## SUPPLEMENTAL DISCLOSURE
## COMPLETION OF EVERMIND ASSET ACQUISITION

BitFrontier Capital Holdings, Inc. (the “Company”) today announced the completion of its previously disclosed asset acquisition of the EVERMIND™ brand and related intellectual property from ERApeutics, LLC (the “Transaction”).

The Transaction was consummated pursuant to a definitive Asset Purchase Agreement effective December 31, 2025, and was approved by the Company’s Board of Directors by written consent. The Transaction represents a material milestone in the Company’s strategic repositioning and long-term growth plan.

**Transaction Overview**

Under the terms of the Transaction, the Company acquired substantially all of the intellectual property, brand assets, formulations, goodwill, and related business assets associated with the EVERMIND™ brand. The Transaction was structured as a <u>pure asset purchase</u>, and the Company did not assume any liabilities or obligations of ERApeutics, LLC.

Consideration for the Transaction consisted solely of equity, specifically the issuance of 400,000,000 shares of the Company’s restricted common stock, valued by the parties at $0.01 per share, for an aggregate implied transaction value of $4.0 million. No cash consideration was paid.

All shares issued in connection with the Transaction are restricted securities, issued in a private transaction, and are subject to Rule 144 and other applicable resale restrictions. Such shares are not freely tradable in the public market.

**Related-Party Transaction Disclosure**

The Company notes that the Transaction constitutes a related-party transaction. The Company’s Chief Executive Officer, Dr. Jordan P. Balencic, was a co-founder of ERApeutics, LLC and the creator of the EVERMIND™ beverage formulations and brand concept. The related-party nature of the Transaction was fully disclosed, reviewed, and approved by the Company’s Board of Directors, and appropriate disclosures were made in accordance with applicable securities laws and OTC Markets requirements.

**Capital Structure and Shareholder Considerations**

A substantial portion of the shares issued in the Transaction were allocated to BrainPower Ventures, LLC, the holding company through which the founders of ERApeutics, LLC historically held their equity interests. BrainPower Ventures, LLC is owned by the Company’s Chief Executive Officer and his spouse. The Company notes that such shares are subject to applicable insider trading policies, reporting obligations, and resale restrictions regardless of the form in which they are held.

The Company further notes that the shares issued to BrainPower Ventures, LLC are expected to be transferred to Dr. Jordan P. Balencic and that BrainPower Ventures, LLC is anticipated to be dissolved following such transfer. In either case, such shares will continue to be held by an insider of the Company and will remain restricted, non-freely tradable securities, subject to applicable securities laws and Company policies. The Company does not expect these shares to be sold in the near term.

The remaining shares were issued to a limited group of long-term, strategic investors, many of whom hold relatively small individual positions. As a practical matter, the Company believes that only a very limited subset of recipients, approximately one to two investors, have prior experience depositing restricted public-company equity into the OTC Markets system, and only a limited number of holders, approximately ten investors, would be economically positioned to pursue any near-term liquidity given the costs, compliance requirements, and procedural steps associated with resales of restricted securities.

The Company further notes that many of the investors participating in the Transaction have historically demonstrated long-term holding behavior and have expressed support for the Company's multi-year strategic vision.

The Transaction resulted in the addition of 28 new shareholders to the Company's cap table, materially expanding the Company's investor base while maintaining strong insider alignment.

**Strategic Impact**

Management believes the Transaction strengthens the Company's asset base and supports its long-term strategic objectives by adding an operational, commercialization-ready brand platform. The Company views the Transaction as a long-term value-creation event rather than a short-term liquidity transaction and believes it enhances the Company's ability to pursue disciplined execution, near- to medium-term revenue generation, and future strategic acquisitions while maintaining operational continuity and capital efficiency.