (500,000 shares) of the outstanding shares of Series A Preferred Stock and (b) PIPE QOF, Inc sold 50% (500,000 shares) of the 1,000,000 outstanding shares of Series A Preferred Stock. to a single person, Justin De Four.

In connection with the change in control, Benjamin Oates resigned as the Sole Director and Justin De Four was appointed as the new Sole Director.

Justin De Four now serves as the Chief Executive Officer and Secretary; Benjamin Oates now serves as Interim Chief Financial Officer.

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

ML Squared, LLC sold 50% (500,000 shares) of the 1,000,000 outstanding shares of Series A Preferred Stock and PIPE QOF, Inc sold 50% (500,000 shares) of the 1,000,000 outstanding shares of Series A Preferred Stock. to a single person, Justin De Four.

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."

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).

Following the change-in-control transaction, effective March 22, 2023, CBIA acquired Blue Heaven Coffee, Inc., an Ontario, Canada, corporation (“Blue Heaven”).

CBIA acquired Blue Heaven by the issuance of 450,000,000 shares of common stock. The acquisition transaction with respect to Blue Heaven involved CBIA’s new control person, Justin De Four. Mr. De Four received all of the CBIA common stock issued in the acquisition of Blue Heaven.

Until CBIA’s acquisition of Blue Heaven, CBIA identified itself as a “shell company.”

Effective with CBIA’s acquisition of Blue Heaven, CBIA ceased to be a “shell company.”

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

Justin De Four paid (a) \$50,000 in cash to ML Squared, LLC and (b) \$1,000 in cash to PIPE QOF, Inc., at the closing of the change-in-control transaction.

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

Pursuant to a Control Securities Purchase Agreement with ML Squared, LLC (the “ML Purchase Agreement”), Justin De Four purchased 50% (500,000 shares) of the 1,000,000 outstanding shares of Series A Preferred Stock of CBIA from ML Squared, LLC. The consideration paid under the ML Purchase Agreement is described in Item 4 above.

Pursuant to a Control Securities Purchase Agreement with PIPE QOF, Inc. (the “PIPE Purchase Agreement”), Justin De Four purchased 50% (500,000 shares) of the 1,000,000 outstanding shares of Series A Preferred Stock of CBIA from PIPE QOF, Inc. The consideration paid under the PIPE Purchase Agreement is described in Item 4 above.

The securities purchase by Mr. De Four pursuant to the ML Purchase Agreement and the PIPE Purchase Agreement represent voting control of CBIA.

Certification:

Dated: March 23, 2023

/s/ Justin De Four

Justin De Four

Chief Executive Officer