



BrandPilot AI Announces Closing of Final Tranche of Upsized Non-Brokered Private Placement

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TORONTO, ON--(Newsfile Corp. - July 14, 2026) – BrandPilot AI Inc. (CSE: BPAI) (OTCQB: BPAIF) (FSE: 8LH0) ("**BrandPilot**" or the "**Company**"), a performance marketing technology company focused on identifying and eliminating inefficiencies in digital advertising for global enterprise brands, is pleased to announce that it has closed the second and final tranche (the "**Second Tranche**") of its previously announced (see press releases dated May 7, 2026 and June 5, 2026) non-brokered private placement (the "**Offering**") of units ("**Units**") of the Company, for aggregate gross proceeds of \$354,500 from the issuance of 17,725,000 Units. Including the Second Tranche, the Company raised aggregate gross proceeds of \$854,500 from the issuance of 42,725,000 Units in the Offering. The Offering was increased from the previously announced maximum gross proceeds of \$750,000.

Each Unit is priced at \$0.02 and is comprised of one common share in the capital of the Company (each, a "**Common Share**") and one Common Share purchase warrant (each, a "**Warrant**"). Each Warrant entitles the holder thereof to purchase one Common Share of the Company at a price of \$0.05 at any time on or before the date that is five years following the date of issuance, subject to acceleration. If the Common Shares trade at or above a volume-weighted average price of \$0.15 for a period of 20 consecutive trading days, the Company may accelerate the expiry date of the Warrants to a date that is 30 days following notice to the holders of Warrants.

The Company engaged certain finders (the "**Finders**") in connection with the Offering and paid the Finders an aggregate cash commission of \$30,760, equal to 8% of the gross proceeds of Units sold to purchasers introduced to the Company by the Finders. The Company also issued a total of 1,538,000 broker warrants (the "**Broker Warrants**") to the Finders in connection with the Offering, equal to 8% of the aggregate number of Units sold to purchasers introduced to the Company by the Finders. Each Broker Warrant entitles the holder thereof to purchase one Unit at a price of \$0.02 for a period of 36 months from the date of issuance.

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.

The Company intends to use the net proceeds of the Offering for product development, marketing and sales initiatives, and general working capital purposes.

Pursuant to the Offering, the Company issued securities to the following purchasers considered to be "related parties" within the meaning of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**") and who purchased an aggregate of 11,656,250 Units in the Offering: Andres Tinajero (750,000 Units), a director of the Company; Randall Craig (500,000 Units), a director of the Company; 2674775 Ontario Limited (5,406,250 Units), an entity controlled by Adam Szweras, Chairman and director of the Company; and 2674779 Ontario Inc. (5,000,000 Units), an entity controlled by Brian Presement, a director of the Company.

Due to the participation of the above-noted related parties (the "**Related Party Subscriptions**"), the Offering constitutes a "related party transaction" within the meaning of MI 61-101. The Company was exempt from obtaining a formal valuation for, and minority approval of, the Related Party Subscriptions pursuant to Sections 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 before the closing of the Offering. The shorter period was necessary in order to permit the Company to close the Offering within a timeframe consistent with usual market practice for transactions of this nature.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities issued pursuant to the Offering have not been and will not be registered under the *United States Securities Act of 1933*, as amended (the "**1933 Act**"), or any state securities laws and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the 1933 Act), unless registered under the 1933 Act and applicable state securities laws, or unless an exemption from such registration requirements is available.

About BrandPilot AI

BrandPilot AI (CSE: BPAI) is a performance marketing technology company headquartered in Toronto, focused on identifying and eliminating inefficiencies in digital advertising for global enterprise brands. The Company's core capabilities include AdAi, which eliminates cannibalistic branded search spend that inflates costs without driving incremental value; ClickRadar™, which compiles forensic bot-detection reports to reclaim refunds associated with invalid traffic; and SearchIQ™, which enables brands to measure and optimize their presence across generative AI search platforms.

BrandPilot is purpose-built to address structural challenges in modern digital advertising, where increasing automation and scale can reduce transparency and accountability. Operating as an independent performance and validation layer, the Company helps enterprises recover wasted budgets, restore data integrity, and gain clearer visibility into how advertising dollars are spent so performance can be improved with greater confidence.

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Forward-Looking Statements

This news release contains "forward-looking information" within the meaning of applicable securities laws relating to the business of the Company. Such forward-looking statements may be identified by words such as "expects", "anticipates", "believes", "projects", "plans" and similar expressions. Statements regarding, among other things, the intended use of proceeds of the Offering, the Company's business plans, product development, marketing and sales initiatives, growth initiatives, and, if applicable, the receipt of final acceptance of the Canadian Securities Exchange, constitute forward-looking information. These statements should not be read as guarantees of future performance or results. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from those implied by such statements.

Forward-looking statements involve significant risks, uncertainties and assumptions. Many factors could cause actual results, performance or achievements to differ materially from the results discussed or implied in the forward-looking statements. These risks and uncertainties include, but are not limited to: the risk that final acceptance of the Canadian Securities Exchange, if applicable, may not be obtained in a timely manner or at all; the risk that the net proceeds of the Offering may not be used as currently intended; the Company's ability to execute on its business plan and growth initiatives; the Company's ability to support and expand its enterprise pipeline and product development efforts; general economic and market conditions; and other risks applicable to the Company's business and the markets in which it operates. Readers are cautioned not to place undue reliance on forward-looking statements. Although the forward-looking statements contained in this news release are based upon what management believes to be reasonable assumptions, the Company cannot assure readers that actual results will be consistent with these forward-looking statements. These forward-looking statements are made as of the date of this news release, and the Company assumes no obligation to update or revise them to reflect new events or circumstances, except as required by law.

Neither the Canadian Securities Exchange nor its Regulation Services Provider (as that term is defined in the policies of the Exchange) accepts responsibility for the adequacy or accuracy of this release. No stock exchange, securities commission or other regulatory authority has approved or disapproved the information contained herein.