OTC Markets

COPPER INTELLIGENCE, INC.
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Quarterly Report

For the period ending August 31, 2026 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

81,363,078 as of Aug 31, 2026

8,495,643 as of February 28, 2026

Note the number of shares reflected are adjusted for a 1:100 reverse share split that was effective June 1, 2026

Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: ☐ No: ☒

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: ☐ No: ☒

Change in Control

Indicate by check mark whether a Change in Control[4] of the company has occurred during this reporting period:

Yes: ☐ No: ☒

[4] "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

1) Name and address(es) of the issuer and its predecessors (if any)

In answering this item, provide the current name of the issuer and names used by predecessor entities, along with the dates of the name changes.

On February 2, 2026, the Company changed its name in Delaware to Copper Intelligence, Inc. from African Discovery Group, Inc. The Company has also completed FINRA's final review of this corporate action and has implemented the name change. The Company, a Delaware corporation, was formerly Earn-A-Car, Inc. until November 13, 2020, and was Victoria Internet Services, Inc. from October 9, 2009, the original date of incorporation in Nevada, until February 10, 2012. The Company has also received approval for a change in the Company's trading symbol to OTC:CUAI and on June 1, 2026 completed a 100:1 reverse-split of the Company's common shares

Current State and Date of Incorporation or Registration: Delaware, June 28, 2021
Standing in this jurisdiction: (e.g. active, default, inactive): active

Prior Incorporation Information for the issuer and any predecessors during the past five years:
Until June 28, 2021, the Company was a Nevada corporation; on that date, the Company redomiciled to the State of Delaware. There were no changes to the Company's Charter in that redomiciling.

Describe any trading suspension or halt orders issued by the SEC or FINRA concerning the issuer or its predecessors since inception:

None

List any stock split, dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

The Company conducted a 1 for 100 reverse stock split effective on June 1, 2026

Address of the issuer's principal executive office:

14 Wall Street, 20th Floor New York, NY 10005

Address of the issuer's principal place of business:
: ☒ *Check if principal executive office and principal place of business are the same address:*

_____

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

No: ☒ Yes: ☐ If Yes, provide additional details below:

_____

2) Security Information

Transfer Agent

Name: West Coast Securities Transfer
Phone: 619-664-4780
Email: etobler@wcsti.com
Address: 721 North Vulcan Ave. Suite 106
Encinitas, CA 92024

Publicly Quoted or Traded Securities:

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

Trading symbol:	CUAI
Exact title and class of securities outstanding:	Common Stock., $0.0001 par value
CUSIP:	00832F100
Par or stated value:	$0.0001
Total shares authorized:	1,000,000,000 as of date: August 31, 2026
Total shares outstanding:	81,363,078 as of Aug 31, 2026
Total number of shareholders of record:	107 as of date: August 31, 2026

During November 2023, the Company approved a share incentive plan in accordance with which 400,000 shares were authorized to be issued. During the year ended February 29, 2024 options to acquire 380,000 common shares were awarded under this plan. Further in December 2025, the Company approved a share incentive plan in accordance with which 67,151 shares were authorized to be issued. During the year ended February 28, 2026 options to acquire 67,151 common shares were awarded under this 2025 plan. In July 2026, shareholders and the board approved the 2026 Incentive Plan in accordance with which 6,250,000 shares were authorized to be issued. In July the Company awarded 4,357,400 restricted shares and options to acquire 700,000 common shares in under this plan.

Note the number of shares reflected are adjusted for a 1:100 reverse share split that was effective June 1, 2026

Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.

____

Other classes of authorized or outstanding equity securities that do not have a trading symbol:

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g., preferred shares that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of the security:	____	
Par or stated value:	____	
Total shares authorized:	____	as of date: _____
Total shares outstanding:	____	as of date: _____
Total number of shareholders of record:	____	as of date: _____

Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.

____

Security Description:

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

1. **For common equity, describe any dividend, voting and preemption rights.**

The Company has not declared or paid any dividends and has no present intention to do so. Shareholders are entitled to one vote for each share held and have no preemptive rights.

2. **For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.**

Company has no preferred stock issued

1. **Describe any other material rights of common or preferred stockholders.**

None

4. **Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.**

No material modification to any rights of holders of the company's securities occurred during the quarter ended May 31, 2026

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any changes to the total shares outstanding of any class of the issuer's securities ***in the past two completed fiscal years and any subsequent interim period****.*

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares for the two most recently completed fiscal years and any subsequent period.

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:
No: ☐ Yes: ☒ (If yes, you must complete the table below)

Shares Outstanding Opening Balance: Opening Balance Date 2/28/2024 Common: : 7,052,850 Preferred: 0	*Right-click the rows below and select "Insert" to add rows as needed.

Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued ($/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance ? (Yes/No)	Individual/ Entity Shares were issued to. ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
11/24/2025	New issuance	8,000	Common stock $.0001 pv	$2.50	Yes	Richard Wagner	For cash	Restricted	Rule 506(c)
11/24/2025	New issuance	1,000	Common stock $.0001 pv	$2.50	Yes	Eugene Leggum	For cash	Restricted	Rule 506(c)
12/03/2025	New issuance	4,000	Common stock $.0001 pv	$2.50	Yes	Craig Durrance	For cash	Restricted	Rule 506(c)
12/04/2025	New issuance	2,000	Common stock $.0001 pv	$2.50	Yes	Adam & Tanya Schaffer	For cash	Restricted	Rule 506(c)
12/05/2025	New issuance	4,400	Common stock $.0001 pv	$2.50	Yes	Richard Wagner	For cash	Restricted	Rule 506(c)
12/05/2025	New issuance	1,200	Common stock $.0001 pv	$2.50	Yes	Eugene Leggum	For cash	Restricted	Rule 506(c)
12/10/2025	New issuance	30,000	Common stock $.0001 pv	$2.50	Yes	Abraham Jonker	For cash	Restricted	Rule 506(c)
12/11/2025	New issuance	280,000	Common stock $.0001 pv	$2.50	Yes	Julian Treger (Kings Chapel International)	For cash	Restricted	Rule 506(c)
12/11/2025	New issuance	100,000	Common stock $.0001 pv	$2.50	Yes	Philip Richards (Zeus Capital)	For cash	Restricted	Rule 506(c)
12/15/2025	New issuance	40,000	Common stock $.0001 pv	$2.50	Yes	David S Schechter	For cash	Restricted	Rule 506(c)
12/19/2025 & 12/22/2025	New issuance	40,104	Common stock $.0001 pv	$2.50	Yes	Russel Steven Fryer	For cash	Restricted	Rule 506(c)
12/22/2025	New issuance	12,000	Common stock $.0001 pv	$2.50	Yes	Martinus Derksen	For cash	Restricted	Rule 506(c)
12/22/2025	New issuance	76,089	Common stock $.0001 pv	$2.50	Yes	David S Schechter	For cash	Restricted	Rule 506(c)
12/22/2025	New issuance	32,000	Common stock $.0001 pv	$2.50	Yes	Edmund Kessler	For cash	Restricted	Rule 506(c)

12/29/2025	New issuance	100,000	Common stock $.0001 pv	$2.50	Yes	Raffaele Giuseppe Salvatore	For cash	Restricted	Rule 506(c)
12/30/2025	New issuance	8,000	Common stock $.0001 pv	$2.50	Yes	Richard Wagner	For cash	Restricted	Rule 506(c)
1/13/2026 2/3/2026 2/6/2026 2/20.2026	New issuance	184,000	Common stock $.0001 pv	$2.50	Yes	David S Schechter	For cash	Restricted	Rule 506(c)
2/12/2026	New issuance	20,000	Common stock $.0001 pv	$0.025	Yes	(Metropolitan Wellness Medical) Daniel Rosen MD	For cash	Restricted	Rule 506(c)
2/19/2026	New issuance	60,000	Common stock $.0001 pv	$2.50	Yes	Thomas Perrone	For cash	Restricted	Rule 506(c)
2/19/2026	New issuance	10,000	Common stock $.0001 pv	$2.50	Yes	Paul Ensor	For cash	Restricted	Rule 506(c)
2/20/2026	New issuance	182,000	Common stock $.0001 pv	$2.50	Yes	Goldberg Family Charitable Foundation Inc	For cash	Restricted	Rule 506(c)
2/20/2026	New issuance	47,200	Common stock $.0001 pv	$2.50	Yes	Joseph Grunberg	For cash	Restricted	Rule 506(c)
2/20/2026	New issuance	8,800	Common stock $.0001 pv	$2.50	Yes	Rich Larenson	For cash	Restricted	Rule 506(c)
2/20/2026	New issuance	182,000	Common stock $.0001 pv	$2.50	Yes	Joshua Goldberg	For cash	Restricted	Rule 506(c)
2/23/2026	New issuance	10,000	Common stock $.0001 pv	$2.50	Yes	Christian Chadkuroff	For cash	Restricted	Rule 506(c)
3/05/2026	New issuance	50.000	Common stock $.0001 pv	$2.50	Yes	Hephzibah Rudofsky	For cash	Restricted	Rule 506(c)
3/13/2026	New issuance	40,000	Common stock $.0001 pv	$2.50	Yes	Jacob Kupietzky	For cash	Restricted	Rule 506(c)
4/13/2026	New issuance	100.000	Common stock $.0001 pv	$2.50	Yes	Philip Richards (Zeus Capital)	For cash	Restricted	Rule 506(c)
5/15/2026	New issuance	20,000	Common stock $.0001 pv	$2.50	Yes	Robin Van Bokhorst (Valico Alternative Asset Manangement)	For cash	Restricted	Rule 506(c)
6/1/2026	New issuance	10,000	Common stock $.0001 pv	$2.50	Yes	Steven Rudofsky	For services	Restricted	Rule 701

6/11/2026	New issuance	40,000	Common stock $.0001 pv	$2.50	Yes	Hephzibah Rudofsky	For cash	Restricted	Rule 506(c)
6/11/2026	New issuance	11,250,000	Common stock $.0001 pv	$2.50	Yes	(Avastar Limited) Andrew Groves	Per merger agreement	Restricted	Rule 506
6/11/2026	New issuance	11,250,000	Common stock $.0001 pv	$2.50	Yes	(Batex Trust) Andrew Groves	Per merger agreement	Restricted	Rule 506
6/11/2026	New issuance	11,250,000	Common stock $.0001 pv	$2.50	Yes	(Ocelot Investments Ltd) Andrew Groves	Per merger agreement	Restricted	Rule 506
6/11/2026	New issuance	33,750,000	Common stock $.0001 pv	$2.50	Yes	Aldo Cesano	Per merger agreement	Restricted	Rule 506
6/12/2026	New issuance	1,000	Common stock $.0001 pv	$2.50	Yes	Susan Urgenson	For cash	Restricted	Rule 506(c)
6/16/2026	New issuance	10,000	Common stock $.0001 pv	$2.50	Yes	Caren R. Urgenson	For cash	Restricted	Rule 506(c)
6/23/2026	New issuance	32,945	Common stock $.0001 pv	$5.46	Yes	(Kingswood Capital Partners, LLC)	For services	Restricted	Rule 701
6/25/2026	New issuance	40,000	Common stock $.0001 pv	$2.50	Yes	Nizar Shariff	For cash	Restricted	Rule 506(c)
6/25/2026	New issuance	40,000	Common stock $.0001 pv	$2.50	Yes	Aleem Shariff	For cash	Restricted	Rule 506(c)
6/25/2026	New issuance	60,000	Common stock $.0001 pv	$2.50	Yes	(Cygnus Trading)	For cash	Restricted	Rule 506(c)
6/26/2026	New issuance	120,000	Common stock $.0001 pv	$2.50	Yes	Amin A Rammal	For cash	Restricted	Rule 506(c)
6/26/2026	New issuance	20,000	Common stock $.0001 pv	$2.50	Yes	Jacob H Kupietzky	For cash	Restricted	Rule 506(c)
6/30/2026	New issuance	50,000	Common stock $.0001 pv	$2.50	Yes	Joshua Goldberg	For cash	Restricted	Rule 506(c)
6/30/2026	New issuance	40,000	Common stock $.0001 pv	$2.50	Yes	Saleem Muneer	For cash	Restricted	Rule 506(c)
6/30/2026	New issuance	20,000	Common stock $.0001 pv	$2.50	Yes	Richard C Lawrenson	For cash	Restricted	Rule 506(c)
6/30/2026	New issuance	20,000	Common stock $.0001 pv	$2.50	Yes	Thomas Perrone	For cash	Restricted	Rule 506(c)
7/1/2026	New issuance	20,000	Common stock $.0001 pv	$2.50	Yes	Joseph Grunberg	For cash	Restricted	Rule 506(c)

7/1/2026	New issuance	50,000	Common stock $.0001 pv	$2.50	Yes	Joshua Goldberg	For cash	Restricted	Rule 506(c)
7/8/2026	New issuance	400,000	Common stock $.0001 pv	$2.50	Yes	Kevin Kotler ITWT LLC	For cash	Restricted	Rule 506(c)
7/8/2026	New issuance	20,000	Common stock $.0001 pv	$2.50	Yes	(Metropolitan Wellness Medical) Daniel Rosen MD	For cash	Restricted	Rule 506(c)
7/8/2026	New issuance	1,000	Common stock $.0001 pv	$2.50	Yes	Henry Bonner	For services	Restricted	Rule 701
7/8/2026	New issuance	40,000	Common stock $.0001 pv	$2.50	Yes	David Slaine	For services	Restricted	Rule 701
7/27/2026	New issuance	100,000	Common stock $.0001 pv	$2.50	Yes	Richard Rice	For services / incentive plan	Restricted	Rule 701
7/27/2026	New issuance	50,000	Common stock $.0001 pv	$2.50	Yes	Gideon Donker	For services / incentive plan	Restricted	Rule 701
7/27/2026	New issuance	40,000	Common stock $.0001 pv	$2.50	Yes	Mindanda Tango Basil	For services / incentive plan	Restricted	Rule 701
7/27/2026	New issuance	50,000	Common stock $.0001 pv	$2.50	Yes	Benjamin Safari Rhulngan	For services / incentive plan	Restricted	Rule 701
7/27/2026	New issuance	50,000	Common stock $.0001 pv	$2.50	Yes	Thaluliva Sangala Robert	For services / incentive plan	Restricted	Rule 701
7/27/2026	New issuance	176,000	Common stock $.0001 pv	$2.50	Yes	Jean Bosco	For services / incentive plan	Restricted	Rule 701
7/27/2026	New issuance	24,000	Common stock $.0001 pv	$2.50	Yes	Enriqu Prado	For services / incentive plan	Restricted	Rule 701
7/27/2026	New issuance	25,200	Common stock $.0001 pv	$2.50	Yes	Mike Hale	For services / incentive plan	Restricted	Rule 701
7/27/2026	New issuance	25,200	Common stock $.0001 pv	$2.50	Yes	Nenani Banda	For services / incentive plan	Restricted	Rule 701
7/27/2026	New issuance	4,000	Common stock $.0001 pv	$2.50	Yes	Paul Yook	For services / incentive plan	Restricted	Rule 701
7/27/2026	New issuance	3,350,000	Common stock $.0001 pv	$2.50	Yes	Alan Kessler	For services / incentive plan	Restricted	Rule 701
7/28/2026	New issuance	37,500	Common stock $.0001 pv	$2.50	Yes	Maxine Gordon	For services / incentive plan	Restricted	Rule 701
7/28/2026	New issuance	25,000	Common stock $.0001 pv	$2.50	Yes	British Robinson	For services / incentive plan	Restricted	Rule 701

7/1/2026 8/1/2026	New issuance	8,000	Common stock $.0001 pv	$2.50	Yes	Kevin Kotler	For services / incentive plan	Restricted	Rule 701
7/7/2026 8/7/26	New issuance	12,500	Common stock $.0001 pv	$5.40	Yes	Brian D Keane	For services / incentive plan	Restricted	Rule 701
7/29/2026	New issuance	20,000	Common stock $.0001 pv	$2.50	Yes	(Zulie Investments) Sultan Jasani_	For cash	Restricted	Rule 506(c)
7/31/2026	New issuance	40,000	Common stock $.0001 pv	$2.50	Yes	(Uniglobe Industries) Samat Umirzakov	For cash	Restricted	Rule 506(c)
8/6/2026	New issuance	40,000	Common stock $.0001 pv	$2.50	Yes	Harold Dutch Van Heel	For cash	Restricted	Rule 506(c)
8/19/2026	New issuance	5.090	Common stock $.0001 pv	$4.91	Yes	Aion Promotions Inc.	For services	Restricted	Rule 701
8/31/2026	New issuance	40,000	Common stock $.0001 pv	$2.50	Yes	Marla Bermack	For cash	Restricted	Rule 506(c)

Shares Outstanding on Date of This Report:

Ending Balance:

Date 08/31/2026 Common: 81,363,078

Preferred: 0

Note the number of shares and issuance price per share reflected are adjusted for a 1:100 reverse share split that was effective June 1, 2026

B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities:

No: ☒ Yes: ☐ (If yes, you must complete the table below)

Date of Note Issuance	Outstanding Balance ($)	Principal Amount at Issuance ($)	Interest Accrued ($)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. *** You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
———	———	———	———	———	———	———	———
———	———	———	———	———	———	———	———
———	———	———	———	———	———	———	———

Use the space below to provide any additional details, including footnotes to the table above:

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. Ensure that these descriptions are updated on the Company's Profile on www.OTCMarkets.com.

A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

The Company was initially organized to operate as an online tax preparation service in the North American market. On December 7, 2011, the Company, its then principal shareholder, Earn-A-Car (PTY), Ltd., a South African corporation ("EAC") and DPL completed a reorganization pursuant to which DPL acquired 78,750,000 shares of our common stock from the former principal, EAC became a wholly owned subsidiary of the Company, and the business of the Company then became the business of EAC, i.e., the daily rental of vehicles in the South African market. The Company remained in the vehicle rental business until November, 2020.

The Company's Delaware wholly owned subsidiary ADG Subsidiary Corp. ("ADG") currently consults with Africa-based clients.

B. List any subsidiaries, parent company, or affiliated companies.

The Company's 100% subsidiary is ADG Subsidiary Corp., a Delaware corporation (ADG), the information about which is incorporated by reference to Items 1 and 5A, herein.

On May 11, 2026, the company formed Copper Intelligence Sarl, a Democratic Republic of Congo ("DRC) entity. This wholly owned subsidiary is intended to be operational following the closing of the Transaction described in detail in the "*Nature of Business"* section in Note 1 to the financial statements included herein.

C. Describe the issuers' principal products or services.

The Company's principal products and services are described in Items 1 and 5A, which are incorporated herein by reference.

5) Issuer's Facilities

The goal of this section is to provide investors with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

The Company owns no property. The Company's subsidiary ADG utilizes approximately 700 square feet at 14 Wall Street, 20th Floor, New York, NY 10005 pursuant to an arrangement on an annual basis. This is a sharing model. Office space and conference facilities in Africa and Europe are paid per diem, as needed. A lease is under contract in Kinshasa, Democratic Republic of Congo in the name of Copper Intelligence SARL.

6) All Officers, Directors, and Control Persons of the Company

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities. If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

The goal of this section is to provide investors with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial owners.

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
Alan Kessler (1)	President, Director	Delray Beach, FL	8,361,955	Common Stock	10.3%	_____
Andrew Groves	Chairman	London,, UK	33,750,000	Common Stock	41.5%	_____
Aldo Cesano	CEO	Lubumbashi, DRC	33,750,000	Common Stock	41.5%	_____
Jean Bosco	Director	Brussels, Belgium	176,000	Common Stock	0.2%	_____
Enrique Prado	Director	Saint Augustine, FL	24,000	Common Stock	0.02%	

Note the number of shares reflected are adjusted for a 1:100 reverse share split that was effective June 1, 2026

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to www.OTCIQ.com to update your company profile.

7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

No

2. Been the subject of the entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, financial- or investment-related, insurance or banking activities;

No

3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated;

No

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or

No

5. Been the subject of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

No

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

No

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party to or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

None

8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.
Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, update your company profile.
Securities Counsel (must include Counsel preparing Attorney Letters).

Name:	**Bonner & Associates, PLLC**
Address 1:	PO Box 530
Address 2:	Southport, CT 06890-0530
Phone:	*619.278.8326*
Email:	henry@bonner.net

Accountant or Auditor

Name:	_____
Firm:	_____

Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Investor Relations

Name:
Firm:
Address 1:
Address 2:
Phone:
Email:

All other means of Investor Communication:

X (Twitter): _____
Discord: _____
LinkedIn _____
Facebook: _____
[Other] _____

Other Service Providers
Provide the name of any other service provider(s) that **that assisted, advised, prepared, or provided information with respect to this disclosure statement**. This includes counsel, broker-dealer(s), advisor(s), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

Name: Richard Rubenstein
Firm: Rubenstein Public Relations
Nature of Services: Media and Public Relations
Address 1: 1330 Avenue of the Americas, 14th floor, New York, NY 10019
Address 2: _____
Phone: 212/805-3000
Email: sdallara@rubensteinpr.com

9) Disclosure & Financial Information

A. This Disclosure Statement was prepared by (name of individual):

Name: Alan Kessler
Title: President
Relationship to Issuer: Officer of Issuer

B. The following financial statements were prepared in accordance with:

☐ IFRS
☒ U.S. GAAP

C. The following financial statements were prepared by (name of individual):

Name: Harry Green
Title: _____
Relationship to Issuer: Financial Consultant

Describe the qualifications of the person or persons who prepared the financial statements:[5]
General accounting knowledge, holds degree in business administration.

Provide the following qualifying financial statements:

- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes

Financial Statement Requirements:

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

10) Issuer Certification

Principal Executive Officer:

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Aldo Cesano certify that:

1. I have reviewed this Disclosure Statement for Copper Intelligence, Inc;

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

October 15, 2026

/s/ Aldo Cesano

[5] The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

COPPER INTELLIGENCE, INC.

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COPPER INTELLIGENCE, INC.
CONSOLIDATED BALANCE SHEETS
AUGUST 31, 2026 AND FEBRUARY 28, 2026
(Unaudited)

	August 31, 2026	February 28, 2026
ASSETS		
Current Assets		
Cash and cash equivalents	$ 1,835,343	$ 2,002,520
Marketable Securities (Note 8)	1,425	1,329
Receivables	3,580,578	1,076,450
Other Current assets	150,826	-
Total Current Assets	5,568,172	3,080,299
Investment (Note 7)	-	-
Total Other Assets	-	-
TOTAL ASSETS	$ 5,568,172	$ 3,080,299
LIABILITIES AND STOCKHOLDERS' EQUITY		
LIABILITIES		
Current Liabilities		
Accounts payable	$ 509,187	$ 495,168
Accounted Payable - Related party	-	4,173
Total Current Liabilities	509,187	499,341
Bonus Liability	1,107,475	-
Total Liabilities	1,616,662	499,341
Stockholders' Equity		
Common stock, $0.0001 par value, 1,000,000,000 shares authorized, 81,363,078 and 8,495,643 shares issued and outstanding as of August 31, 2026 and February 28, 2026, respectively[1.]	8,136	850
Additional paid in capital	189,451,139	5,311,830
Common stock issued pending business combination	(168,750,000)	-
Accumulated other comprehensive income (loss)	156,628	156,628
Retained earnings	(16,914,393)	(2,888,350)
Total Stockholders' Equity	3,951,510	2,580,958
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 5,568,172	$ 3,080,299

1. Note the number of shares reflected are adjusted for a 1:100 reverse share split that was effective June 1, 2026

See accompanying notes to financial statements.

COPPER INTELLIGENCE, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE THREE AND SIX MONTHS ENDED AUGUST 31, 2026 AND AUGUST 31, 2025
(Unaudited)

	For the 3 months ended August 31, 2026	For the 3 months ended August 31, 2025	For the 6 months ended August 31, 2026	For the 6 months ended August 31, 2025
Revenues				
Revenue related to current operations	$ -	$ -	-	$ -
Total Revenues	-	-	-	-
Operating Expenses				
General and administrative related to current operations	13,474,820	3,967	14,026,208	13,064
Total Operating Expenses	13,474,820	3,967	14,026,208	13,064
Operating Income (Loss)	(13,474,820)	(3,967)	(14,026,208)	(13,064)
Other Income (Expense)				
Interest, net	20	-	69	-
Gain (loss) on securities, net	76	647	96	(19,423)
Loss on investments	-	-	-	-
Net Income (Loss) Before Provision for Income Taxes	(13,474,724)	(3,320)	(14,026,042)	(32,487)
Provision for Income Taxes	-	-	-	-
Net Income (Loss)	(13,474,724)	(3,320)	(14,026,042)	(32,487)
Earnings (Loss) per Share	$ (1.5665)	(0.0005)	(1.6306)	(0.0046)
Weighted Average Common Shares Outstanding	8,601,926	7,052,850	8,601,926	7,052,850

Note the number of weighted average shares reflected are adjusted for a 1:100 reverse share split that was effective June 1, 2026

***S**ee accompanying notes to the financial statement*

COPPER INTELLIGENCE, INC.
CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY
(Unaudited)

	Common Stock		Additional Paid-in	Shares Held	Accumulated Other	Retained	
	Shares	Amount	Capital	Pending close	Comprehensive Loss	Earnings	Total
Balance, February 29, 2025	7,052,850	$ 705	$ 1,459,893		$ 156,628	$ (2,363,375)	$ (746,149)
Share based compensation	-	-	-		-	-	-
Net earnings (loss)	-	-	-		-	(32,487)	(32,487)
Balance, August 31, 2025	7,052,850	$ 705	$ 1,459,893		$ 156,628	$ (2,395,862)	$ (778,636)
Balance, February 28, 2026	8,495,643	$ 850	$ 5,311,830	-	$ 156,628	$ (2,888,350)	$ 2,580,958
Issuance of common stock	1,301,000	130	3,252,370	-	-	-	3,252,500
Issuance of common stock for services	378,435	38	1,091,379	-	-	-	1,091,417
Issuance of restricted stock - ubcentive plan (vested)	3,688,000	369	9,219,631	-	-	-	9,220,000
Share based compensation (unvested)	-	-	1,832,678	-	-	-	1,832,678
Common stock issued pending business combination	67,500,000	6,750	168,743,250	(168,750,000)			-
Net earnings (loss)	-	-	-	-	-	(14,026,042)	(14,026,042)
Balance, August 31, 2026	81,363,078	$ 8,137	$ 189,451,138	$ (168,750,000)	$ 156,628	$ (16,914,392)	$ 3,951,511

Note the number of shares reflected are adjusted for a 1:100 reverse share split that was effective June 1, 2026

See accompanying notes to financial statements.

OTC Markets Group Inc.
Disclosure Guidelines for the Pink Market (v5 December 18, 2023)

COPPER INTELLIGENCE, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE SIX MONTHS ENDED AUGUST 31, 2026 AND AUGUST 31, 2025
(Unaudited)

	For the 6 months ended August 31, 2026	For the 6 months ended August 31, 2025
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income for the year	$ (14,026,042)	(32,487)
Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities:		
Share based compensation	11,052,678	-
Shares issued for services	1,091,417	-
Write off Investment	0	21,838
Change in Assets and Liabilities:		
Receivables	(2,504,128)	-
Prepaid	(75,826)	-
Retainers	(75,000)	-
Securities	(97)	(240)
Accounts payable	14,019	713
Bonus liability	1,107,475	-
Net Cash Provided (Used) by Operating Activities	(3,415,503)	(10,176)
CASH FLOWS FROM INVESTING ACTIVITIES		
Investment	-	-
Net Cash Used by Investing Activities	-	-
CASH FLOWS FROM FINANCING ACTIVITIES		
(Repayment) / Proceeds from related party payable	(4,173)	10,188
Proceeds of common stock issuance	3,252,500	-
Net Cash Provided by Financing Activities	3,248,327	10,188
Net (Decrease) Increase in Cash and Cash Equivalents	(167,177)	12
Cash, beginning of period	2,002,520	(7)
Cash, end of period	1,835,343	5
SUPPLEMENTAL CASH FLOW INFORMATION:		
Cash paid for interest	-	-
Cash paid for income taxes	-	-

See accompanying notes to financial statements.

OTC Markets Group Inc.
Disclosure Guidelines for the Pink Market (v5 December 18, 2023)

COPPER INTELLIGENCE, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED AUGUST 31, 2026 AND AUGUST 31, 2025
(Unaudited)

1, SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Business –

COPPER INTELLIGENCE, INC. formerly AFRICAN DISCOVERY GROUP, INC. (the "Company"), formerly Earn-A-Car, Inc. until November, 2020, and formerly Victoria Internet Services, Inc. until March, 2012, was incorporated in the State of Nevada on October 9, 2009. On June 10, 2021, the Company converted to a Delaware corporation.

On November 13, 2020, the Company acquired 100% of African Discovery Group, Inc., a Delaware corporation ("ADG"), in exchange for the issuance of restricted common shares of the Company. Thereafter Alan Kessler became the CEO and majority shareholder of the Company. The Company's previous South African car rental business was spun off to Depassez Investments, Ltd. ("DPL"), the Company's now former principal shareholder which sold its shares to Mr. Kessler, and the business of the Company going forward is the business of ADG.

The Company's Delaware wholly-owned subsidiary ADG Subsidiary Corp. ("ADG") generated consulting revenue from Africa-based clients. The Company's primary businesses include power, agriculture/sustainability, media, strategic minerals, and finance sectors on the African continent.

The Company was initially organized to operate as an online tax preparation service in the North American market. On December 7, 2011, the Company, its then principal shareholder, Earn-A-Car (PTY), Ltd., a South African corporation ("EAC") and DPL completed a reorganization pursuant to which DPL acquired] shares of our common stock from the former principal, EAC became a wholly owned subsidiary of the Company, and the business of the Company then became the business of EAC, i.e., the daily rental of vehicles in the South African market. The Company remained in the vehicle rental business until November 2020.

On September 25, 2025, the Company announced that it has signed a term sheet to acquire the Butembo Copper exploration license in the Democratic Republic of Congo (DRC) by acquiring 100% of the shares of SOCIETE GRABIN MINING SAS. On February 4, 2026, the Company executed the sales and purchase agreement whereby the Company will acquire a newly formed holding company in the Dubai International Financial Centre ("DIFC") named Copper Intelligence Holding FZ-LLC ("CI Middle East") (the "Transaction"). This new holding company, CI Middle East, would hold the entire issued capital of Lubudi Composite SARL("Lubudi") a company established in the DRC which holds 85% of the issued share capital of Graben Mining SAS ("Graben"), a company also established in the DRC. CI Middle East through its subsidiaries will hold all the permits and rights for the Butembo Copper project. The closing of the Transaction is subject to customary closing conditions as well as the completion of the formation of CI Middle East and the restructuring whereby it will hold all the shares of Lubudi and Graben, as described directly above. As of the date hereof these conditions have been largely satisfied despite delays in obtaining the Dubai authorities approval. The Parties are awaiting to complete various administrative steps in Dubai in order to complete the conditions for a transaction close.

Copper has, in management's opinion, become one of the most strategic commodities of our time, essential for electrification, decarbonization and digital transformation. From renewable energy to EV's, drones and data centers and infrastructure it underpins nearly many global growth sectors. Rising demand, coupled with supply constraints has already pushed copper to record levels. While production from the world's largest mines remains vital to maintaining supply it is no longer enough. The industry must also accelerate the approval and execution of new projects- often challenged by regulatory environmental and capital hurdles. Copper is no longer just a cyclical metal - it is regarded as a strategic enabler of modern development at the core of the global future.

In exchange for 100% of their shares of CI Middle East, the Company has issued an additional 67,5000,000 post reverse split shares to the current shareholders of CI Middle East. At the Completion, CI Middle East will become a wholly-owned subsidiary of the Company, and the Company will effectively acquire all business and assets of CI Middle East.

The Butembo Copper project is a greenfield exploration project located in the North Kivu province of the Democratic Republic of Congo. 40km south of the provincial capital of Beni. The project is located 33km west of the Ugandan border with verified road and rail access to the port of Mombasa. The artisanal and first phase exploration pits around the flood plain of the Talehya River, which runs through the concession, have been tested over an initial 500m of strike length – and the results have been positive. The Butembo deposit holds a strategically advantageous location, benefiting from proximity to regional infrastructure, which includes electrical power being available within reach of the project boundary. The site is located close to the Ugandan border, offering access to the East African transport corridor. This includes road and rail connections through Uganda to the port of Mombasa, Kenya—providing a viable export route for future development.

The combination of surface high-grade mineralization, artisanal activity, infrastructure access, and strategic location positions the Butembo Copper Project as a high-potential target for early-stage exploration and resource delineation. The stock-based transaction will create a copper exploration company, with a focus on creating value around Africa and DRC specifically focused on under explored basins of copper. DRC's copper production is among the largest in the world, with the DRC concentrating 65% of newly announced copper reserves identified worldwide in 2023, according to S&P Global Market Intelligence.

OTC Markets Group Inc.
Disclosure Guidelines for the Pink Market (v5 December 18, 2023)

1, SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cntd)

The management team of CI Middle East has become the management team of the Company in anticipation of the Transaction close with the former AFDG CEO, Alan Kessler, staying on in the role of President and Director of the Company. The new management that will drive value creation is led by Chairman Andrew Groves, who, previously as a founder and often CEO, led strategic exits of resources on the African continent including:: CAMEC PLC, a cobalt and copper producer in the DRC that sold to ENRC for a billion dollar exit; AfricanPlatinum PLC, that sold to Impala Platinum for $900mm; and Central African Gold that sold to New Dawn for $300mm. Andrew Groves was approved as the chairman of the Board of Directors of the Company in February 2026. On the same date, Aldo Cesano, was appointed as the new CEO and Director. Aldo Cesano brings over 40 years of experience in mining and logistics development across the DRC, Zimbabwe and Southern Africa.

The proposed transaction will transform the current Holding company strategy to a dedicated copper exploration company. In August 2025, the United States government added copper to its draft list of strategic metals, due to a supply deficit that is projected to equate to 2mm tons a year in the United States alone, due to requirements in telecommunications infrastructure, data centers, artificial intelligence capital expenditure spend, electronic vehicle manufacture and defense-related industries. In December 2025 in Washington DC leaders of the Democratic Republic of Congo and Rwanda signed a historic peace deal, ending the long-running conflict in the region at a summit hosted by US President Donald Trump in Washington, with the respective Excellencies, President of the DRC, Felix Tshisekedi and President of Rwanda, Paul Kagame. The Trump administration led talks between DR Congo and Rwanda, hoping that resolving the differences between the two neighbors will pave the way for the US to increase investments in the resource-rich region, including numerous items on the strategic minerals list.

Key Demand drivers for Copper are driven by the breadth of the global economy, and include:

Energy Transition: The shift to clean energy heavily relies on copper for:
Electric Vehicles (EVs): More copper is used in EVs than conventional cars for wiring and motors.
Renewable Energy: Solar panels and wind turbines are copper-intensive.
Grid Infrastructure: Massive upgrades and expansion of power grids globally, especially in the US and Europe, require significant copper for transmission and distribution.

Digitalization & AI:
Data Centers: The surge in AI and data processing requires vast amounts of copper for powering and cooling large data centers, with AI servers being particularly power-hungry.
5G Networks: Expansion of 5G infrastructure also boosts copper demand.

Economic Growth & Urbanization:
Construction & Infrastructure: Traditional uses in buildings, industry, and transportation remain important.
Shifting Geography: While China has been a primary driver, demand growth is increasingly coming from the US, Rural India, and the Global South as they build out infrastructure.

On April 29, 2026 CI Middle East entered into a binding memorandum of understanding to acquire majority ownership of the Kitungu Exploration Licence PR-15880 in the DRC. The license is located approximately 73 kilometers (straight–line distance) from Lubumbashi and covers an area of 764.55 hectares. The Kitungu project is located within the highly prospective DRC copper belt and is surrounded by other operating mines and projects. On May 11, 2026, the company formed Copper Intelligence Sarl, which will after signing of a definitive agreement hold the Company’s ultimate 55% share of the company formed to own and exploit this license. The Company through CI Middle East made an advance payment of $220,000, which will be creditable against the final purchase price of the Kitungu license, which will be determined based on a formula certified according to a recognized standard (JORC, NI 43-101, or equivalent) and verification of their economic viability. The determination will be based on a benchmark of comparable transactions involving greenfield/early-stage copper-cobalt projects, taking into account, in particular, tonnage, grades, resource category, metallurgy, infrastructure, jurisdictional risk, ESG requirements, capex, and stage of maturity.

On May 5, 2026, the Company additionally announced the signing of a term sheet to enter into a joint venture with CoTec Holdings of Canada, focused on processing copper tailings, prevalent in the Democratic Republic of Congo. Copper tailings in the DRC are a defining feature of the DRC's long mining history, particularly in the Central African Copperbelt, one of the world's richest copper and cobalt provinces. Large volumes of tailings have been generated by the state-owned company Gécamines during industrial mining since the 1950s. Once formed, the Joint Venture will establish a framework for pursuing copper-tailings opportunities in the DRC's historical copper districts. Opportunities identified will be subject to detailed legal and technical due diligence and binding agreements on an asset-by-asset basis with approval by the independent members of the CoTec Board of Directors in this matter, prior to resources being committed to development. This JV was finalized and the JV agreement was signed in September 2026.

1, SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cntd)

On September 15, 2026, the Company announced the contribution of the Sampwe Copper Project, as part of its Sale and Purchase Agreement with Copper Intelligence Middle East. The project is located approximately 255 kilometres north of Lubumbashi atop the Kundelungu Mountain Range in the Haut-Katanga Province of the Democratic Republic of Congo. Sampwe's current exploration efforts are focused on the Sonta Sandstone, a sedimentary unit within the Kundelungu Formation that is known to host copper mineralisation within the Central African Copperbelt.

Basis of Presentation– The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America and are presented in U.S. Dollars. In the opinion of management, all adjustments necessary in order for the financial statements to be not misleading have been reflected herein. The Company has selected a February 28 year end.

Estimates – The preparation of the Company's consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts and disclosures in the consolidated financial statements. Actual results could differ materially from those estimates.

Cash and Cash Equivalents – Cash and cash equivalents include cash on hand and on deposit. At August 31, 2026 and February 28, 2026, the Company had $1,835,343 and $2,002,520 in cash and cash equivalents, respectively.

Receivables and Payables– Trade receivables and payables are measured at initial recognition at fair value and are subsequently measured using the effective interest rate method of valuation. Appropriate allowances for estimated uncollectible receivable balances are recognized in profit or loss when there is evidence of impairment. As of August 31, 2026, the receivable represented a short term loan to CI Middle East.

Long–Lived Assets – The Company reviews the value of long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable based upon estimated future cash flows and records an impairment charge, equaling the excess of the carrying value over the estimated fair value, if the carrying value exceeds estimated future cash flows.

Revenue Recognition The Company follows the guidance of Accounting Standards Codification (ASC) 606, Revenue from Contracts with Customers. ASC 606 creates a five-step model that requires entities to exercise judgment when considering the terms of contracts, which includes (1) identifying the contracts or agreements with a customer, (2) identifying our performance obligations in the contract or agreement, (3) determining the transaction price, (4) allocating the transaction price to the separate performance obligations, and (5) recognizing revenue as each performance obligation is satisfied. The Company only applies the five-step model to contracts when it is probable that the Company will collect the consideration it is entitled to in exchange for the services it transfers to its clients.. No revenue has been recognized during the reporting periods.

Income Taxes – The Company has provided for income taxes on its separate taxable income or loss. The Company has not had taxable income during the reporting period.

Fair value of financial instruments - The Company follows the provisions of ASC 820, "Fair Value Measurements and Disclosures." ASC 820 clarifies the definition of fair value, prescribes methods for measuring fair value, and establishes a fair value hierarchy to classify the inputs used in measuring fair value as follows:

Level 1-Inputs are unadjusted quoted prices in active markets for identical assets or liabilities available at the measurement date.

Level 2-Inputs are unadjusted quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active, inputs other the quoted prices that are observable, and inputs derived from or corroborated by observable market data.

Level 3-Inputs are unobservable inputs which reflect the reporting entity's own assumptions on what assumptions the market participants would use in pricing the asset or liability based on the best available information.

The carrying amounts reported in the balance sheets for cash and cash equivalents, marketable securities, accounts payable, and related party payables approximate their fair market value based on the short-term maturity of these instruments.

Management believes it is not practical to estimate the fair value of due to related party because the transactions cannot be assumed to have been consummated at arm's length, the terms are not deemed to be market terms, there are no quoted values available for these instruments, and an independent valuation would not be practical due to the lack of data regarding similar instruments, if any, and the associated potential costs.

1, SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cntd)

Loss Per Share – Basic earnings or loss per share ("EPS") is computed by dividing net income (loss) by the weighted average number of common shares outstanding during the period. Diluted net earnings or loss per share attributable to common stockholders is computed by dividing the diluted net loss attributable to common stockholders by the weighted average number of common shares outstanding for the period, including potential dilutive common shares assuming the dilutive effect of common stock equivalent, if any. Effective June 1, 2026, the Company completed a 1 for 100 reverse stock split. All share counts and per share computations within these financial statements are reflected on a post-split basis. The Company has 1,147,150 options outstanding at August 31, 2026. The vested portion of the options entitle the holder to purchase one share of common stock at an exercise price of between $0.4 and $4.5 per share. Certain of the options are in-the-money options but have not been considered in the net loss per share calculation as they are anti-dilutive. The calculation of loss per share as of August 31, 2026 excludes the Common stock issued pending business combination.

Related parties - Parties are considered to be related to the Company if the parties that, directly or indirectly, through one or more intermediaries, control, are controlled by, or are under common control with the Company. Related parties also include principal owners of the Company, its management, members of the immediate families of principal owners of the Company and its management and other parties with which the Company may deal if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests.

Share-based compensation - The Company measures compensation expense for all stock-based awards in accordance with ASC Topic 718, *Compensation — Stock Compensation*. Share-based compensation is measured at fair value on grant date and recognized as compensation expense ratably over the course of the requisite service period. The fair value of common stock issued as compensation or for services the Company used the price at which it sold common stock for cash to unrelated investors in private placements closest to the grant date. Because the Company's common stock is thinly traded on the OTC market, the quoted price is not considered representative of fair value. Cash sale prices was $2.50 per share and were obtained from multiple investors for aggregate proceeds in excess of $3 million since year end whereas the average traded volume on the OTC markets over the same time period was less than 500 shares daily at an average price of $4.27.The fair value of options is typically determined based on the fair value of the related options on the date of grant. The Company has elected to record forfeitures of employee awards as they occur.

New Accounting Standards – The Company does not expect the adoption of recently issued accounting pronouncements to have a significant impact on the Company's results of operations, financial position or cash flow.

2. DEBT AND OTHER OBLIGATIONS

The company currently has no debt or other obligations.

3. EQUITY

On November 14, 2011, the Company filed a Certificate of Amendment to its Articles of Incorporation, to effect a 50- for-1 forward common stock split and an increase in authorized common shares to 250,000,000.

On January 19, 2012, the Company cancelled 1,215,000 shares of common stock that were held by the former owner of Victoria Internet Services, Inc On November 11, 2020, the Company's former principal shareholder sold 787,500 shares to Alan Kessler, owner and CEO of ADG at that time.

On November 13, 2020, the Company acquired 100% of African Discovery Group, Inc (ADG, the Delaware subsidiary), in exchange for the issuance of 5,625,000 restricted common stock of the Company.

On November 13, 2020, Articles of Amendment were filed with the state of Nevada, updating the Company's name and capitalization. The amendment increased authorized common shares to 1,000,000,000 at par value $0.0001. The authorized preferred shares were removed.

On February 8, 2021 the Company issued 90,650 restricted common shares to private investors, in exchange for the receipt of $634,546 in a private fundraising transaction, at an offering price of $7 per share. The restricted shares which were issued constituted approximately 1.3% of the Company's issued and outstanding shares. The proceeds of the offering were used to advance the Company's existing projects, for general corporate purposes, and in conjunction with the November, 2020 reverse merger related costs.

In March 2021, the Company raised an additional capital of $82,000 by issuing 8,200 shares at $10 per share.

In August 2021, the Company raised $15,000 from an individual by issuing 1,500 shares at $10 per share.

3. EQUITY (cnt'd)

Between November 2025 and February 2026, the Company raised $3,336,761 from individuals by issuing 1,334,704 shares at $2.50 per share.

On December 22, 2025, the former CEO assigned $270,222 of the related party loan. The assignees of the loan converted the loan into common shares at $2.50 per share.

Since the Company's year-end on February 28, 2026 until August 31, 2026, the Company raised $3,252,500 from individuals by issuing 1,301,000 shares at $2.50 per share.

Since the Company's year-end on February 28, 2026 until August 31, 2026, the Company has issued 378,435 shares in exchange for various consulting and advisory services.

On June 1, the Company's affected a previously approved 1-for-100 reverse split of its common stock. The par value remained $0.0001 per share and authorized shares remained 1,000,000,000. Fractional shares were rounded. All share and per-share amounts, including options, warrants and weighted-average shares, have been retroactively adjusted for all periods presented. The reclassification of $709,931 from common stock to additional paid-in capital had no effect on total stockholders' equity.

In June the Board of Directors of the Company determined that it was in the best interests of the Company and its Shareholders to complete the issuances of 33,750,000 shares of common stock to Andrew S. Groves and affiliates and 33,750,000 shares of common stock to Aldo Cesano, which represents the consideration in the Transaction. The Board felt that Andrew S. Groves and Aldo Cesano are contractually bound to deliver 100% of the equity ownership of such UAE company to the Company pursuant to the Transaction Agreement but had acted in good faith and such issuance would enable the acceleration and completion of the regulatory and administrative steps required in Dubai to close the Transaction.

In July the Company issued 4,026,000 restricted shares in accordance with the 2026 Incentive Plan, of which as of August 31, 2026 3,688,000 shares have vested.

As of August 31, 2026 and February 28, 2026 there were 81,363,078 and 8,495,643 common shares outstanding, respectively.

In November and December of 2023, the Company issued 380,000 options under the 2023 Incentive Plan. Each options entitle the holder to purchase one share of common stock at an exercise price of between $0. 4 and $0. 7 per share. In December of 2025, the Company issued 67,151 options under the 2025 Incentive Plan. Each option entitles the holders to purchase one share of common stock at an exercise price of $3.65 per share. In July 2026, the Company issued 700,000 options under the 2026 Incentive Plan. Each option entitles the holders to purchase one share of common stock at an exercise price of $4.50 per share

4. COMMITMENTS AND CONTINGENCIES

The Company has no commitments or contingencies.

5. RELATED PARTY TRANSACTONS

The former CEO of the Company had previously provided funds to the Company to fund its operations. On December 22, 2025, the former CEO assigned $270,222 of the outstanding related party loan. The assignees of the loan converted the loan into common shares at $2.50 per share. As of Aug 31, 2026, the balance of the related party loan was $0. These payables are not subject to any loan or note agreement. In 2024 compensation was awarded to the former CEO but remained unpaid. As of August 31, 2026, these amounts were paid. In addition, the former CEO was prepaid $65,826 against upcoming monthly compensation. During the period ended August 31, 2026, the current CEO and Chairman (the sellers of CIME) were issued 67,500,000 shares in advance of the pending merger in recognition of their contribution of various assets and the pending sale. Further as described in detail in Note 9, the Company President, CEO and Chairman were granted a tiered bonus award tied to the Company's market capitalization. The President was also included in the incentive awarded per the 2026 Plan and received 3,350,000 restricted shares.

6. INVESTMENTS

As of November 30, 2023, the Company invested 10% interest in Ogelle for $462,127 Ogelle is an online video sharing resource and entertainment platform for African content only. The Company has previously written off this investment

As of November 30, 2023, the Company invested $21,837 in an option in MPS Infrastructure. In addition, AFDG continues to hold approximately 2.8% of MPS Infrastructure. During the year, the Company wrote down this investment..

As of February 28, 2025, the Company invested $46,700 into Convertible Promissory Notes ("Notes") issued by African Agriculture, Inc. of February 28, 2025, the Company wrote down the value of RSUs and all related compensation related to AAGR.

7. SECURITIES

The Company holds investment classified as marketable securities in form of trading securities. The trading securities are recorded at fair value. As of August 31, 2026, the Company's investment in Imara Asset Management's African Opportunities Fund that is subject to a monthly net asset value (NAV) calculation was valued at $1,385.

8. EMPLOYEE AND NON-EMPLOYEE SHARE BASED COMPENSATION

In December 2025, the Company's Board of Directors approved the adoption of the African Discovery Group, Inc. 2025 Incentive Plan (the "2025 Plan". The 2025 Plan permitted the Company to grant up to 400,000 shares of the Company's common stock. In July 2026, the Company's Board of Directors approved the adoption of the African Discovery Group, Inc. 2026 Incentive Plan (the "2026 Plan", and together with the 2025 Plan, The "Plans"). The 2026 Plan permits the Company to grant up to 6,250,000 shares of the Company's common stock.

The Plans provide for the granting of incentive and non-qualified stock options, share appreciation rights (SARs), restricted stock, and restricted stock units to employees, non-employee directors, and consultants of the Company. Instruments granted under the Plan generally become exercisable ratably over the stated vesting terms in each award agreement following the date of grant and options awarded expire ten years from the date of grant. All option awards are exercisable only to the extent vested. The exercise price of incentive stock option awards must be at least equal to 100% of the fair value of the Company's common stock at the date of grant, as determined by the Board of Directors. The Plans provides for the granting of incentive and non-qualified stock options, share appreciation rights (SARs), restricted stock, and restricted stock units to employees, non-employee directors, and consultants of the Company

A summary of stock award activity and related information is as follows:

	Number of Restricted Shares	Weighted Average Remaining Vesting Term	Grant Date Fair Value
Plan Awards:		*(in years)*	
Employees:			
Nonvested at February 28, 2026	0	-	-
Awarded during the period	4,026,000	-	10,065,000-
Vested during the period	3,688,000	-	9,220,000
Forfeited, canceled, or expired	-	-	-
Nonvested at May 31, 2026	**338,000**	**2.91** -	**$ 845,000**

	Number of Restricted Shares s	Weighted Average Remaining Vesting Term	Grant Date Fair Value
Plan Awards:		*(in years)*	
Non-Employees:			
Nonvested at February 28, 2026	0	-	-
Awarded during the period	578,400	-	1,446,000
Vested during the period	327,900	-	819,750
Forfeited, canceled, or expired	-	-	-
Nonvested at May 31, 2026	**250,500**	**1.67**	**$ 626,250**

The Board of Directors determined the grant date fair value of the stock awards, to be $2.50/share, based on the factors described in the significant accounting policies. As of August 31, 2026, there was $1,284,063 remaining unamortized share-based compensation cost relating to the unvested restricted shares. The amortized share-based compensation was amortized during this period and recorded in compensation cost with the offset to additional paid-in capital

8. EMPLOYEE AND NON-EMPLOYEE SHARE BASED COMPENSATION (CNT'D)

	Number of Options	Weighted Average Remaining Vesting Term	Grant Date Fair Value
Plan Awards:		*(in years)*	
Non-Employees:			
Nonvested at February 28, 2026	0	-	-
Awarded during the period	700,000	-	3.004,222
Vested during the period	350,000	-	1,502,111
Forfeited, canceled, or expired	-	-	-
Nonvested at Aug 31, 2026	**350,000**	**0.58**	**$ 1,502,111**

The Board of Directors determined the grant date fair value of the stock awards, which had an exercise price equivalent to the market value at the grant date, to be $4.29 per option on the grant date, which was based on the application of the Black-Scholes methodology. As of August 31, 2026, there was $1,284,063 remaining unamortized share-based compensation cost relating to the unvested options. The amortized share-based compensation was amortized during this period and recorded in compensation cost with the offset to additional paid-in capital.

The table below shows share-based compensation expense recognized in the statement of operations for the six months ended August 31, 2026 and August 31, 2025:

	2026	2025
Share based compensation expense:		
Professional fees	-	-
Total	$ -	$ -

9. CASH/EQUITY BONUS AWARD

On March 16, 2026 (the "Grant Date"), the Company granted a bonus award to Andrew Groves, Aldo Cesano and Alan Kessler, the Chairman, CEO and President respectively providing for payments of $5,000,000 to each recipient ($15,000,000 in total) upon the Company's common stock closing at or above each of the following market capitalizations thresholds: $1 billion, $2 billion, and $3 billion (each, a "Tranche"), for a maximum aggregate award of $45,000,000. The award may be settled, at each recipient's election, in cash or in a variable number of shares of the Company's common stock with a fair value equal to the cash amount otherwise payable. Because the settlement form is at the recipients' election, the award is classified as a liability in accordance with ASC 718-10-25-15 and is remeasured to fair value at each reporting date, with changes recognized in compensation expense within general and administrative expense in the Company's consolidated statements of operations.

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9. CASH/EQUITY BONUS AWARD (cnt'd)

The Company estimates the fair value of each Tranche using a valuation technique that incorporates the market condition, daily closing-price monitoring, and the award's finite term directly into the valuation, consistent with ASC 718-10-30-13 through 30-15. Significant assumptions were as follows:

Assumption	Grant Date (3/16/2026)	August 31, 2026
Stock price	$3.00	$5.00
Expected volatility	90%	90%
Risk-free interest rate	4.3%	4.3%
Expected dividend yield	0%	0%
Remaining term	15.0 years	14.54 years
Derived service period (Tranche 1 / 2 / 3)	3.82 / 5.20 / 6.01 years	3.82 / 5.20 / 6.01 years

Volatility was estimated using a peer group of comparable early-stage/exploration-stage companies with African exposure, as the Company's own trading history following its June 2026 name change, business realignment, and capital restructuring (formerly African Discovery Group) was not of sufficient duration to be a reliable indicator of expected volatility on a standalone basis.

The derived service period for each Tranche represents the expected time to achievement of the applicable stock price threshold, conditional on achievement occurring within an outside estimate of the award duration notwithstanding that the award does not have an end date, and is used to attribute compensation cost over the period in which the Company expects to receive the requisite service, in lieu of an explicit service condition. Management has concluded that the continued employment requirement is not a substantive service condition on a standalone basis because the recipients are majority owners of the Company; cost attribution is therefore governed by the market condition's derived service period.

The following table summarizes the estimated fair value and cumulative liability recognized for each Tranche as of August 31, 2026:

Tranche	Threshold	Estimated fair value	Cumulative liability
Tranche 1	$12.40/share	$5,793,569	$698,071
Tranche 2	$23.82/share	$2,976,463	$263,459
Tranche 3	$36.73/share	$1,906,051	$145,974
Total		**$10,676,083**	**$1,107,504**

Compensation expense recognized related to this award was $809,598 and $1,107,504 for the three and six months ended August 31, 2026, respectively. As of August 31, 2026, total unrecognized compensation cost related to the award was approximately $9,568,579, which the Company expects to recognize over a weighted-average remaining derived service period of approximately 4.2 years.

9. CASH/EQUITY BONUS AWARD (cnt'd)

Because the award is classified as a liability, changes in fair value between reporting dates, whether resulting from changes in the Company's stock price, volatility, the passage of time, or the shortening of the award's remaining term, are recognized in earnings each period and may result in significant volatility in reported compensation expense that is not present for awards classified in equity. No compensation cost previously recognized is reversed solely because a market condition has not been met, provided the requisite service has been rendered; however, the liability is adjusted to fair value each period, including a reduction to zero if the award's term expires without achievement.

10. SUBSEQUENT EVENTS

Subsequent to August 31, 2026, up to the date hereof, the Company evaluated and concluded that no subsequent events have occurred that would require recognition or disclosure in the financial statements other than as described below.

During September and October 2026 to date, the Company has issued 264,000 shares to various individual shareholders, at a price per share of $2.50 per share. These shares were issued subject to an exemption of Section 4 (a)(2).

In May 2026, the World Health Organization declared the Ebola disease outbreak caused by a rare virus in Congo and neighboring Uganda a public health emergency of international concern. The WHO said the outbreak does not meet the criteria of a pandemic emergency like COVID-19, and advised against the closure of international borders. Ebola is highly contagious and can be contracted via bodily fluids - the disease it causes is rare, but severe and often fatal. As of the date hereof the fast-spreading outbreak is continuing. While the provinces affected are not in the area of the Transaction operations, the company's response will be through direct support of health and relief efforts, given the humanitarian national and regional impact typically of pandemics of this nature.

In September, the Company entered into a short-term loan of $100,000 with a related party, bearing a minimum interest and expense reimbursement. The loan was repaid in full later in September, together with interest and cost reimbursement of $1,750. No amounts were outstanding under the loan as of the date hereof.

Subsequent to August 31, 2026, the closing OTC market price of the Company's common stock, based on the shares issued and outstanding including those awarded to Andrew Groves and Aldo Cesano, exceeded the threshold for Tranche 1 of $1 billion in market capitalization. The Company Board will confirm whether the Tranche 1 threshold was achieved, resulting in a payment obligation of $15,000,000 that the recipients may elect to receive in cash or in shares. The Company expects to recognize additional compensation expense of approximately $14,301,929 in the quarter ending November 30, 2026 if confirmed that the Tranche 1 threshold was achieved.