

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 10-Q**

(Mark One)

**Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the quarterly period ended June 30, 2025

**Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

COMMISSION FILE NUMBER 333-163439

**Global AI, Inc.**

(Exact name of registrant as specified in its charter)

**Nevada**  
(State or other jurisdiction  
Of incorporation or organization)

**26-4170100**  
(IRS employer  
identification number)

**110 Front Street  
Suite 300  
Jupiter, FL 33477**  
(Address of principal executive offices, including zip code)

**(561) 240-0333**  
(Registrant's telephone number, including area code)

Securities Registered pursuant to Section 12(b) of the Act: None

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock par value \$0.001	GLAI	OTCQB

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer" "smaller reporting company" and "emerging growth company" in Rule- 12b-2 of the Exchange Act.:

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes   
No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

<b>Class</b>	<b>Outstanding at August 14, 2025</b>
Common stock, \$0.001 par value	154,898,024

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## SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of the federal securities laws, which statements involve substantial risks and uncertainties. Forward-looking statements generally relate to future events or our future financial or operating performance. In some cases, you can identify forward-looking statements because they contain words such as “may,” “will,” “should,” “expect,” “plan,” “anticipate,” “could,” “can,” “would,” “intend,” “target,” “goal,” “outlook,” “project,” “contemplate,” “believe,” “estimate,” “predict,” “potential,” “future,” or “continue” or the negative of these words or other similar terms or expressions that concern our expectations, strategy, plans, or intentions. Forward-looking statements contained in this Quarterly Report on Form 10-Q include, but are not limited to, statements about:

- our expectations regarding financial performance and liquidity, including but not limited to our expectations regarding revenue, cost of revenue, operating expenses, stock-based compensation, our ability to achieve and maintain future profitability, and cash flows;
- our ability to successfully execute our business and growth strategy;
- the sufficiency of our available funds to meet our liquidity needs;
- our ability to increase our number of customers and revenue generated from customers;
- our expectations regarding the future contribution margin of our existing and future customers;
- our ability to compete with existing and new competitors in existing and new markets and products;
- our expectations regarding litigation and legal and regulatory matters;
- our expectations regarding our ability to meet existing performance obligations and maintain the operability of our products;
- our expectations regarding the effects of existing and developing laws and regulations, including with respect to taxation, privacy, data protection, cybersecurity, and artificial intelligence (“AI”);
- our expectations regarding new and evolving markets, such as AI;
- our ability to develop and protect our brand;
- our expectations and management of future growth;
- our expectations concerning relationships with third parties, including our customers, partners, and vendors;
- our expectations regarding our investments in, and enterprise agreements with, various entities, including special purpose acquisition companies and/or other privately-held or publicly-traded entities;
- our ability to maintain, protect, and enhance our intellectual property;
- our expectations regarding macroeconomic conditions, including global political and economic uncertainty, heightened interest rates, or monetary policy changes;
- the impacts of catastrophic events, including natural disasters, global pandemics, geopolitical tensions, terrorism, or other events beyond our control, on our and our customers’, vendors’, and partners’ respective businesses and the markets in which we and our customers, vendors, and partners operate;
- the impacts of the volatility and fluctuations in currency exchange rates, including an increase in the strength of the United States (“U.S.”) dollar, on the costs of our products outside of the U.S. and on customer demand; and
- the increased expenses associated with being a public company.

We caution you that the foregoing list may not contain all of the forward-looking statements made in this Quarterly Report on Form 10-Q.

You should not rely upon forward-looking statements as predictions of future events. We have based the forward-looking statements contained in this Quarterly Report on Form 10-Q primarily on our current expectations and projections about future events and trends that we believe may affect our business, financial condition, results of operations, and prospects. The outcome of the events described in these forward-looking statements is subject to risks, uncertainties, and other factors. Moreover, we operate in a very competitive and rapidly changing environment. New risks and uncertainties emerge from time to time, and it is not possible for us to predict all risks and uncertainties that could have an impact on any forward-looking statements contained in this Quarterly Report on Form 10-Q. We cannot assure you that the results, events, and circumstances reflected in the forward-looking statements will be achieved or occur, and actual results, events, or circumstances could differ materially from those described in such forward-looking statements.

Neither we nor any other person assumes responsibility for the accuracy and completeness of any of these forward-looking statements. Moreover, the forward-looking statements made in this Quarterly Report on Form 10-Q relate only to events as of the date on which the statements are made. We undertake no obligation to update any forward-looking statements made in this Quarterly Report on Form 10-Q to reflect events or circumstances after the date of this Quarterly Report on Form 10-Q or to reflect new information or the occurrence of unanticipated events, except as required by law. We may not actually achieve the plans, intentions, or expectations disclosed in our forward-looking statements, and you should not place undue reliance on our forward-looking statements. Our forward-looking statements do not reflect the potential impact of any future acquisitions, mergers, dispositions, restructurings, joint ventures, partnerships, channel sales relationships, or investments we may make.

In addition, statements that “we believe” and similar statements reflect our beliefs and opinions on the relevant subject. These statements are based upon information available to us as of the date of this Quarterly Report on Form 10-Q, and while we believe such information forms a reasonable basis for such statements, such information may be limited or incomplete, and our statements should not be read to indicate that we have conducted an exhaustive inquiry into, or review of, all potentially available relevant information. These statements are inherently uncertain and investors are cautioned not to unduly rely upon these statements

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**PART I - FINANCIAL INFORMATION**

**Item 1. Financial Statements**

**GLOBAL AI, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(Unaudited)

	<b>June 30, 2025</b>	<b>December 31, 2024</b>
<b>ASSETS:</b>		
Current Assets:		
Cash and cash equivalents	\$ 43,432	\$ 9,929
Restricted deposit	25,208	
Accounts receivable, net	26,742	29,128
Prepaid expenses and other current assets	35,104	-
<b>Total current assets</b>	<b>130,486</b>	<b>39,057</b>
Property and equipment, net	15,836	-
<b>TOTAL ASSETS</b>	<b>\$ 146,322</b>	<b>\$ 39,057</b>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
Current Liabilities:		
Accounts payable	\$ 767,100	\$ 299,918
Related party	762,924	-
Accrued expenses	173,102	39,031
Current Tax Liabilities	20,210	-
<b>Total current liabilities</b>	<b>1,723,336</b>	<b>338,949</b>
<b>TOTAL LIABILITIES</b>	<b>1,723,336</b>	<b>338,949</b>
<b>STOCKHOLDERS' DEFICIT:</b>		
Common stock, \$0.001 par value; 250,000,000 shares authorized; 154,898,024 and 154,348,024 issued and outstanding as of June 30, 2025, and December 31, 2024.	154,898	154,348
Additional paid-in capital	3,697,698	2,598,248
Accumulated deficit	(5,429,610)	(3,052,488)
<b>TOTAL STOCKHOLDERS' DEFICIT</b>	<b>(1,577,014)</b>	<b>(299,892)</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT</b>	<b>\$ 146,322</b>	<b>\$ 39,057</b>

The accompanying notes are an integral part of these unaudited condensed financial statements.

**GLOBAL AI, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
(Unaudited)

	<b>Three Months Ended June 30, 2025</b>	<b>Three Months Ended June 30, 2024</b>	<b>Six Months Ended June 30, 2025</b>	<b>Six Months Ended June 30, 2024</b>
<b>Revenues:</b>				
Revenues	\$ 84,328	\$ -	\$ 120,032	\$ -
Cost of revenues	41,703	-	64,996	-
<b>Gross Profit (Loss)</b>	<b>42,625</b>	<b>-</b>	<b>55,036</b>	<b>-</b>
<b>Operating expenses:</b>				
General and administrative expenses	148,224	126,620	260,611	274,728
Research and development	613,234	-	1,135,860	-
Sales and marketing	33,946	-	71,248	-
Professional fees	338,695	137,229	910,568	335,331
<b>Total Operating Expenses</b>	<b>1,134,099</b>	<b>263,849</b>	<b>2,378,287</b>	<b>610,059</b>
<b>LOSS FROM OPERATIONS</b>	<b>(1,091,474)</b>	<b>(263,849)</b>	<b>(2,323,251)</b>	<b>(610,059)</b>
<b>OTHER INCOME (EXPENSE):</b>				
Financial expenses, net	(10,887)	-	(23,954)	-
<b>Total Other Income (Expense)</b>	<b>(10,887)</b>	<b>-</b>	<b>(23,954)</b>	<b>-</b>
<b>Net loss before taxes</b>	<b>(1,102,361)</b>	<b>(263,849)</b>	<b>(2,347,205)</b>	<b>(610,059)</b>
Income tax provision (benefit)	14,357	-	29,917	-
<b>Net loss</b>	<b>\$ (1,116,718)</b>	<b>\$ (263,849)</b>	<b>\$ (2,377,122)</b>	<b>\$ (610,059)</b>
Net loss per share, basic and diluted	\$ (0.01)	\$ (0.00)	\$ (0.02)	\$ (0.00)
Weighted average shares outstanding, basic and diluted	154,898,024	154,348,024	154,815,524	154,348,024

The accompanying notes are an integral part of these unaudited condensed financial statements.

**GLOBAL AI, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY**  
(Unaudited)

	<u>Common Stock</u>		<b>Additional Paid In Capital</b>	<b>Accumulated Deficit</b>	<b>Total Equity</b>
	<u>Shares</u>	<u>Amount</u>			
<b>Balance as of December 31, 2024</b>	154,348,024	154,348	2,598,248	(3,052,488)	(299,892)
Common stock issued in offering	550,000	550	1,099,450	-	1,100,000
Net Loss	-	-	-	(1,260,404)	(1,260,404)
<b>Balance as of March 31, 2025</b>	154,898,024	154,898	3,697,698	(4,312,892)	(460,296)
<b>Net Loss</b>	-	-	-	(1,116,718)	(1,116,718)
<b>Balance as of June 30, 2025</b>	154,898,024	154,898	3,697,698	(5,429,610)	(1,577,014)

	<u>Common Stock</u>		<b>Additional Paid In Capital</b>	<b>Accumulated Deficit</b>	<b>Total Equity</b>
	<u>Shares</u>	<u>Amount</u>			
<b>Balance as of December 31, 2023</b>	154,348,024	154,348	1,844,915	(2,051,393)	(52,130)
Cash received from subscription receivable	-	-	200,000	-	200,000
Net Loss	-	-	-	(346,210)	(346,210)
<b>Balance as of March 31, 2024</b>	154,348,024	154,348	2,044,915	(2,397,603)	(198,340)
Cash received from subscription receivable	-	-	373,336	-	373,336
Net Loss	-	-	-	(263,849)	(263,849)
<b>Balance as of June 30, 2024</b>	154,348,024	154,348	2,418,251	(2,661,452)	(88,853)

The accompanying notes are an integral part of these unaudited condensed financial statements.

**GLOBAL AI, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Unaudited)

	<b>For the six months ended June 30, 2025</b>	<b>For the six months ended June 30, 2024</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net loss	\$ (2,377,122)	\$ (610,059)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation expense	1,434	-
Changes in operating assets and liabilities:		
Decrease (Increase) in accounts receivable	2,386	-
Decrease (Increase) in prepaid expenses and other current assets	(35,104)	-
Increase (Decrease) in accounts payable and accrued liabilities	621,463	(124,824)
Net cash used in operating activities	<u>\$ (1,786,943)</u>	<u>\$ (734,883)</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Increase in restricted deposit	(25,208)	-
Purchase of property and equipment	(17,270)	-
Net cash used in investing activities	<u>\$ (42,478)</u>	<u>\$ -</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from sale of common stock	1,100,000	-
Increase in related party	762,924	-
Proceeds from subscription receivable	-	573,336
Net cash provided by financing activities	<u>\$ 1,862,924</u>	<u>\$ 573,336</u>
Net increase (decrease) in cash and cash equivalents	33,503	(161,547)
Cash and cash equivalents, beginning of the year	9,929	183,964
<b>Cash and cash equivalents, end of the year</b>	<u>\$ 43,432</u>	<u>\$ 22,417</u>
<b>Supplemental cashflows discloser:</b>		
Cash paid for income taxes	<u>\$ 10,000</u>	<u>\$ -</u>

The accompanying notes are an integral part of these unaudited condensed financial statements.

**Global AI, Inc.**  
**Notes to unaudited Condensed Financial Statements**  
**June 30, 2025**

**Note 1 - Nature of Operations and Summary of Significant Accounting**

**Policies Nature of Operations**

Global AI was organized as Mycatalogsonline.com, Inc. in the state of Nevada on January 6, 2009. In April 2009, the Company changed its name to My Catalogs Online, Inc. In November 2012, the Company changed its name to Bright Mountain Holdings, Inc. In August 2013, the Company changed its name to Wall Street Media Co, Inc. and in October 2023 the Company changed its name to Global AI, Inc.

The Company has been involved in developing and searching for artificial intelligence (“AI”)-based products, solutions and services for customers. As part of such efforts, the Company has retained seasoned technology executives and other full and part-time subcontractors to build product and services, review technologies, structure research and development programs, work on go to market (“GTM”) approach and increase engagement with relevant industry players.

The Company acquires, integrates and develops AI-based technology companies and assets (the “Acquisitions”). The Company focuses its Acquisitions on machine and deep learning, generative AI, computer vision, natural language processing, and other AI technologies. The Company focuses on Acquisitions that are scalable and have revenue models that provide for tangible growth. Once acquired, the Company integrates and further develops the companies and assets acquired in the Acquisitions to increase their existing customer base and further develop their existing products and services. The Company also engages in efforts to “cross-pollinate” knowledge and strategies derived from each of its Acquisitions with other Acquisitions for the benefit of the Company’s network as a whole. In addition, the Company centralizes back office administrative functions and takes advantage of cost and revenue synergies across the Acquisitions’ platforms.

On September 12, 2023, Ingenious Investment AG purchased, from their own funds, from existing shareholders of the Company, in a series of private transactions, a total of 24,944,466 shares of common stock, \$0.001 per share of Global AI, Inc., representing 92.7% of the outstanding shares of the Company’s common stock at such time.

**Principles of Consolidation and Basis of Presentation**

The consolidated financial statements include the accounts of Global AI Inc. and its wholly owned subsidiaries. All intercompany transactions and balances have been eliminated in consolidation.

**Basis of Presentation**

The interim unaudited condensed financial statements included herein have been prepared by the Company, pursuant to the rules and regulations of the Securities and Exchange Commission (the “SEC”). In the opinion of the Company’s management, all adjustments (consisting of normal recurring adjustments and reclassifications and non-recurring adjustments) necessary to present fairly the results of operations and cash flows for the three and six months ended June 30, 2025, and the financial position as of June 30, 2025, have been made. The results of operations for such interim periods are not necessarily indicative of the operating results to be expected for the full year. Certain information and disclosures normally included in the notes to the annual financial statements have been condensed or omitted from these interim condensed financial statements. Accordingly, these unaudited interim condensed financial statements should be read in conjunction with the Audited Financial Statements and Notes thereto as of and for the year ended December 31, 2024, included in our Report on Form 10-K as filed with the SEC on June 15, 2025. The December 31, 2024, balance sheet is derived from those financial statements.

**Use of Estimates**

The financial statements are prepared in accordance with Accounting Principles Generally Accepted in the United States (“GAAP”). These accounting principles require the Company to make certain estimates, judgments and assumptions. The Company believes that the estimates, judgments and assumptions upon which it relies are reasonable based upon information available at the time that these estimates, judgments and assumptions are made. These estimates, judgments and assumptions can affect the reported amounts of assets and liabilities as of the date of the financial statements as well as the reported amounts of revenues and expenses during the periods presented. The financial statements would be affected to the extent there are material differences between these estimates and actual results. In many cases, the accounting treatment of a particular transaction is specifically dictated by GAAP and does not require management’s judgment in its application. There are also areas in which management’s judgment in selecting any available alternative would not produce a materially different result. Significant estimates

include the valuation allowance on deferred tax assets.

## **Cash and Cash Equivalents**

The Company considers all highly liquid investments with original maturities of three months or less at the date of purchase to be cash equivalents. Cash and cash equivalents are stated at cost, which approximates fair value. The Company did not have any cash equivalents as of June 30, 2025, or December 31, 2024.

## **Restricted deposit**

Restricted deposits consist of cash or cash equivalents that are legally or contractually restricted as to withdrawal or use. These restrictions may arise from collateral requirements, lease agreements, letters of credit, customer deposits, or regulatory requirements. Restricted deposits are separately presented on the balance sheet as either current or noncurrent assets, depending on the expected timing of release or use. If the restriction extends beyond one year from the balance sheet date, the deposit is classified as a noncurrent asset. The Company accounts for restricted deposits in accordance with ASC 210-10-45 and ASC 305-10, and such amounts are excluded from cash and cash equivalents in the statement of cash flows unless they are available for general use.

## **Property and Equipment**

Property and equipment are stated at cost, less accumulated depreciation. Depreciation is recognized over an asset's estimated useful life using the straight-line method beginning on the date an asset is placed in service. The Company regularly evaluates the estimated remaining useful lives of the Company's property and equipment to determine whether events or changes in circumstances warrant a revision to the remaining period of depreciation. Maintenance and repairs are charged to expense as incurred. Depreciation expense for the three months ended June 30, 2025, and 2024 was \$1,045 and \$0, respectively, and \$1,434 and \$0 for the six months ended June 30, 2025, and 2024. Depreciation expense is included in research and development expenses in the accompanying consolidated statement of operations.

## **Research and Development Costs**

The Company expenses research and development costs as incurred. Research and development activities primarily include the design, development, and testing of new products, technologies, or significant improvements to existing products. Costs incurred in connection with these activities, including salaries and benefits of personnel directly engaged in R&D, materials and supplies used in the development process, third-party development costs, are charged to expenses as incurred.

Research and development costs for the three and six months ended June 30, 2025, and 2024 were \$613,234 and \$0, and \$1,135,860 and \$0, respectively.

## **Accounts Payable and Accrued Expenses**

Accounts payable and accrued expenses consist of monies owed to vendors and may contain estimates for services provided but not billed within the normal course of business.

## **Revenue Recognition**

The Company recognizes revenue in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 606, "Revenue from Contracts with Customers" ("ASC 606"). Revenues are recognized when control is transferred to customers in amounts that reflect the consideration the Company expects to be entitled to receive in exchange for those goods. Revenue recognition is evaluated through the following five steps: (i) identification of the contract, or contracts, with a customer; (ii) identification of the performance obligations in the contract; (iii) determination of the transaction price; (iv) allocation of the transaction price to the performance obligations in the contract; and (v) recognition of revenue when or as a performance obligation is satisfied.

The Company recognizes revenue in accordance with Accounting Standards Codification (“ASC”) Topic 606, *Revenue from Contracts with Customers* (“ASC 606”), as issued by the Financial Accounting Standards Board (“FASB”). Under ASC 606, revenue is recognized when control of a promised good or service is transferred to a customer in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services.

The Company applies the following five-step model to recognize revenue from contracts with customers:

1. Identify the contract(s) with a customer.
2. Identify the performance obligations in the contract.
3. Determine the transaction price.
4. Allocate the transaction price to the performance obligations in the contract; and
5. Recognize revenue when (or as) the performance obligation is satisfied.

The Company’s primary revenue is derived from developing and searching for AI based products, solutions, and services for our customers. Revenue is generally recognized over time, typically upon completion of services, which is the point at which control transfers to the customer.

### **Income Taxes**

We utilize ASC 740 “*Income Taxes*” which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred income taxes are recognized for the tax consequences in future years of differences between the tax bases of assets and liabilities and their financial reporting amounts at each year-end based on enacted tax laws and statutory tax rates applicable to the periods in which the differences are expected to affect taxable income.

The Company recognizes the impact of a tax position in the financial statements only if that position is more likely than not to be sustained upon examination by taxing authorities, based on the technical merits of the position. Our practice is to recognize interest and/or penalties, if any, related to income tax matters in income tax expense.

### **Stock-Based Compensation**

We account for our stock-based compensation under ASC 718 “*Compensation - Stock Compensation*” using the fair value-based method. Under this method, compensation cost is measured at the grant date based on the value of the award and is recognized over the shorter of the service period or the vesting period of the stock-based compensation. This guidance establishes standards for the accounting for transactions in which an entity exchanges its equity instruments for goods or services. It also addresses transactions in which an entity incurs liabilities in exchange for goods or services that are based on the fair value of the entity’s equity instruments or that may be settled by the issuance of those equity instruments. The Company estimates the fair value of each stock option at the grant date by using the Black-Scholes option pricing model. Determining the fair value of stock-based compensation at the grant date under this model requires judgment, including estimating volatility, employee stock option exercise behaviors and forfeiture rates. The assumptions used in calculating the fair value of stock-based compensation represent the Company’s best estimates, but these estimates involve inherent uncertainties and the application of management judgment.

### **Segment Information**

Operating segments are identified as components of an enterprise for which separate discrete financial information is available for evaluation by the Company’s chief operating decision maker (“CODM”) and relied upon when making decisions regarding resource allocation and assessing performance. When evaluating the Company’s financial performance, the CODM reviews total revenues, total expenses, and expenses by functional classification, using this information to make decisions on a company-wide basis.

The Company currently operates in one reportable segment pertaining to customer services. The CODM for the Company is the Chief Executive Officer (the “CEO”). The Company’s CEO reviews operating results on an aggregate basis and manages the Company’s operations as a whole for the purpose of evaluating financial performance and allocating resources. Accordingly, the Company has determined that it has a single reportable and operating segment structure. The CEO uses aggregate net loss to allocate resources in the annual budgeting and forecasting process and also uses that measure as a basis for evaluating financial performance regularly by comparing actual results with established budgets and forecasts. The measure of segment assets is reported on the balance sheets as total assets. Segment revenues and expenses are identical to that disclosed in the accompanying statement of operations.

### **Related Party Transactions**

The Company follows ASC 850, “Related Party Disclosures” for the identification of related parties and disclosure of related party transactions. See Note 4 for details of related party transactions.

### **Basic and Diluted Net Income (Loss) per Common Share**

The Company computes net income (loss) per common share in accordance with Accounting Standards Codification (“ASC”) Topic 260, Earnings Per Share. Basic net income (loss) per share is computed by dividing the net income (loss) by the weighted average number of common shares outstanding during the period. Diluted net income (loss) per common share is computed by dividing the net income (loss) by the weighted average number of common shares outstanding for the period and, if diluted, potential common shares outstanding during the period. Potentially dilutive securities consist of the incremental common shares issuable upon exercise of common stock equivalents such as stock options and convertible debt instruments. Potentially dilutive securities are excluded from the computation if their effect is anti-dilutive. There were no potentially dilutive securities outstanding at June 30, 2025, or December 31, 2024.

### **Recently Issued Accounting Pronouncements**

The Company evaluates the impact of newly issued accounting pronouncements by the Financial Accounting Standards Board (“FASB”) and other standard-setting bodies on an ongoing basis, and adopts those that are applicable as of their effective dates.

In December 2023, the FASB issued ASU 2023-09-Income Taxes (Topic 740): *Improvements to Income Tax Disclosures (ASU 2023-09)*, which is intended to enhance the transparency and decision usefulness of income tax disclosures, primarily by amending disclosure requirements for the effective tax rate reconciliation and income taxes paid. ASU 2023-09 should be applied on a prospective basis, and retrospective application is permitted. ASU 2023-09 is effective for annual periods beginning after December 15, 2024. Early adoption is permitted. The Company is in the process of evaluating the impact of this new guidance on its disclosures.

In 2024, the FASB issued guidance, ASU 2024-03, which requires the disaggregated disclosure of certain costs and expenses on an interim and annual basis. The new standard is effective for annual periods beginning after December 15, 2026 and interim periods beginning after December 15, 2027 and can be applied prospectively with the option for retrospective application to all prior periods presented in the financial statements, with early adoption permitted. The Company is currently evaluating the potential impact of adopting this new guidance on its consolidated financial statements and related disclosures.

### **Note 2 - Going Concern**

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. For the six months ended June 30, 2025, the Company incurred a net loss of \$2,377,122 and used \$1,786,943 of cash in operating activities. As of June 30, 2025, the Company had negative working capital of \$1,592,850 and a stockholders’ deficit of \$1,577,014. These conditions raise substantial doubt about the Company’s ability to continue as a going concern for a period of one year from the date these financial statements are issued.

Management is actively seeking investor funding and pursuing strategic alternatives, including a potential merger or combination with another operating company, to improve liquidity and financial position. However, there is no assurance that such funding will be obtained or that any transaction will be completed successfully. The accompanying financial statements do not include any adjustments that might result from the outcome of this uncertainty.

**Note 3 – Prepaid Expenses and Other Current Assets**

The components of prepaid expenses and other current assets at June 30, 2025, and December 31, 2024, consisted of the following:

	<b>June 30, 2025</b>	<b>December 31, 2024</b>
VAT receivables	\$ -	\$ -
Other receivables and prepaid expenses	35,104	-
Prepaid expenses and other current assets	<u>\$ 35,104</u>	<u>\$ -</u>

**Note 4 – Related Party**

As of June 30, 2025, and December 31, 2024, the Company had an outstanding balance of \$762,924 and \$0, respectively, due to funds received from a related party of the Company.

These amounts carry no interest and do not have a maturity date. The cash proceeds from these advances were used for operating purposes.

**Note 5 – Stockholders’ Deficit**

As of June 30, 2025, and December 31, 2024, the Company has 250,000,000 authorized shares of common stock, with a par value of \$0.001 per share. The Company had 154,898,024 and 154,348,024 shares issued and outstanding as of June 30, 2025, and December 31, 2024, respectively. Each common share is entitled to one vote.

Shares issued in offering

On January 28, 2025, the Company entered into securities purchase agreements with nine investors, pursuant to which the Company agreed to sell and issue an aggregate of 550,000 shares of common stock, par value \$0.001 of the Company at a purchase price of \$2.00 per share for aggregate proceeds to the Company of \$1,100,000.

**Note 6 – Commitments and Contingencies**

From time to time, the company may be involved in asserted claims arising out of our operations in the normal course of business. As of June 30, 2025, and December 31, 2024, there were no pending or threatened lawsuits that could reasonably be expected to have a material effect on the Company’s results of operations.

**Note 7 – Subsequent Events**

The Company has evaluated subsequent events through August 14, 2025, the date the financial statements were available to be issued. Based on this evaluation, no events have occurred that require disclosure or adjustment to the financial statements as of and for the period ended June 30, 2025

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

### Company Overview

Global AI was organized as Mycatalogsonline.com, Inc. in the state of Nevada on January 6, 2009. In April 2009, the Company changed its name to My Catalogs Online, Inc. In November 2012, the Company changed its name to Bright Mountain Holdings, Inc. In August 2013, the Company changed its name to Wall Street Media Co, Inc. and in October 2023 the Company changed its name to Global AI, Inc.

The Company expects to develop a suite of AI products and solutions and acquire, integrate and develop artificial intelligence ("AI")-based technology companies and assets (the "Acquisitions"). The Company intends to focus its Acquisitions on machine and deep learning, generative AI, computer vision, natural language processing, and other AI technologies. The Company focuses on Acquisitions that are scalable and have revenue models that provide for tangible growth. Once acquired, the Company plans to integrate and further develop the companies and assets acquired in the Acquisitions to increase their existing customer base and further develop their existing products and services. The Company also plans to "cross-pollinate" knowledge and strategies derived from each of its Acquisitions with other Acquisitions for the benefit of the Company's network as a whole. In addition, the Company plans to centralize back office administrative functions and take advantage of cost and revenue synergies across the Acquisitions' platforms.

On September 12, 2023, Ingenious Investment AG purchased, from their own funds, from existing shareholders of the Company, in a series of private transactions, a total of 24,944,466 shares of common stock, \$0.001 per share of Global AI, Inc., representing 92.7% of the outstanding shares of the Company's common stock at such time.

In December 2024, the Company formed a dedicated R&D and Innovation Lab which is tasked with developing a suite of AI products and solutions designed to tackle complex challenges and automate processes across industries, leveraging an Agentic-AI approach. Our focus is on building AI applications and solutions that are secure, scalable, and privacy-centric. The Company initially hired 14 senior AI specialists and software engineers to lead our newly formed R&D and Innovation Lab. This team will drive the development of groundbreaking AI technologies, positioning Global AI at the forefront of enterprise AI innovation.

On December 14, 2024, the Company established a subsidiary in Israel named GL AI Ltd. Further, in December 2024, the Company signed its first commercial contract with an enterprise customer in Israel.

On December 31, 2024, the Company, Tectu Biz Ltd., a company organized under the laws of the State of Israel ("Tectu"), and certain shareholders of Tectu as identified on Exhibit A thereto (the "Sellers"), entered into that certain Share Purchase Agreement (the "Agreement") in respect of the purchase by the Company and sale by the Sellers of the entire share capital of Tectu comprising of 4,000,000 ordinary shares of Tectu ("Tectu Shares"), each having a nominal value of 0.01 New Israel Shekels, free and clear from any and all encumbrances (the "Share Purchase"). Immediately following the consummation of the closing of the Share Purchase, the Company shall hold one hundred percent (100%) of the issued and outstanding share capital of Tectu on a fully-diluted basis. As consideration for the Share Purchase, the Company shall pay the Sellers at closing a total combined amount (or value) of (i) \$490,000 in cash (subject to certain provisions in respect of identified loan payments); and (ii) \$510,000 in either cash or 255,000 shares of common stock of the Company, par value \$0.001, with each share having an agreed upon fixed value of \$2.00 (or a combination thereof, as determined by the Company at its sole discretion); totaling to \$1,000,000, which constitutes the equity value of the Company on a cash-free/debt-free basis as of December 31, 2024. The Agreement provides for certain representations, covenants and indemnification obligations that are customary for these types of transactions. Further, the closing of the Share Purchase is subject to certain conditions to closing, including but not limited to the delivery by Tectu to the Company of certain audited financial statements of Tectu for the fiscal years ending December 31, 2023 and December 31, 2024 by a Public Company Accounting Oversight Board ("PCAOB") qualified auditor (which is reasonably acceptable to the Company) in accordance with PCAOB standards. In connection with the Closing of the Share Purchase, the Company expects to enter two additional agreements: (i) certain employment agreements with the Sellers; and (ii) certain option agreements as part of the Company's equity incentive plan in respect of the receipt of options or other restricted securities by certain holders of options to purchase Global AI Inc Shares (amounting together to an aggregate number of 5,745,000 options to purchase shares of common stock of the Company under terms to be agreed).

## **Business Strategy**

The Company is developing a suite of AI products designed to tackle complex challenges and automate processes across industries, leveraging an Agentic-AI approach and broadly target acquisitions that meet its target metrics for scalability and revenue growth. The Company offers an alternative to traditional venture capital investments in the sector and provides entrepreneurs and founders with the ability to grow and scale their AI technology businesses while benefiting from the knowledge of other entrepreneurs in the Company's network. The Company has a strong pipeline of potential Acquisitions sourced by the team, who has extensive experience in AI technology.

Once acquired, the Company plans on assisting each portfolio Acquisition with its sales and marketing strategy for its specific products and services.

## **Sustainable Development**

The Company focuses on the role of the private sector in achieving the sustainable development goals of ending poverty, protecting the planet and ensuring that all people enjoy peace and prosperity by 2030. GAI aggregates firm-level, private sector data, and identify where the private sector should mobilize its resources, know-how and capital to achieve the SDGs.

Our work advances the reporting requirements of SDG target 12.6, which requires United Nations Member States to encourage companies, especially large and transnational companies, to adopt sustainable practices and to integrate sustainability information into their reporting cycle. Our dataset is the only proxy available for governments to produce the data called for under SDG target 12.6 to measure the private sector's alignment with the SDGs at the country, regional and global level for policy purposes. Ours are the first AI-driven data to inform policy, strategy, and investment decision-making at the national level. Benchmarking progress on the SDGs requires harmonizing corporate reporting on sustainability targets across industries and countries. This is why GAI is proud to focus on SDG indicator 12.6.1, which is the only SDG indicator uniquely focused on the private sector's alignment with the SDGs at the country, regional and global level for policy purposes.

The current lack of SDG data for policy-making, corporate strategy, and investing severely constrains the ability of public and private stakeholders to make SDG-driven decisions. This creates enormous obstacles to align policy-making with sustainable economic development and mobilize the institutional capital to where those investments are most needed at the scale required to close the annual \$2.5 trillion SDGs financing gap. We believe that only with high-quality data can companies better align themselves with the SDGs, and motivate investors to mobilize capital from billions to trillions to deliver on the SDGs.

GAI has implemented an SDG Infrastructure Projects-Investors Matchmaking Platform designed to systematically match infrastructure projects with institutional investors. The system uses machine learning with a data-driven approach to promote the mobilization of private investment for the SDGs. It is designed to help close the multi-trillion dollar financing gap required to reach the SDGs.

## **Macroeconomic Trends**

As a corporation with a global presence, we are subject to risks and uncertainties caused by significant events with macroeconomic impacts, including, but not limited to, geopolitical tensions, heightened interest rates, monetary policy changes, and foreign currency fluctuations. Additionally, these macroeconomic impacts have disrupted, and may continue to disrupt, the operations of our customers and prospective customers. We continuously monitor the direct and indirect impacts of these circumstances on our business and financial results, as well as the overall global economy and geopolitical landscape.

## **Geopolitical Tensions**

Our business operations are subject to interruption by events that are beyond our control, including geopolitical tensions. We continue to closely monitor the impact of various geopolitical tensions and their global impacts on our business. While the ongoing Russia-Ukraine and Israel conflicts are still evolving and the outcomes remain highly uncertain, we do not expect that the resulting challenging macroeconomic conditions will have a material impact on our business or results of operations.

## Foreign Currency Exchange Rates

Exchange rates are subject to significant and rapid fluctuations due to a number of factors, including interest rate changes, monetary policy changes, and political and economic uncertainty which may adversely affect our results of operations or financial position.

## Customer Impacts

Current macroeconomic conditions have impacted, and may continue to adversely impact, our customers' businesses, particularly our early- and growth-stage customers. Relationships with early- or growth-stage customers carry inherent risks because, among other things, such customers may be unable to generate sufficient revenues or profitability or to access any necessary financing or funding in a timely manner or on favorable terms to them in the current macroeconomic environment, which has impacted, and may continue to impact, our expected revenue and collections. As a result, current macroeconomic conditions have impacted, and may continue to impact, our ability to realize the full value of our commercial contracts with such early- or growth-stage customers.

## Recent Events

The Company has evaluated subsequent events through August 14, 2025, the date the financial statements were available to be issued. Based on this evaluation, no events have occurred that require disclosure or adjustment to the financial statements as of and for the period ended June 30, 2025

## CRITICAL ACCOUNTING POLICIES

In response to the Securities and Exchange Commission's (the "SEC") financial reporting release, FR-60, Cautionary Advice Regarding Disclosure About Critical Accounting Policies, the Company has selected its more subjective accounting estimation processes for purposes of explaining the methodology used in calculating the estimate, in addition to the inherent uncertainties pertaining to the estimate and the possible effects on the Company's financial condition. These accounting estimates are discussed below. These estimates involve certain assumptions that if incorrect could create a material adverse impact on the Company's results of operations and financial condition

### *Revenue Recognition*

The Company recognizes revenue in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 606, "Revenue from Contracts with Customers" ("ASC 606"). Revenues are recognized when control is transferred to customers in amounts that reflect the consideration the Company expects to be entitled to receive in exchange for those goods. Revenue recognition is evaluated through the following five steps: (i) identification of the contract, or contracts, with a customer; (ii) identification of the performance obligations in the contract; (iii) determination of the transaction price; (iv) allocation of the transaction price to the performance obligations in the contract; and (v) recognition of revenue when or as a performance obligation is satisfied.

The Company recognizes revenue in accordance with Accounting Standards Codification ("ASC") Topic 606, *Revenue from Contracts with Customers* ("ASC 606"), as issued by the Financial Accounting Standards Board ("FASB"). Under ASC 606, revenue is recognized when control of a promised good or service is transferred to a customer in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services.

The Company applies the following five-step model to recognize revenue from contracts with customers:

1. Identify the contract(s) with a customer.
2. Identify the performance obligations in the contract.
3. Determine the transaction price.
4. Allocate the transaction price to the performance obligations in the contract; and
5. Recognize revenue when (or as) the performance obligation is satisfied.

## **RESULTS OF OPERATIONS**

### **FOR THE THREE MONTHS ENDED JUNE 30, 2025 COMPARED TO THE THREE MONTHS ENDED JUNE 30, 2024**

*Revenue:* The Company's revenues increased by approximately 100% to \$84,328 during the three months ended June 30, 2025, as compared to \$0 for the three months ended June 30, 2024.

*Operating Expenses:* The Company's operating expenses increased by approximately 330% to \$1,134,099 during the three months ended June 30, 2025, as compared to \$263,849 for the three months ended June 30, 2024, primarily due to an increase in professional fees and research and development expenses.

*Loss from operations:* The Company's loss from operations increased approximately 314% to \$1,091,474 during the three months ended June 30, 2025, from a loss from operations of \$263,849 for the three months ended June 30, 2024. The primary reason for this was due to an increase in professional fees expense and research and development expenses.

### **FOR THE SIX MONTHS ENDED JUNE 30, 2025 COMPARED TO THE SIX MONTHS ENDED JUNE 30, 2024**

*Revenue:* The Company's revenues increased by approximately 100% to \$120,032 during the six months ended June 30, 2025, as compared to \$0 for the six months ended June 30, 2024.

*Operating Expenses:* The Company's operating expenses increased by approximately 290% to \$2,378,287 during the six months ended June 30, 2025, as compared to \$610,059 for the six months ended June 30, 2024, primarily due to an increase in professional fees expense and research and development expenses.

*Loss from operations:* The Company's loss from operations increased approximately 281% to \$2,323,251 during the six months ended June 30, 2025, from a loss from operations of \$610,059 for the six months ended June 30, 2024. The primary reason for this was due to an increase in professional fees expense and research and development expenses.

## **LIQUIDITY AND CAPITAL RESOURCES**

Net cash used in operating activities was \$1,786,943 for the six months ended June 30, 2025, as compared to \$734,883 for the six months ended June 30, 2024. The increase was primarily due to the increases in research and development and professional fees expense.

As of June 30, 2025, the Company had \$43,432 in cash and cash equivalents. The Company has sustained losses from operations, and such losses are expected to continue. The Company's auditors have included a "Going Concern Qualification" in their report for the year ended December 31, 2024. In addition, the Company has a working capital deficit at June 30, 2025, of \$1,592,850 with minimal revenues. The foregoing raises substantial doubt about the Company's ability to continue as a going concern. The Company is actively seeking to combine or merge with another operating company. There can be no assurance that the level of funding needed will be acquired or that the Company will generate sufficient revenues to sustain operations for the next twelve months. The unaudited condensed financial statements do not include any adjustments that might result from the outcome of this uncertainty.

## **OFF-BALANCE SHEET ARRANGEMENTS**

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources, that is material to investors.

### **Item 3. Quantitative and Qualitative Disclosure About Market Risk.**

Not applicable to smaller reporting companies.

#### **Item 4. Controls and Procedures.**

##### **Evaluation of Disclosure Controls and Procedures**

We carried out an evaluation required by Rule 13a-15(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), under the supervision and with the participation of our management, including our Chief Executive Officer and principal financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures, as such term is defined in Exchange Act Rule 13a-15(e). Disclosure controls and procedures are designed with the objective of ensuring that (i) information required to be disclosed in an issuer’s reports filed under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC rules and forms and (ii) information is accumulated and communicated to management, including our Chief Executive Officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosures.

The evaluation of our disclosure controls and procedures included a review of our objectives and processes and effect on the information generated for use in this report. This type of evaluation is done quarterly so that the conclusions concerning the effectiveness of these controls can be reported in our periodic reports filed with the SEC. We intend to maintain these controls as processes that may be appropriately modified as circumstances warrant.

Based on their evaluation, our Chief Executive Officer and principal financial officer has concluded that our disclosure controls and procedures are not effective in timely alerting our Chief Executive Officer and principal financial officer to material information which is required to be included in our periodic reports filed with the SEC as of the end of the period covering this annual report on Form 10-K.

## **PART II- OTHER INFORMATION**

#### **Item 1. Legal Proceedings.**

From time to time, we are involved in various claims and legal actions arising in the ordinary course of business. To the knowledge of our management, there are no legal proceedings currently pending against us which we believe would have a material effect on our business, financial position or results of operations and, to the best of our knowledge, there are no such legal proceedings contemplated or threatened.

#### **Item 1A. Risk Factors.**

As a smaller reporting company, the Company is not required to disclose material changes to the risk factors that were contained in the Company’s Annual Report on Form 10-K for the year ended December 31, 2024, as updated from time to time.

#### **Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.**

None.

#### **Item 3. Defaults upon Senior Securities.**

Not applicable.

#### **Item 4. Mine Safety Disclosures**

Not applicable.

## Item 5. Other Information.

(a) None.

(b) There have been no material changes to the procedures by which security holders may recommend nominees to the Company's Board of Directors since the Company last provided disclosure in response to the requirements of Item 407(c)(3) of Regulation S-K.

(c) During the registrant's last fiscal quarter, no director or officer adopted or terminated: (i) any contract, instruction or written plan for the purchase or sale of securities of the registrant intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) (a "Rule 10b5-1 trading arrangement"); and/or (ii) any "non-Rule 10b5-1 trading arrangement" as defined in Item 408(c) of Regulation S-K

## Item 6. Exhibits

(a) Exhibits

<u>Exhibit No.</u>	<u>Exhibit Type</u>
3.1	<a href="#"><u>Amended and Restated Articles of Incorporation of Global AI, Inc., dated October 24, 2023 (incorporated by reference to Exhibit 3.1 to the registrant's Current Report on Form 8-K filed with the Commission on October 30, 2023).</u></a>
3.2	<a href="#"><u>Certificate of Amendment of the Amended and Restated Certificate of Incorporation of Global AI, Inc., dated January 29, 2024 (incorporated by reference to Exhibit 3.1 to the registrant's Current Report on Form 8-K filed with the Commission on January 31, 2024).</u></a>
3.3	<a href="#"><u>Bylaws of the registrant (incorporated by reference to Exhibit 3.2 to the registrant's registration statement on Form S-1 (File No. 333-163439) filed with the Commission on December 2, 2009).</u></a>
10.1	<a href="#"><u>Promissory Note dated November 24, 2014 made by the registrant in favor of Landmark Pegasus, Inc. (incorporated by reference to Exhibit 10.1 to the registrant's Current Report on Form 8-K filed with the Commission on November 25, 2014).</u></a>
10.2	<a href="#"><u>Indemnification Agreement between the registrant and Jeffrey A. Lubchansky (incorporated by reference to Exhibit 10.1 to the registrant's Q uarterly Report on Form 10-Q for the quarter ended March 31, 2016).</u></a>
10.3	<a href="#"><u>Form of Subscription Agreement (incorporated by reference to Exhibit 10.1 to the registrant's Current Report on Form 8-K filed with the Commission on November 24, 2023).</u></a>
10.4	<a href="#"><u>Share Purchase Agreement, dated as of December 31, 2024, by and among the registrant, Tectu Biz Ltd. and certain of its shareholders as identified therein (incorporated by reference to Exhibit 10.1 of the registrant's Current Report on Form 8-K filed with the Commission on January 7, 2025).</u></a>
31.1	<a href="#"><u>Certification of Principal Executive and Financial Officer (Section 302)</u></a>
32.1	<a href="#"><u>Certification of Principal Executive and Financial Officer (Section 906)</u></a>
101.INS*	Inline XBRL Instance
101.SCH*	Inline XBRL Taxonomy Extension Schema
101.CAL*	Inline XBRL Taxonomy Extension Calculation
101.DEF*	Inline XBRL Taxonomy Extension Definition
101.LAB*	Inline XBRL Taxonomy Extension Labels
101.PRE*	Inline XBRL Taxonomy Extension Presentation



**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Global AI, Inc.

Date: August 14, 2025

By: */s/ Nevenka Cresnar Pergar*

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Nevenka Cresnar Pergar  
Acting President and Chief Executive Officer  
(principal executive officer and  
principal financial officer)

## CERTIFICATIONS

I, Nevenka Cresnar Pergar, certify that:

1. I have reviewed this quarterly report on Form 10-Q for the quarter ended June 30, 2025 of Global AI, Inc.

2. Based on my knowledge, this report 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 report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 14, 2025

By: /s/ Nevenka Cresnar Pergar

Nevenka Cresnar Pergar  
Acting President and Chief Executive Officer  
(principal executive officer and  
principal financial officer)

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**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Global AI, Inc. (the “Company”) on Form 10-Q for the quarterly period ended June 30, 2025 (the “Report”) I, Nevenka Cresnar Pergar, Acting Chief Executive Officer and President of the Company, certify, pursuant to 18 USC Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge and belief:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 14, 2025

By: /s/ Nevenka Cresnar Pergar

Nevenka Cresnar Pergar  
Acting President and Chief Executive Officer  
(principal executive officer and  
principal financial officer)

This certification accompanies the Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

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