

BrandPilot Announces Upsizing of Private Placement, Closing of First Tranche, and Strategic Partnership with Hyperdrive Marketing

Toronto, Ontario--(Newsfile Corp. - February 24, 2025) - BrandPilot AI Inc. (CSE: BPAI) ("**BrandPilot**" or the "**Company**") is pleased to announce that it has closed the first tranche (the "**First Tranche**") of its previously announced (see press release dated February 10, 2025) non-brokered private placement of units (the "**Offering**"). In connection with the First Tranche of the Offering, the Company raised gross proceeds of \$1,069,263 from the issuance of 42,770,520 units ("**Units**"). Each Unit was priced at \$0.025 and is comprised of one common share (a "**Common Share**") and one Common Share purchase warrant (each a "**Warrant**"). Each Warrant entitles the holder thereof to purchase one Common Share, at any time on or before February 21, 2028 (subject to acceleration) (the "**Expiry Date**") at a price of \$0.10 (the "**Warrant Exercise Price**"). If the Company issues Common Share purchase warrants with an exercise price of less than \$0.10 at any time prior to the Expiry Date, the exercise price of any unexercised Warrants as at the date of such issuance shall be automatically reduced to match the exercise price of the newly issued warrants. Furthermore, if the Common Shares trade at or above a volume-weighted average price of \$0.20 for a period of 20 consecutive trading days, the Company will have the right to accelerate the Expiry Date of all or part of the outstanding Warrants issued pursuant to the Offering to a date that is 30 days from the notice of such acceleration that is provided to holders of Warrants.

Due to strong investor demand, the Company has upsized the Offering from total gross proceeds of \$1,000,000 to up to \$1,500,000, with the second and final tranche of the Offering expected to close in early March 2025.

"We are very excited to have access to these additional resources to supercharge our marketing efforts around the marketing of AdAi and to develop other AI based tools to reduce marketing fraud, waste and abuse," said Brandon Mina, CEO. He added: "Investor confidence in BrandPilot AI continues to grow, and this upsize of our private placement is a testament to the strength of our vision. These additional funds will allow us to accelerate the development and deployment of AI-driven marketing solutions like AdAi, helping brands eliminate fraud, cut ad waste and drive stronger results with every dollar spent."

Adam Szweras, Chairman of the Board, stated: "We are very pleased with the level of demand for this offering, as well as the strong participation by insiders and their friends and family. We have great confidence in Brandon and his team to successfully market AdAi generating significant savings for our clients and revenue for BrandPilot. I believe this financing will prove to be a pivotal turning point in our efforts to create significant value for our shareholders."

The Company engaged certain finders in connection with the First Tranche (the "**Finders**") and paid such Finders a cash commission of \$28,400, which is 8% of the gross proceeds sold to purchasers introduced to the Company by such Finders. The Company also issued 1,136,000 warrants to the Finder(s), which is equal to 8% of the aggregate number of Units sold to purchasers introduced to the Company by such Finders (the "**Broker Warrants**"). Each Broker Warrant entitles the holder to purchase one Unit at a price of \$0.025 at any time on or before February 21, 2027.

The Company intends to use the net proceeds of the Offering for marketing, working capital and for other general corporate purposes. All securities issued in connection with the Offering are subject to a statutory hold period expiring four months and one day from the date of issuance of the securities.

Pursuant to the Offering, the Company issued securities to a purchaser that is considered to be a

"related party" (within the meaning of Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101")), making the Offering a "related party transaction" (within the meaning of MI 61-101) (the **"Related Party Subscription"**). The Company was exempt from obtaining a formal valuation for, and minority approval of, the Related Party Subscription pursuant to Section 5.5(b) and 5.7(1)(a) of MI 61-101, respectively. The material change report to be filed in connection with the Offering will be filed less than 21 days prior to the closing of the Offering. The shorter period was necessary in order to permit the Company to close the Offering in a timeframe consistent with usual market practice for transactions of this nature.

Marketing Services Agreement

BPAI is also pleased to announce that it has entered into a marketing services agreement (the **"Hyperdrive Agreement"**) with 1510906 B.C. Ltd., dba Hyperdrive Marketing (**"Hyperdrive"**).

Hyperdrive may be contacted at: 137-20820 87 Avenue Langley, BC, V1M 3W5; Email: kabbott@hyperdrivemarketing.com.

"Hyperdrive brings a strategic, data-driven approach to investor engagement and brand storytelling. As we continue to scale, their expertise will help ensure that our successes-whether in technology innovation or market expansion-are effectively communicated to current and future shareholders.," said CEO Brandon Mina. "We expect the coming months to be pivotal in our efforts to rapidly create shareholder value and we look forward to working with Hyperdrive and others to make sure our successes are recognized by shareholders and future shareholders alike."

Pursuant to the terms of the Hyperdrive Agreement, BPAI will pay Hyperdrive: (i) a base fee of \$10,000 per month, (ii) an additional \$10,000 per month for media buys to be deployed at the discretion of Hyperdrive, and (iii) up to an additional \$90,000 per month for media buys to be deployed at the discretion of BPAI, unless such media buys are paid directly by BPAI, all in exchange for the digital marketing, investor relations, advisory and investor communication services enumerated in the Hyperdrive Agreement.

Hyperdrive is entirely arm's-length to BPAI. The services provided by Hyperdrive are to commence as of February 24, 2025, and continue until the completion of the services provided, which is expected to occur on or about June 30, 2025, or such other time as BPAI and Hyperdrive may agree.

About BrandPilot AI Inc.

BrandPilot AI (CSE: BPAI) is a performance marketing technology company headquartered in Toronto, specializing in innovative solutions that deliver exceptional ROI for global enterprise brands. Leveraging artificial intelligence, data analytics, and industry expertise, BrandPilot AI empowers organizations to navigate complex advertising landscapes with precision. The Company's core offering, AdAi combats ad waste by identifying cannibalistic ads in paid search campaigns, while Spectrum IQ, harnesses micro-influencers to maximize ROI for global enterprise brands. For more information about BrandPilot AI and its AI-powered marketing solutions, please visit www.brandpilot.ai.

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Forward Looking Statements

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financial performance, prospects, and other plans, intentions, expectations, estimates, and beliefs of the Company. Such statements include use of proceeds resulting from the Offering, the anticipated closing of the second tranche of the Offering, the completion of the services performance by Hyperdrive, and the proposed benefits thereof. Forward-looking information and statements involve and are subject to assumptions and known and unknown risks, uncertainties, and other factors which may cause actual events, results, performance, or achievements of the Company to be materially different from future events, results, performance, and achievements expressed or implied by forward-looking information and statements herein. The assumptions on which the forward-looking statements contained herein rely include the Company's ability to complete the second tranche of the Offering, and the use of proceeds of the Offering. Although the Company believes that any forward-looking information and statements herein are reasonable, in light of the use of assumptions and the significant risks and uncertainties inherent in such information and statements, there can be no assurance that any such forward-looking information and statements will prove to be accurate, and accordingly readers are advised to rely on their own evaluation of such risks and uncertainties and should not place undue reliance upon such forward-looking information and statements. Any forward-looking information and statements herein are made as of the date hereof, and except as required by applicable laws, the Company assumes no obligation and disclaims any intention to update or revise any forward-looking information and statements herein or to update the reasons that actual events or results could or do differ from those projected in any forward looking information and statements herein, whether as a result of new information, future events or results, or otherwise, except as required by applicable laws.

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