



A.R.T. Digital Holdings Corp. Announces Planned Spin-Off of Stratus Digital via S-1 Registration

AUSTIN, TX, UNITED STATES, April 7, 2026 — A.R.T. Digital Holdings Corp. (OTC: CGAC) (“A.R.T. Digital” or the “Company”), a publicly traded digital infrastructure company, today announced its intent to pursue a planned spin-off of its wholly owned subsidiary, Stratus Digital Inc. (“Stratus Digital”).

The Company intends to file a Registration Statement on Form S-1 with the U.S. Securities and Exchange Commission in connection with the proposed transaction. Upon completion of the registration process and subject to applicable regulatory approvals, Stratus Digital is expected to operate as an independent public company and pursue a listing on the Nasdaq Stock Market. There can be no assurance that Stratus Digital will be approved for listing on Nasdaq.

Stratus Digital is focused on next-generation AI infrastructure, utilizing air-based thermal architecture powered by JouleForce™ technology within modular and containerized systems. These systems are designed to operate without water or refrigerant-based cooling, enabling deployment in power-constrained and infrastructure-limited environments. Upon completion of the S-1 process, Stratus Digital is expected to pursue a Nasdaq listing, subject to regulatory approval. There can be no assurance that such listing will be approved.

In connection with the proposed transaction, A.R.T. Digital also intends to issue a dividend to shareholders of record, subject to final Board approval and regulatory considerations.

Strategic Rationale

The proposed separation is intended to:

- Enable independent capital formation for Stratus Digital to accelerate deployment of AI infrastructure
- Improve operational focus across both organizations
- Provide investors with more direct exposure to modular AI infrastructure platforms
- Create a defined structure for potential shareholder participation through a planned dividend

“Stratus Digital represents a focused execution path for scalable AI infrastructure,” said Logan William Rice, Chief Executive Officer of A.R.T. Digital Holdings Corp. “Its air-based, water-free thermal architecture addresses key constraints in scaling high-density compute. We believe an independent public listing, including applying for a Nasdaq listing, positions Stratus Digital to accelerate growth while creating potential value for CGAC shareholders.”

Transaction Details

Stratus Digital intends to file a Registration Statement on Form S-1 with the U.S. Securities and Exchange Commission. The timing, structure, and terms of the proposed spin-off, including the proposed Nasdaq listing and shareholder dividend, remain subject to market conditions, regulatory review, and approval by the Company's Board of Directors.

There can be no assurance that the proposed transaction, listing, or dividend will be completed on the anticipated terms or timeline, or at all.

About A.R.T. Digital Holdings Corp.

A.R.T. Digital Holdings Corp. is a publicly traded digital infrastructure company focused on owning, structuring, and scaling next-generation compute platforms. The company operates as a parent entity, providing capital allocation, strategic direction, and corporate oversight across its subsidiaries. A.R.T. Digital's model is designed to create shareholder value through the development, ownership, and monetization of high-performance compute infrastructure.

About Stratus Digital Inc.

Stratus Digital Inc. is the operating subsidiary of A.R.T. Digital Holdings Corp., responsible for the development, deployment, and operation of modular AI infrastructure systems. The company builds high-density compute platforms utilizing JouleForce™ air-based thermal architecture, enabling scalable infrastructure deployment without reliance on liquid cooling. Stratus Digital drives execution, revenue generation, and infrastructure expansion across the A.R.T. Digital platform.

Forward-Looking Statements

This current press release contains "forward-looking statements," as that term is defined in Section 27A of the United States Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934. Statements in this press release that are not purely historical are forward-looking statements and include any statements regarding beliefs, plans, expectations, or intentions regarding the future, including but not limited to the proposed spin-off, S-1 registration, anticipated Nasdaq listing, and shareholder dividend.

Due to numerous factors, results could differ from those projected in forward-looking statements. Such factors include, among others, the inherent uncertainties associated with regulatory approvals and difficulties associated with obtaining financing on acceptable terms. These forward-looking statements are made as of the date of this news release. We assume no obligation to update the forward-looking statements or the reasons why actual results could differ from those projected in the forward-looking statements. Investors should consult all of the information set forth herein and refer to our most recent filings with the Securities and Exchange Commission.

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