

# Brandpilot Announces \$1M Private Placement with Initial Commitments of \$800,000

*The Company will use the proceeds from the Offering to expand its sales and marketing initiatives, driving growth and market penetration.*

Toronto, Ontario--(Newsfile Corp. - February 10, 2025) - BrandPilot AI Inc. (CSE: BPAI) ("**BrandPilot**" or the "**Company**") announces today that it is undertaking a proposed non-brokered private placement (the "**Offering**") of up to 40,000,000 units of the Company ("**Units**") at a price of \$0.025 per Unit, for aggregate gross proceeds of up to \$1,000,000. The Company has initial commitments in the amount of approximately \$800,000 which will be closed upon in the First Tranche (as defined and described below).

Each Unit will be comprised of one common share (a "**Common Share**") and one Common Share purchase warrant ("**Warrant**"). Each Warrant will entitle the holder thereof to purchase one Common Share, for a period of three years (subject to acceleration) (the "**Expiry Date**") after the issuance of the Warrant, 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. The Units will be offered in each province of Canada, and well as the US and other jurisdictions pursuant to available prospectus exemptions and applicable securities laws.

The Company may engage certain finders in connection with the Offering (the "**Finders**") and will pay the Finders a cash commission of up to 8% of the gross proceeds sold to purchasers introduced to the Company by such Finder, as well as issue a number of common share purchase warrants equal to up to 8% of the aggregate number of Units sold to purchasers introduced to the Company by such Finder (the "**Broker Warrants**"). Each Broker Warrant will entitle the holder to purchase one Unit at a price of \$0.025 for a period of 24 months from the date of closing of the Offering.

The Company plans to use the net proceeds of the Offering for working capital and for other general corporate purposes. At its discretion, the Company may upsize the Offering by an additional 20,000,000 Units (\$500,000) to a maximum total of up to 60,000,000 Units (\$1,500,000).

The closing of the Offering may occur in multiple tranches, with the first closing expected to occur on or about February 17, 2024 (the "**First Tranche**"). The Offering is subject to certain conditions, including applicable regulatory approvals and acceptance by the Canadian Securities Exchange. The securities issued under the Offering will have a hold period of four months and one day from the date of issuance.

## 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, which may include, but are not limited to, information and statements regarding or inferring the future business, operations, financial performance, prospects, and other plans, intentions, expectations, estimates, and beliefs of the Company. Such statements include the anticipated closing of the proposed Offering, the use of proceeds resulting therefrom, and the amounts of initial commitments of subscribers to 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 the Company's ability to complete 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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