

BrandPilot AI Announces Private Placement of \$750,000

Toronto, Ontario--(Newsfile Corp. - August 19, 2025) - BrandPilot AI Inc. (CSE: BPAI) ("**BrandPilot**" or the "**Company**") announces today that it is undertaking a non-brokered private placement of 30,000,000 units of the Company (the "**Units**") at a price of C\$0.025 per Unit under the Listed Issuer Financing Exemption for aggregate gross proceeds of \$750,000 (the "**Offering**"). Each Unit will consist of one common share in the capital of the Company (each a "**Common Share**") and one Common Share purchase warrant (each a "**Warrant**"), with each Warrant being exercisable at any time after the 60th day following their issuance and on or prior to the fifth anniversary of their issuance (subject to acceleration described below) at a price of \$0.05. If the volume weighted average trading price of the Common Shares is at least \$0.15 for a period of 10 consecutive trading days, the expiry date of the Warrants may be accelerated by the Company to a date that is not less than 30 days after the date that notice of such acceleration is provided to the Warrant holders.

The Company intends to use the proceeds of the Offering for general corporate expenses and working capital purposes.

The Units to be issued under the Offering will be offered to purchasers pursuant to the Listed Issuer Financing Exemption under Part 5A of National Instrument 45-106 - *Prospectus Exemptions*, and as modified by Coordinated Blanket Order 45-935 - *Exemptions from Certain Conditions of the Listed Issuer Financing Exemption*, in each of the provinces of Canada, excluding Québec. The securities to be issued pursuant to the Offering will not be subject to a hold period under Canadian securities laws.

The Company has filed on its SEDAR+ profile contemporaneously herewith an offering document addressing the Offering available for purchase in accordance with the requirements of Form 45-106F19 (the "**Offering Document**"). The Offering Document can be accessed under the Company's profile at www.sedarplus.ca and on the Company's website at <https://www.brandpilot.ai/>. Prospective investors should read the Offering Document before making an investment decision.

Additional Information

The closing of the Offering (the "**Closing**") may occur in multiple tranches, with the final Closing expected to occur no later than October 3, 2025. The Offering is subject to certain conditions, including applicable regulatory approvals and acceptance by the Canadian Securities Exchange ("**CSE**").

Insiders of the Company may participate in the Offering. The issuance of securities to insiders will be considered a "related party transaction" within the meaning of Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). The Company intends to rely on the exemption set forth in section 5.5(a) of MI 61-101 from the formal valuation requirements of MI 61-101 and the exemption set forth in section 5.7(1)(a) of MI 61-101 from minority shareholder approval requirements of MI 61-101 in respect of such insider participation as the fair market value of the Offering, insofar as it involves interested parties, is not expected exceed 25% of the Company's market capitalization.

In connection with the Offering, the Company may pay finders' fees in cash or securities, or a combination thereof, to certain finders, as permitted by the policies of the CSE.

BrandPilot CEO, Brandon Mina, commented: "Although current market valuations are not ideal, we believe securing this funding is in the best interest of our shareholders. It enables us to sustain and scale our marketing initiatives, which are already delivering results. This financing also gives us an opportunity to broaden our network of committed, well-connected investors who share our vision and can help accelerate our growth."

About BrandPilot AI Inc.

BrandPilot (CSE: BPAI) is a performance marketing technology company headquartered in Toronto, specializing in innovative solutions that deliver exceptional return-on-investment (ROI) for global enterprise brands. Leveraging artificial intelligence, data analytics, and industry expertise, BrandPilot empowers organizations to navigate complex advertising landscapes with precision. The Company's flagship product, Spectrum IQ, harnesses micro-influencers to maximize ROI for global enterprise brands, while AdAi combats ad waste by identifying cannibalistic ads in paid search campaigns.

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Forward-Looking Statements

This news release includes forward-looking information and statements. Such statements include statements relating to the ability to complete the Offering, the timing of Closing, the extent of insider participation, and the use of proceeds of the Offering. 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, among others, that the Company will receive the necessary approvals for the Offering from the Canadian Securities Exchange, that the Company will satisfy the terms of the LIFE Exemption and any other applicable securities exemptions or safe harbors and that there will be sufficient demand for the Units. Additional risk factors that may impact the Company or cause actual results and performance to differ from the forward looking statements contained herein are set forth in the Company's most recent management's discussion and analysis of financial condition (a copy of which can be obtained under the Company's profile on www.sedarplus.ca). 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.

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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