

*From the Board of Directors
Toolbox OS Inc.
Dec 02, 2024*

Dear Shareholder,

The Board of Directors of Toolbox OS Inc. has elected to provide you with this form of newsletter, in lieu of a video newsletter, due to the possible impending event that could result in the sale of the company, its assets, or a recapitalization of the company, resulting in a buy-out of existing shareholders.

1: Before Reading This Newsletter

This newsletter builds on the information shared in the previous (several) newsletters. If you have not seen or reviewed the previous newsletters, we invite you to do so at - <https://newsletter.toolboxos.com> - before reviewing this newsletter.

2: Cadence of Updates

When there are any updates worth giving, the board will mandate a newsletter be produced, regardless of the date. In the interim, if there are no updates, it is because there is nothing material to share. Typically, newsletters have been published each quarter and the board has been publishing them every month or two recently, which is generally more than enough. However, we will continue to produce newsletters in real-time as relevant and timely information surfaces that could affect shareholders. There are well over 100 shareholders and each week we still get dozens of texts, calls, messages, and emails about this transaction, despite our aforementioned promise. Even leaders inside the shareholder group, who are thought to have more information, are getting calls, texts and emails (asking other shareholders for updates). This behavior is not appropriate and is frowned upon by all, particularly those who have to stop what they are doing to field such calls, texts, and emails that effectively have no more substance than this newsletter. As a board, we expressly reject the notion that anyone, including other shareholders or executives have inside knowledge that they are able to impart regarding this process that would be of any value to you as a shareholder. If you receive such information from anyone except the current Board of Directors of Toolbox OS Inc., that information is unapproved and likely false. We strongly urge you to refrain from needing or wanting or asking for information that is not part of the corporate governance established by Toolbox OS Inc.

3: Timeline

There is still a large amount of “structure”, “taxation”, and “legal” considerations on both sides of the transaction which constitutes a large amount of work for our attorneys. We are still expecting to make the majority of the progress we needed to make in December towards a transaction, however, the board now projects that closing and subsequent payments to shareholders will happen in 2025.

The Board of Directors feels that we will likely close and make payments to shareholders in Q1 2025, but there is still a possibility it could take more time than that (considering how many shareholders there are and the size of the transaction). There is still also a possibility of the transaction not happening at all, someone backing out, force majeure, or any other number of circumstances that could delay or prevent the transaction from providing the desired liquidity to shareholders. In that regard, we continue to develop Toolbox OS and build new opportunities outside of the prospective sale of the company.

4: Terms

Terms of the deal are still the same as reported in the last newsletter. All notes/debts held by Toolbox and its subsidiaries will be redeemed before pro-rata distributions to shareholders and those numbers are still estimated at \$0.40/share (plus or minus several points). For more info watch Christopher Rogers' explanation of such in the previous video-based newsletter at <https://newsletter.toolboxos.com>.

5: 2024 Taxation Concerns

Over the last quarter, many Toolbox OS shareholders have expressed concerns over the lack of time between the impending transaction and the end of the calendar year, thwarting tax planning activities for shareholders and their CPAs. Those same concerns were echoed recently by the investing party. These concerns should now be eliminated as the projected closing has been moved to 2025, allowing for the year to plan.

6: Confidentiality

We have asked that each board member, who are the only people that are in the know, to not communicate due to the existing confidentiality, and until we, as a Board of Directors, unanimously approve a newsletter. Confidentiality will be maintained throughout the process.

7: Company Progress

Any party can back out of this deal, at any moment in time. Hence, we are running the company as if the aforementioned transaction isn't happening. We are aggressively operating the assets we have and aggressively looking for new opportunities in the areas of focus. While we are doing everything we know how to do to make sure the transaction goes through, we are doing everything we believe is best to ensure a great future for Toolbox, regardless of the outcome of the transaction. We choose not to belabor this portion of the Newsletter, only because of the rigorous nature of managing the aforementioned transaction. That said, our current areas of focus are (1) funds and securities that produce returns for investors, which are in multiple asset classes as well as (2) very niche software opportunities with short horizons to cash flow. We may share more on these current activities in future updates.

Sincerely,

Board of Directors of Toolbox OS Inc.

Christopher Rogers, John Riley, Gaydon Leavitt