

**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 September 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.

Class	Outstanding at November 14 , 2025
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

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

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

	September 30, 2025	December 31, 2024
ASSETS:		
Current Assets:		
Cash and cash equivalents	\$ 112,004	\$ 9,929
Accounts receivable, net	-	29,128
Prepaid expenses and other current assets	820,785	-
Total current assets	932,789	39,057
Property and equipment, net	72,457	-
TOTAL ASSETS	\$ 1,005,246	\$ 39,057
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities:		
Accounts payable	\$ 347,702	\$ 299,918
Advance payable – related party	3,747,878	-
Accrued expenses	128,029	39,031
Current Tax Liabilities	26,756	-
Total current liabilities	4,250,365	338,949
TOTAL LIABILITIES	4,250,365	338,949
STOCKHOLDERS' DEFICIT:		
Common stock, \$0.001 par value; 250,000,000 shares authorized; 154,898,024 and 154,348,024 issued and outstanding as of September 30, 2025, and December 31, 2024.	154,898	154,348
Additional paid-in capital	3,697,698	2,598,248
Accumulated deficit	(7,097,715)	(3,052,488)
TOTAL STOCKHOLDERS' DEFICIT	(3,245,119)	(299,892)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	\$ 1,005,246	\$ 39,057

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

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

	Three Months Ended September 30, 2025	Three Months Ended September 30, 2024	Nine Months Ended September 30, 2025	Nine Months Ended September 30, 2024
Revenues:				
Revenues	\$ -	\$ -	\$ 120,032	\$ -
Cost of revenues	-	-	64,996	-
Gross Profit (Loss)	-	-	55,036	-
Operating expenses:				
General and administrative expenses	185,380	35,421	445,991	321,274
Research and development	1,087,899	-	2,223,759	-
Sales and marketing	5,556	-	76,804	-
Professional fees	368,462	82,511	1,279,030	416,717
Total Operating Expenses	1,647,297	117,932	4,025,584	737,991
LOSS FROM OPERATIONS	(1,647,297)	(117,932)	(3,970,548)	(737,991)
OTHER INCOME (EXPENSE):				
Financial expenses, net	(13,302)	-	(37,256)	-
Total Other Income (Expense)	(13,302)	-	(37,256)	-
Net loss before taxes	(1,660,599)	(117,932)	(4,007,804)	(737,991)
Income tax provision	7,506	-	37,423	-
Net loss	\$ (1,668,105)	\$ (117,932)	\$ (4,045,227)	\$ (737,991)
Net loss per share, basic and diluted	\$ (0.01)	\$ (0.00)	\$ (0.03)	\$ (0.00)
Weighted average shares outstanding, basic and diluted	154,898,024	154,348,024	154,843,428	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)

	Common Stock		Additional	Stock	Accumulated	Total
	Shares	Amount	Paid			
			In Capital	Receivable	Deficit	Equity
Balance as of December 31, 2024	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)
Balance as of March 31, 2025	154,898,024	154,898	3,697,698	-	(4,312,892)	(460,296)
Net Loss	-	-	-	-	(1,116,718)	(1,116,718)
Balance at June 30, 2025	154,898,024	154,898	3,697,698	-	(5,429,610)	(1,577,014)
Net Loss	-	-	-	-	(1,668,105)	(1,668,105)
Balance at September 30, 2025	154,898,024	154,898	3,697,698	-	(7,097,715)	(3,245,119)

	Common Stock		Additional	Stock	Accumulated	Total
	Shares	Amount	Paid			
			In Capital	Receivable	Deficit	Equity
Balance at December 31, 2023	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)
Balance at March 31, 2024	154,348,024	154,348	2,044,915	-	(2,397,603)	(198,340)
Cash received from subscription receivable	-	-	373,336	-	-	373,336
Net Loss	-	-	-	-	(273,849)	(273,849)
Balance at June 30, 2024	154,348,024	154,348	2,418,251	-	(2,671,452)	(98,853)
Cash received from subscription receivable			140,000			140,000
Net Loss					(117,932)	(117,932)
Balance at September 30, 2024	154,348,024	154,348	2,558,251	-	(2,789,384)	(76,785)

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)

	For the nine months ended September 30, 2025	For the nine months ended September 30, 2024
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	\$ (4,045,227)	\$ (737,991)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation expense	2,728	-
Changes in operating assets and liabilities:		
Decrease (Increase) in accounts receivable	29,128	-
Decrease (Increase) in prepaid expenses and other current assets	(820,785)	-
Increase (Decrease) in accounts payable and accrued liabilities	163,538	(148,648)
Increase (Decrease) in payroll taxes payable	-	3,009
Net cash used in operating activities	<u>\$ (4,670,618)</u>	<u>\$ (883,630)</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Increase in restricted deposit	-	-
Purchase of property and equipment	(75,185)	-
Net cash used in investing activities	<u>\$ (75,185)</u>	<u>\$ -</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from sale of common stock	1,100,000	-
Advances from related party	3,747,878	-
Proceeds from subscription receivable	-	713,335
Net cash provided by financing activities	<u>\$ 4,847,878</u>	<u>\$ 713,335</u>
Net increase (decrease) in cash and cash equivalents	102,075	(170,295)
Cash and cash equivalents, beginning of the year	9,929	183,964
Cash and cash equivalents, end of the year	<u>\$ 112,004</u>	<u>\$ 13,669</u>
Supplemental disclosures for cash flow information:		
Cash paid for income taxes	\$ 10,000	\$ -

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

Global AI, Inc.
Notes to unaudited Condensed Financial Statements
September 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 develops and sells AI products and solutions, and 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 nine months ended September 30, 2025, and the financial position as of September 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 September 30, 2025, or December 31, 2024.

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 September 30, 2025, and 2024 was \$1,294 and \$0, respectively, and \$2,728 and \$0 for the nine months ended September 30, 2025. 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 nine months ended September 30, 2025, and 2024 were \$1,809,474 and \$0, and \$2,223,759 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 Share of Common Stock

The Company computes net income (loss) per share of common stock 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 stock outstanding during the period. Diluted net income (loss) per share of common stock is computed by dividing the net income (loss) by the weighted average number of shares of common stock outstanding for the period and, if diluted, potential common stock outstanding during the period. Potentially dilutive securities consist of the incremental shares of common stock 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 September 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 nine months ended September 30, 2025, the Company incurred a net loss of \$4,045,227 and used \$4,670,618 of cash in operating activities. As of September 30, 2025, the Company had negative working capital of \$3,317,576 and a stockholders’ deficit of \$3,245,119. 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 September 30, 2025, and December 31, 2024, consisted of the following:

	September 30, 2025	December 31, 2024
Advances paid to subcontractors	\$ 722,182	\$ -
Other receivables and prepaid expenses	98,603	-
Prepaid expenses and other current assets	\$ 820,785	\$ -

Note 4 – Advance Payable – Related Party

As of September 30, 2025, and December 31, 2024, the Company had an outstanding balance of \$3,747,878 and \$0, respectively, due to funds received from a related party and amounts paid directly by the related party to subcontractors and other service providers of the Company.

These advance payables 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 September 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 September 30, 2025, and December 31, 2024, respectively. Each share of common stock 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 September 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 November 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 September 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 develops 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.

On November 12, 2025, the Company entered into a Termination and Release Agreement (the “Termination Agreement”) with Tectu and the Sellers identified in the Share Purchase Agreement, dated December 31, 2024 (the “Agreement”). Under the Termination Agreement, the Parties agreed to terminate the Agreement and all related agreements in full. The parties mutually released each other from all claims, known or unknown, arising from or relating to the Agreement or prior dealings. The Agreement also confirms that each party retains exclusive ownership of pre-existing intellectual property, that neither party has any rights in the other’s brands, technologies, or products, and that all references to the other party’s brands must be removed from controlled websites and materials.

On November 13, 2025, Scott Clark's employment as Chief Revenue Officer of the Company was terminated.

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.

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. 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 November 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 September 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 SEPTEMBER 30, 2025 COMPARED TO THE THREE MONTHS ENDED SEPTEMBER 30, 2024

Revenue: The Company did not record any revenues during the three months ended September 30, 2025 and September 30, 2024.

Operating Expenses: The Company's operating expenses increased by approximately 1,297% to \$1,647,297 during the three months ended September 30, 2025, as compared to \$117,932 for the three months ended September 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 1,297% to \$1,647,297 during the three months ended September 30, 2025, from a loss from operations of \$117,932 for the three months ended September 30, 2024. The primary reason for this was due to an increase in professional fees and research and development expenses.

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2025 COMPARED TO THE NINE MONTHS ENDED SEPTEMBER 30, 2024

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

Operating Expenses: The Company's operating expenses increased by approximately 445% to \$4,025,584 during the nine months ended September 30, 2025, as compared to \$737,991 for the nine months ended September 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 438% to \$3,970,548 during the nine months ended September 30, 2025, from a loss from operations of \$737,991 for the nine months ended September 30, 2024. The primary reason for this was due to an increase in professional fees and research and development expenses.

LIQUIDITY AND CAPITAL RESOURCES

Net cash used in operating activities was \$4,670,618 for the nine months ended September 30, 2025, as compared to \$883,630 for the nine months ended September 30, 2024. The increase was primarily due to the increases in research and development and professional fees expense.

As of September 30, 2025, the Company had \$112,004 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 September 30, 2025, of \$3,317,576 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)

Termination of Share Purchase Agreement

On November 12, 2025, the Company entered into a Termination and Release Agreement (the “Termination Agreement”) with Tectu and the Sellers identified in the Share Purchase Agreement, dated December 31, 2024 (the “Agreement”). Under the Termination Agreement, the Parties agreed to terminate the Agreement and all related agreements in full. The parties mutually released each other from all claims, known or unknown, arising from or relating to the Agreement or prior dealings. The Agreement also confirms that each party retains exclusive ownership of pre-existing intellectual property, that neither party has any rights in the other’s brands, technologies, or products, and that all references to the other party’s brands must be removed from controlled websites and materials.

Termination of Chief Revenue Officer

On November 13, 2025, Scott Clark’s employment as Chief Revenue Officer of the Company was terminated. Mr. Clark was offered a severance package and given 21 days to accept or reject the terms of such severance.

(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	<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>
3.2	<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>
3.3	<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>
10.1	<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>
10.2	<u>Indemnification Agreement between the registrant and Jeffrey A. Lubchansky (incorporated by reference to Exhibit 10.1 to the registrant’s Q quarterly Report on Form 10-Q for the quarter ended March 31, 2016).</u>
10.3	<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>

10.4	<u>Share Purchase Agreement, dated as of December 31, 2024, by and among the registrant, Tectu Biz Ltd. (“Tectu”) 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>
10.5	<u>Termination and Release Agreement, dated as of November 12, 2025, by and among the registrant, Tectu and certain of its shareholders as identified therein</u>
31.1	<u>Certification of Principal Executive and Financial Officer (Section 302)</u>
32.1	<u>Certification of Principal Executive and Financial Officer (Section 906)</u>
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
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: November 14, 2025

By: */s/ Darko Horvat*

Darko Horvat
Chairman and Chief Executive Officer
(principal executive officer and
principal financial officer)

TERMINATION AND RELEASE AGREEMENT

This Termination and Release Agreement (“**Agreement**”) is entered into as of November 12, 2025 (“**Effective Date**”) by and among (i) GLOBAL AI, INC., a Nevada corporation publicly traded on OTC Markets with Symbol “GLAI” (“**Global AI**”), (ii) TECTU BIZ LTD., a company organized under the laws of the State of Israel (“**Tectu**”), and the Sellers (as defined in the SPA (defined below)) (collectively, Global AI, Tectu, and the Sellers shall be referred to as the “**Parties**” and individually as a “**Party**”).

WHEREAS, the Parties have entered into a Share Purchase Agreement dated December 31, 2024 (the “**SPA**”).

WHEREAS, certain conditions precedent set forth in the SPA have not been satisfied to date and are not reasonably expected to be satisfied; and

WHEREAS, the Parties now desire to terminate the SPA and release each other from certain claims and obligations as set forth in this Agreement.

NOW, THEREFORE, the Parties hereby agree as follows:

1. Termination of All Agreements.

Except for the obligations under this Agreement, the Parties hereby agree that the SPA and all other agreements, oral or written, express or implied, that exist or may have existed in any form, prior to the Effective Date, including any agreements with a subsidiary of Global AI, are hereby terminated and of no further force or effect, and neither Party owes the other Party any obligation under the SPA or any other agreement.

2. Mutual Releases.

(a) Except with respect to the rights and obligations of this Agreement, each Party, on behalf of itself and its affiliates, subsidiaries, parent companies, predecessors, successors, assigns, officers, directors, employees, agents, shareholders, partners, members, and representatives, hereby irrevocably releases and forever discharges the other Party and its affiliates, subsidiaries, parent companies, predecessors, successors, assigns, officers, directors, employees, agents, shareholders, partners, members, and representatives from any and all claims, demands, actions, causes of action, suits, arbitrations, proceedings, liabilities, damages, costs, expenses (including attorneys’ fees), debts, obligations, contracts, agreements, covenants, promises, warranties, indemnities, and losses of any kind or nature whatsoever, whether known or unknown, suspected or unsuspected, disclosed or undisclosed, contingent or fixed, direct or indirect, arising out of, relating to, or in connection with (i) the SPA, any other agreement or arrangement, and any past or present, dealings or relationships, or any other matter or event existing or occurring at any time prior to and including the Effective Date; as well as (ii) any intellectual property rights of the other Party or its affiliates, including but not limited to patents, patent applications, designs, copyrights, trademarks, trade names, trade secrets, source code, know-how, processes, methodologies, or any other rights, whether registered or unregistered, directly or indirectly related to the other Party’s business, products, services, or technologies (“**Released Claims**”).

(b) Without derogating from the generality of the foregoing, it is hereby expressly agreed that: (i) each party shall retain sole and exclusive ownership of any intellectual property developed by it prior to the parties’ engagement under the SPA; (ii) neither party shall be restricted or limited in any manner from continuing to develop any intellectual property owned by it prior to the date of the SPA, nor shall either party be deprived of the right to market, distribute, or sell any such products under any brand name owned by it prior to such date. The other party shall have no proprietary rights or interests in such intellectual property, nor any entitlement to derive commercial benefits from it, including, without limitation, the right to market, distribute, or sell any products owned by an applicable party prior to the date of the SPA (“**Pre-Existing Products**”), which shall remain the sole and exclusive property of such applicable party. For the avoidance of doubt, no party shall include in its website, platforms, and any other media under its direct control any reference to or use of any logo or brand names and/or any related descriptions of the other party or its Pre-Existing Products, and to take all reasonable steps to ensure that such references are permanently deleted and not used in connection with the operations of such party or any of its affiliates going forward; provided that no party shall be required to remove or attempt to remove such references from third-party websites, search engines, or other platforms not under its direct control or ownership.

(c) This Agreement is a compromise and final settlement of the Released Claims and does not constitute an admission of liability or wrongdoing by either Party.

3. Unknown and Unsuspected Claims. The Parties acknowledge that the Released Claims extend to and include unknown and unsuspected claims. Each Party acknowledges that they are aware that they may hereafter discover facts in addition to, contrary to, or different from those they now know or believe to be true with respect to the matters set forth herein. Nevertheless, it is the intention of the Parties to fully, finally, and forever settle and release all claims of any kind or nature whatsoever that were in existence as of the Effective Date of this Agreement. In furtherance of the Parties' intent, the mutual releases in this Agreement shall remain in full and complete effect notwithstanding the discovery or existence of any additional, contrary, or different facts.

4. Confidentiality and Non-Disparagement.

(a) The existence, negotiation, and terms of this Agreement are strictly confidential and shall not be disclosed directly or indirectly to any other person or entity, with the following exceptions: (i) a Party's accountants, lawyers or representatives (including legal representatives) of a Party's insurance carrier or insurance broker, with a need to know the information and a duty to maintain the confidentiality thereof; (ii) if required for enforcement of the Agreement; (iii) as otherwise required by applicable law, including pursuant to discovery procedures and where subject to an appropriate protective order, or public disclosure requirements; or (iv) any disclosures required by securities laws, stock exchange regulations, or other legal obligations applicable to public companies.

(b) Each Party shall not, at any time, directly or indirectly, make, publish, or communicate to any person or entity, or in any public forum, any defamatory, false, or disparaging remarks, comments, or statements concerning any other Party, its affiliates, or their respective businesses, products, services, reputation, or any of their directors, officers, employees, or representatives, or otherwise take any action that would (or would reasonably be expected to) harm or adversely affect the reputation, image, or commercial interests of another Party or its affiliates. Notwithstanding the foregoing, nothing in this section shall prohibit any Party from making truthful statements as required by law, regulation, or legal process. The obligations under this section shall survive termination or expiration of this Agreement indefinitely.

(c) If a Party breaches any of its obligations with respect to confidentiality and non-disparagement hereunder, the Party affected by the breach shall be entitled to seek equitable relief to protect its interest therein, including but not limited to injunctive relief, as well as money damages.

5. Miscellaneous. The miscellaneous provisions set forth in Article 12 of the SPA are hereby incorporated by reference and shall apply to this Agreement *mutatis mutandis*, with such changes as are necessary to give effect to the intent of the Parties under this Agreement. In the event of any conflict between the SPA's miscellaneous provisions and this Agreement, the terms of this Agreement shall prevail. Without derogating from the generality of the foregoing, it is hereby clarified that: (i) any references in Article 12 of the SPA to "Transaction Documents", "Binding Agreements", "Share Purchase", "Transactions" and "Acquirer Indemnified Persons" or any other expression that refers to the SPA and not relevant to this document, shall not be deemed incorporated into this Agreement; (ii) notwithstanding the provisions of Section 12.6 of the SPA, any amendment to this agreement will require a written instrument signed by all parties hereto (and the consent of the "Sellers' Majority" shall not be sufficient).

[Signature page follows]

IN WITNESS WHEREOF, and intending to be legally bound, each of the Parties hereto has caused this Agreement to be executed as of the date set forth above.

/s/: Darko Horvat

Global AI, Inc.

Tectu Biz Ltd.

Name: Darko Horvat
Title: CEO & Chairman

Name:
Title:

SELLERS:

ARI MARGALIT

SNIR SMUZYK

NETA YARDENI

MICHAEL MARGOLIS

CERTIFICATIONS

I, Darko Horvat, certify that:

1. I have reviewed this quarterly report on Form 10-Q for the quarter ended September 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: November 14, 2025

By: /s/ Darko Horvat

Darko Horvat
Chairman and Chief Executive Officer
(principal executive officer and
principal financial officer)

**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 September 30, 2025 (the “Report”) I, Darko Horvat, Chairmna and Chief Executive Officer 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: November 14, 2025

By: /s/ Darko Horvat

Darko Horvat
Chairman 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.
