

FORM 62-103F1

**REQUIRED DISCLOSURE UNDER THE EARLY WARNING REQUIREMENTS**

**Item 1 - Security and Reporting Issuer**

1.1 *State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.*

This report relates to the common shares of INEO Tech Corp. (the “Company” or “INEO”), with a head office located at the following address:

INEO Tech Corp.  
19130 24 Ave #105  
Surrey, BC V3Z 3S9

1.2 *State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.*

The transaction that triggered the requirement to file the report was carried out in a private transaction and not through any market.

**Item 2 - Identity of the Acquiror**

2.1 *State the name and address of the acquiror.*

Coenda Investment Holdings Corp. (“Coenda”)  
13151 Vanier Place, Unit 110  
Richmond, BC V6V 2J1

2.2 *State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.*

On August 7, 2024, Coenda, an investment company controlled by Kerem Akbas, acquired 14,000,000 common shares (“Shares”) of INEO.

2.3 *State the names of any joint actors.*

Not applicable.

**Item 3 - Interest in Securities of the Reporting Issuer**

3.1 *State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file the report and the change in the acquiror’s securityholding percentage in the class of securities.*

14,000,000 Shares were acquired by Coenda, representing 15.53% of the issued and outstanding Shares of the Company, on a non-diluted basis. This acquisition was the first tranche of a financing of 80,000,000 Shares (the “Financing”), as discussed further below. Upon completion of the second tranche of the Financing, Coenda’s securityholding percentage in INEO will represent approximately 51.23% of the issued Shares.

- 3.2 ***State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file the report.***

Coenda acquired ownership of the securities that triggered the requirement to file this report. See Item 2.2 above.

- 3.3 ***If the transaction involved a securities lending arrangement, state that fact.***

Not applicable.

- 3.4 ***State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.***

Neither Coenda nor Kerem Akbas previously held any securities of the Company.

- 3.5 ***State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which***

- (a) ***the acquiror, either alone or together with any joint actors, has ownership and control,***

See items 2.2, 2.3, and 3.4 above.

- (b) ***the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and***

Not applicable.

- (c) ***the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.***

Not applicable.

- 3.6 ***If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.***

Not applicable.

- 3.7 ***If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.***

***State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.***

Not applicable.

- 3.8 *If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.*

Not applicable.

#### **Item 4 - Consideration Paid**

- 4.1 *State the value, in Canadian dollars, of any consideration paid or received per security and in total.*

Coenda acquired 14,000,000 Shares for consideration of \$700,000.

- 4.2 *In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.*

See Items 2.2 and 4.1 above.

- 4.3 *If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.*

Not applicable.

#### **Item 5 - Purpose of the Transaction**

*State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:*

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;*
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;*
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;*
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;*
- (e) a material change in the present capitalization or dividend policy of the reporting issuer;*
- (f) a material change in the reporting issuer's business or corporate structure;*

- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;*
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;*
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;*
- (j) a solicitation of proxies from securityholders;*
- (k) an action similar to any of those enumerated above.*

Conditional on shareholder approval, Coenda has subscribed for an additional 66,000,000 Shares, which would increase Coenda's ownership position to 51.23% of the outstanding Shares, on a non-diluted basis. Pursuant to the terms of an Investor Rights Agreement between INEO and Coenda dated August 7, 2024, Coenda has advised the Company that it intends to nominate Kerem Akbas for election to the Board of Directors.

Coenda acquired Shares for investment purposes and may, from time to time and depending on market and other conditions, acquire additional Shares and/or other equity, debt or other securities or instruments of INEO in the open market or otherwise, and reserve the right to dispose of any or all of the securities in the open market or otherwise at any time and from time to time, and to engage in similar transactions with respect to the securities, the whole depending on market conditions, the business and prospects of INEO and other relevant factors.

#### **Item 6 - Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer**

*Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.*

On August 6, 2024, INEO and Coenda entered into a subscription agreement (the "**Subscription Agreement**") pursuant to which Coenda has agreed to purchase 80,000,000 Shares at a price of \$0.05 per Share (the "**Financing**"). The Financing is to be completed in two tranches, with the first tranche consisting of 14,000,000 Shares and the second tranche, which is subject to shareholder approval, consisting of 66,000,000 Shares. Concurrent with the completion of the first tranche and pursuant to the terms of the Subscription Agreement, the Company entered into an Investor Rights Agreement with Coenda, pursuant to which Coenda has the right to nominate one director for election to the Board of Directors. The Subscription Agreement is binding upon the parties, and includes a non-solicitation provision in favor of Coenda and a superior proposal termination clause in favor of INEO.

**Item 7 - Change in Material Fact**

*If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.*

Not applicable.

**Item 8 - Exemption**

*If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.*

Not applicable.

**Item 9 - Certification**

I, as the acquiror, certify, or I, as the agent filing the report on behalf of an acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

Dated this 9<sup>th</sup> day of August, 2024.

Coenda Investment Holdings Corp.

"Kerem Akbas"  
Kerem Akbas  
Chief Executive Officer