

BrandPilot AI Announces Closing of Upsized Non-Brokered Private Placement and Proposed Debt Settlement

Toronto, Ontario--(Newsfile Corp. - September 22, 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 the closing of its previously announced (see press release dated August 24, 2026) non-brokered private placement (the "**Offering**") of units ("**Units**") of the Company for aggregate gross proceeds of \$631,500 through the issuance of 31,575,000 Units. The maximum gross proceeds of the Offering were increased from the previously announced amount of \$250,000.

"We are very pleased with how receptive investors have been to BrandPilot, resulting in a heavily oversubscribed placement," said Brandon Mina, BrandPilot CEO. "The proceeds of this placement are largely earmarked for product development and marketing. These initiatives, we believe, will help the Company drive and accelerate growth, while at the same time increasing our visibility in the capital markets. With a pipeline that has grown rapidly to over \$45 million, continued high conversion rates within our pipeline and a 100% customer retention rate, we believe we have reached an inflection point where our hard work over the past more than 2 years is now resulting in rapid growth. As we develop new products, largely driven by actual client requests, we are unlocking new revenue streams in problem areas where the current technology stack available to brands has proven less than optimal in delivering savings, efficiency improvements and accountability."

Each Unit is priced at \$0.02 and consists of one common share in the capital of the Company (a "**Common Share**") and one common share purchase warrant (a "**Warrant**"). Each Warrant entitles the holder to acquire one additional Common Share at a price of \$0.05 at any time on or before the date that is two 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 the Warrants.

The Company engaged certain finders (the "**Finders**") in connection with the Offering and paid the Finders an aggregate cash commission of \$19,560, representing 8% of the gross proceeds from Units sold to purchasers introduced to the Company by the Finders. The Company also issued a total of 978,000 broker warrants (the "**Broker Warrants**") to the Finders in connection with the Offering, representing 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 in accordance with applicable Canadian securities laws and the policies of the Canadian Securities Exchange ("**CSE**").

In connection with the Offering, the Company issued 1,000,000 Units to CFO Advantage Inc., a company controlled by Kyle Appleby, Chief Financial Officer of the Company (the "**Related Party Issuance**"). CFO Advantage Inc. is a "related party" of the Company within the meaning of Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). As a result, the Offering constitutes a "related party transaction" within the meaning of MI 61-101. The Company relied on the exemptions from the formal valuation and minority approval requirements contained in Sections 5.5(b) and 5.7(1)(a) of MI 61-101, respectively, in respect of the Related Party Issuance, as neither the fair market value of the Units issued pursuant to the Related Party Issuance nor the consideration paid therefor exceeded 25% of the Company's market capitalization, as determined in accordance with MI

61-101.

The Company did not file a material change report at least 21 days before the expected closing date of the Offering because the details of the Related Party Issuance were not settled until shortly before closing and the Company wished to complete the Offering on an expedited basis for sound business reasons.

Debt Settlement

The Company has also entered into agreements with certain creditors to settle an aggregate of \$191,637 of indebtedness through the issuance of an aggregate of 9,581,850 Units on the same terms as the Offering (the "**Debt Settlement**").

Pursuant to the Debt Settlement, the Company has agreed to issue an aggregate of 146,850 Units, representing \$2,937 of indebtedness, to 2674779 Ontario Inc., an entity controlled by Brian Presement, a director of the Company (the "**Related Party Debt Settlement Issuance**"). 2674779 Ontario Inc. is a "related party" of the Company within the meaning of MI 61-101. As a result, the Debt Settlement constitutes a "related party transaction" within the meaning of MI 61-101.

The Company is relying on the exemptions from the formal valuation and minority approval requirements contained in Sections 5.5(b) and 5.7(1)(a) of MI 61-101, respectively, in connection with the Related Party Debt Settlement Issuance, as neither the fair market value of the Units to be issued in connection with the Related Party Debt Settlement Issuance, nor the indebtedness being settled through such issuance, exceeds 25% of the Company's market capitalization, as determined in accordance with MI 61-101.

All securities issued pursuant to the Debt Settlement will be subject to a statutory hold period expiring four months and one day from the date of issuance in accordance with applicable Canadian securities laws and the policies of the CSE.

Completion of the Debt Settlement remains subject to receipt of all required approvals, including acceptance of the issuance of the Units by the CSE. The Debt Settlement is expected to close on September 29, 2026, or such later date as may be determined by the Company.

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 information may be identified by words such as "will", "expects", "anticipates", "believes", "projects", "plans", "intends" and similar expressions. Statements regarding, among other things: the completion of the Debt Settlement on the terms described herein or at all; the issuance of the Units pursuant to the Debt Settlement on the same terms as the Offering; the number of Units to be issued and the amount of indebtedness to be settled pursuant to the Debt Settlement; the anticipated closing date of the Debt Settlement and any extension thereof; the amount of related party participation in connection with the Debt Settlement, including the Related Party Debt Settlement Issuance; the Company's reliance on exemptions from the formal valuation and minority approval requirements under MI 61-101 in connection with the Related Party Debt Settlement Issuance; the receipt of all required approvals, including acceptance by the CSE; the intended use of the net proceeds of the Offering; and the Company's ability to execute its business strategy and maintain, enhance and commercialize its product offerings are all considered forward-looking information. These statements should not be read as guarantees of future performance or results.

Forward-looking information involves significant risks, uncertainties and assumptions. The forward-looking information contained in this news release is based on assumptions considered reasonable by management as of the date hereof, including assumptions regarding the receipt of CSE acceptance and any other required approvals, the satisfaction of the conditions to completion of the Debt Settlement, the continued availability of the exemptions under MI 61-101, the absence of any material adverse change before completion of the Debt Settlement and the Company's ability to apply the net proceeds of the Offering as intended. Many factors could cause actual results, performance or achievements to differ materially from the results discussed or implied in the forward-looking information. These risks and uncertainties include, but are not limited to: the Company's ability to complete the Debt Settlement on the terms described herein or at all; the receipt of all necessary approvals in respect of the Debt Settlement, including acceptance by the CSE; the possibility that market conditions or regulatory requirements may result in changes to the terms or timing of the Debt Settlement; changes in the Company's market capitalization that could affect its reliance on the exemptions under MI 61-101; the Company's ability to deploy the net proceeds of the Offering as intended or the need to reallocate those proceeds as circumstances or business priorities change; the Company's ability to execute its business strategy and achieve its proposed business objectives; the Company's ability to successfully develop, maintain and commercialize its product offerings; competitive pressures in AI-powered marketing and digital advertising technologies; risks related to evolving market dynamics, platform policies and advertiser behaviour in digital advertising; and general economic, market and business conditions. These factors should be considered carefully and readers should not place undue reliance on the forward-looking information. Although the forward-looking information contained in this news release is based upon what management believes to be reasonable assumptions, the Company cannot assure readers that actual results will be consistent with such forward-looking information. The forward-looking information is made as of the date of this news release, and the Company assumes no obligation to update or revise it 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.



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