

**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 March 31, 2026

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:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|---------------------|-------------------|---|
| N/A | N/A | N/A |

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 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 such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a 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 June 3, 2026 |
|---|------------------------------------|
| Class A common stock, \$0.001 par value | 114,898,024 |

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CAUTIONARY STATEMENTS REGARDING FORWARD-LOOKING STATEMENTS

Certain statements in this Quarterly Report on Form 10-Q contain or may contain forward-looking statements that are subject to known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. These “forward-looking statements” can be identified by use of terminology such as “believe”, “hope”, “may”, “anticipate”, “should”, “intend”, “plan”, “will”, “expect”, “estimate”, “project”, “positioned”, “strategy”, and similar expressions. You should be aware that these forward-looking statements are subject to risks and uncertainties that are beyond our control. For a discussion of these risks, you should read this entire Quarterly Report on Form 10-Q, and our most recently Annual Report on Form 10-K, as the same may be updated from time to time, carefully. Although management believes that the assumptions underlying the forward-looking statements are reasonable, they do not guarantee our future performance, and actual results could differ from those contemplated by these forward-looking statements. The assumptions used for the purposes for the forward-looking statements specified in the following information represent estimates of future events and are subject to uncertainty as to possible changes in the economy, legislative changes, changes in the industry, technological developments and changes and other circumstances. As a result, the identification and interpretation of data and other information and their use in developing and selecting assumptions from and among reasonable alternatives require the exercise of judgment. To the extent that the assumed events do not occur, the outcome may vary substantially from anticipated or projected results, and, accordingly, no opinion is expressed on the achievability of those forward-looking statements. In the light of these risks and uncertainties, there can be no assurance that the results and events contemplated by the forward-looking statements contained in this Quarterly Report on Form 10-Q will in fact transpire. You are cautioned not to place reliance on these forward-looking statements, which speak only as of their dates. We do not undertake any obligation to update or revise any forward-looking statements.

When used in this Quarterly Report on Form 10-Q, the terms “Global AI”, the “Company”, “we,” “our,” and “us” refers to Global AI, Inc.

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

**GLOBAL AI, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS**

| | March 31, 2026 | December 31, 2025 |
|--|---------------------------|------------------------------|
| | (Unaudited) | |
| ASSETS: | | |
| Current Assets: | | |
| Cash and cash equivalents | \$ 26,255 | \$ 77,200 |
| Accounts receivable, net | 128,454 | 124,778 |
| Prepaid expenses and other current assets | 110,866 | 113,665 |
| Total current assets | 265,575 | 315,643 |
| Long-term deposit | 692 | 703 |
| Property and equipment, net | 86,497 | 67,397 |
| Capitalized research and development costs | 3,789,942 | 3,664,957 |
| TOTAL ASSETS | \$ 4,142,706 | \$ 4,048,700 |
| LIABILITIES AND STOCKHOLDERS' DEFICIT | | |
| Current Liabilities: | | |
| Accounts payable | \$ 667,733 | \$ 591,104 |
| Advance payable – related party | 5,561,899 | 4,909,270 |
| Deferred revenue | 172,548 | 98,932 |
| Accrued expenses | 299,238 | 231,128 |
| Current tax liabilities | 43,207 | 43,037 |
| Total current liabilities | 6,744,625 | 5,873,471 |
| TOTAL LIABILITIES | 6,744,625 | 5,873,471 |
| STOCKHOLDERS' DEFICIT: | | |
| Class A common stock, \$0.001 par value; 240,000,000 shares authorized; 114,898,024 issued and outstanding as of March 31, 2026, and December 31, 2025, respectively | 114,898 | 114,898 |
| Class B common stock, \$0.001 par value; 40,000,000 shares authorized; 40,000,000 issued and outstanding as of March 31, 2026 and December 31, 2025, respectively | 40,000 | 40,000 |
| Additional paid-in capital | 3,444,365 | 3,444,365 |
| Accumulated deficit | (6,201,182) | (5,424,034) |
| TOTAL STOCKHOLDERS' DEFICIT | (2,601,919) | (1,824,771) |
| TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT | \$ 4,142,706 | \$ 4,048,700 |

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

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

| | Three Months Ended March 31, | |
|---|---|------------------|
| | 2026 | 2025 |
| Revenues: | | |
| Revenues | \$ 44,747 | \$ 35,704 |
| Operating expenses: | | |
| Cost of revenues | 31,449 | 23,293 |
| Amortization of capitalized research and development costs | 305,413 | - |
| General and administrative expenses | 193,773 | 112,387 |
| Research and development | 47,822 | - |
| Sales and marketing | 180,620 | 37,302 |
| Professional fees | 80,656 | 571,873 |
| Total Operating Expenses | 839,733 | 744,855 |
| LOSS FROM OPERATIONS | (794,986) | (709,151) |
| OTHER INCOME (EXPENSE): | | |
| Financial income (expenses), net | 17,838 | (13,067) |
| Total Other Income (Expense) | 17,838 | (13,067) |
| Net loss before taxes | (777,148) | (722,218) |
| Income tax provision | - | 15,560 |
| Net loss | \$ (777,148) | (737,778) |
| Net loss per share (Class A and Class B common stock), basic and diluted | \$ (0.005) | (0.005) |
| Weighted average shares outstanding (Class A and Class B common stock), basic and diluted | 154,898,024 | 154,731,170 |

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

GLOBAL AI, INC.
CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' DEFICIT
(Unaudited)

| | Class A Common Stock | | Class B Common Stock | | Additional Paid In Capital | Accumulated Deficit | Total Stockholders' Deficit |
|--|-------------------------|---------|-------------------------|--------|----------------------------------|------------------------|-----------------------------------|
| | Shares | Amount | Shares | Amount | | | |
| Balance as of December 31, 2025 | 114,898,024 | 114,898 | 40,000,000 | 40,000 | 3,444,365 | (5,424,034) | (1,824,771) |
| Common stock issued in offering | | | | | | | |
| Net loss | — | — | — | — | — | (777,148) | (777,148) |
| Balance as of March 31, 2026 | 114,898,024 | 114,898 | 40,000,000 | 40,000 | 3,444,365 | (6,201,182) | (2,601,919) |
| | | | | | | | |
| | Class A Common Stock | | Class B Common Stock | | Additional Paid In Capital | Accumulated Deficit | Total Stockholders' Deficit |
| | Shares | Amount | Shares | Amount | | | |
| Balance as of December 31, 2024 | 114,348,024 | 114,348 | 40,000,000 | 40,000 | 2,598,248 | (3,052,488) | (299,892) |
| Common stock issued in offering | 550,000 | 550 | — | — | 1,099,450 | — | 1,100,00 |
| Net loss | — | — | — | — | — | (737,778) | (737,778) |
| Balance as of March 31, 2025 | 114,898,024 | 114,898 | 40,000,000 | 40,000 | 3,697,698 | (3,790,266) | 62,330 |

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

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

| | For the Three Months Ended March 31, | |
|---|---|------------------|
| | 2026 | 2025 |
| CASH FLOWS FROM OPERATING ACTIVITIES | | |
| Net loss | \$ (777,148) | \$ (737,778) |
| Adjustments to reconcile net loss to net cash used in operating activities: | | |
| Depreciation expense | 9,268 | 389 |
| Amortization of capitalized research and development costs | 305,413 | - |
| Foreign exchange differences | 181 | - |
| Changes in operating assets and liabilities: | | |
| (Increase) decrease in accounts receivable | (3,676) | 29,108 |
| Decrease (increase) in prepaid expenses and other current assets | 2,799 | (43,804) |
| Increase in accounts payable and accrued liabilities | 144,739 | 262,009 |
| Increase in deferred revenues | 73,616 | - |
| Increase in current tax liability | - | 15,560 |
| Net cash used in operating activities | \$ (244,808) | \$ (474,516) |
| CASH FLOWS FROM INVESTING ACTIVITIES | | |
| Increase in long-term deposit | - | (22,862) |
| Capitalized research and development costs | (430,398) | (522,626) |
| Purchase of property and equipment | (28,368) | (14,935) |
| Net cash used in investing activities | \$ (458,766) | \$ (560,423) |
| CASH FLOWS FROM FINANCING ACTIVITIES | | |
| Increase in advance payable – related party | 652,629 | 8,000 |
| Proceeds from sale of Class A common stock | - | 1,100,000 |
| Net cash provided by financing activities | \$ 652,629 | \$ 1,108,000 |
| Net (decrease) increase in cash and cash equivalents | (50,945) | 73,061 |
| Cash and cash equivalents, beginning of the year | 77,200 | 9,929 |
| Cash and cash equivalents, end of the year | \$ 26,255 | \$ 82,990 |

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

Global AI, Inc.
Notes to Unaudited Condensed Consolidated Financial Statements
March 31, 2026

Note 1 - Nature of Operations and Summary of Significant Accounting

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.

On September 12, 2023, Ingenious Investment AG purchased, from its own funds, from existing shareholders of the Company, in a series of private transactions, a total of 99,777,864 shares of the Company's Class A common stock, representing 92.7% of the outstanding shares of the Company's Class A common stock at such time.

In October 2023, the Company changed its name to Global AI, Inc.

On February 6, 2024, Ingenious Investment AG transferred an aggregate of 58,988,932 shares of Series A common stock. As a result of such transfers:

- Darko Horvat, our current Chief Executive Officer and Chairman of the Board and a significant stockholder of the Company, acquired 16,388,932 shares of Class A common stock, representing over 5% of our then-outstanding Class A common stock;
- Nevenka Cresnar Pergar, a current member of our Board, acquired 400,000 shares of Class A common stock;
- Each of Danko Djunic, GlobalTI Tech Investment GmbH, and Marktflagge GmbH acquired 11,400,000 shares of Class A common stock, representing over 5% of our then-outstanding Class A common stock; and
- Weiss Media GmbH acquired 8,000,000 shares of Class A common stock, representing over 5% of our then-outstanding Class A common stock.

Messrs. Horvat and Djunic, GlobalTI Tech Investment GmbH, and Marktflagge GmbH continue to be significant stockholders of the Company.

On November 1, 2023, the Company issued 10,000,000 shares of Series B common stock to each of Ingenious Investment AG and Mr. Horvat for a purchase price of \$0.10 per share (representing an aggregate purchase price of \$500,000). On November 20, 2023, the Company issued an additional 10,000,000 shares of Series B common stock to each of Ingenious Investment AG and Mr. Horvat for a purchase price of \$0.025 per share (representing an aggregate purchase price of \$500,000).

On December 14, 2024, the Company established a subsidiary in Israel named GL AI Ltd. On September 5, 2025, the Company established a subsidiary in Romania named GLOBAL AI RO Ltd.

On January 24, 2025, Ingenious Investment AG sold 25,938,932 shares of Class A common stock and 20,000,000 shares of Class B common stock to Mr. Horvat. As a result of this transaction, Mr. Horvat held 42,327,864 shares of Class A common stock, representing approximately 53% of our total outstanding shares of Class A common stock. In addition, following this transaction, Mr. Horvat held (and, as of June 3, 2026, continued to hold) 40,000,000 shares of our Class B common stock. Each share of Class B common stock has 50 votes per share and is convertible into one share of Class A common stock at the option of the holder. Accordingly, following the closing of this transaction, as a result of Mr. Horvat's Class B common stock ownership, Mr. Horvat, acting alone, was able to control all matters requiring stockholder approval, including the election of directors and approval of mergers and other significant corporate transactions.

The Company is engaged in the development and commercialization of an enterprise-grade agentic artificial intelligence ("AI") platform (the "Agentic AI Platform") and a suite of related agentic AI products. The Agentic AI Platform is designed to enable enterprises to discover, deploy, govern, measure, and continuously improve agentic AI-driven business operations across a broad range of industries, including regulated sectors such as banking, financial services, insurance, healthcare, and life sciences.

In parallel with its internal product development and organic growth, the Company has implemented a strategic mergers and acquisitions (“M&A”) program (the “M&A Program”), focused on identifying, acquiring, integrating, and further developing AI-based technology companies and assets. The Company’s M&A Program is concentrated on companies operating in agentic AI and adjacent AI technologies serving enterprises, institutions, and industries.

The Company believes that its combined strategy of organic product development and growth, together with strategic acquisitions through its M&A Program, will enable it to accelerate growth, broaden its addressable market, deepen its competitive position in the agentic AI sector, and create long-term value for its stockholders. There can be no assurance, however, that the Company will identify suitable acquisition targets, complete any contemplated acquisitions on favorable terms, or at all, or successfully integrate acquired businesses.

The Company’s stock is quoted on the OTCQB tier of the OTC Markets under the symbol “GLAI.”

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 consolidated financial statements included herein have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”), as issued by the Financial Accounting Standards Board (“FASB”) and 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 months ended March 31, 2026, and the financial position as of March 31, 2026, 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 audited financial statements have been condensed or omitted from these interim condensed consolidated financial statements. Accordingly, these unaudited interim condensed consolidated financial statements should be read in conjunction with the audited financial statements and notes thereto as of and for the year ended December 31, 2025, included in the Company’s Annual Report on Form 10-K as filed with the SEC on May 28, 2026, as the same may be updated from time to time.

Use of Estimates

The financial statements are prepared in accordance with 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 capitalization of research and development costs and the valuation allowance on deferred tax assets/liabilities.

Research and Development Costs

The Company capitalizes costs in accordance with the FASB’s Accounting Standards Codification (“ASC”) 985-20 “Software – Costs of Software To Be Sold, Leased, or Marketed.” Beginning January 1, 2025, as technological feasibility had been established, all internal software development costs are capitalized until the product is available for general release to customers.

Judgment is required in determining when technological feasibility of a product is established. Management has determined that technological feasibility for its software products is reached after all high-risk development issues have been resolved through coding and testing. Generally, this occurs shortly before the commencement of product sales. The amortization of these costs is included in operating expenses over the estimated life of the products, which the Company has determined to be three years. The Company evaluates the capitalized research and development costs once a year to determine if any impairment has occurred. The Company determined that there was no impairment to the value of the capitalized research and development costs as of March 31, 2026.

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 3 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 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 March 31, 2026, or December 31, 2025.

Reclassification

Certain prior year balances have been reclassified to conform to current year presentation. Research and development costs for the three months ended March 31, 2025 were reclassified from research and development expenses in the unaudited condensed consolidated statements of operations to capitalized research and development costs on the unaudited condensed consolidated balance sheets.

Recently Issued Accounting Pronouncements

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

In 2024, the FASB issued Accounting Standards Update 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 unaudited condensed consolidated 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 three months ended March 31, 2026, the Company incurred a net loss of \$777,148 and used \$244,808 of cash in operating activities. As of March 31, 2026, the Company had negative working capital of \$6,479,050 and an accumulated deficit of \$6,201,182. 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 unaudited condensed consolidated financial statements were 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 –Related Party Transactions

As of March 31, 2026, and December 31, 2025, the Company had an outstanding balance of \$5,561,899 and \$4,909,270, 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. The Company is in discussions with the related party as to formalizing an agreement related to services performed on behalf 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.

The Company recorded director fees in the amount of \$25,465 and \$21,298 for the three months ended March 31, 2026 and 2025, respectively, which are included in professional fees in the unaudited condensed consolidated statements of operations. The Company received services from a director in the amount of \$24,897 and \$84,097 during the three months ended March 31, 2026 and 2025, respectively, which are included in general and administrative expenses in the unaudited condensed consolidated statements of operations.

Note 4 – Stockholders' Deficit

As of March 31, 2026 and December 31, 2025, the Company had 280,000,000 authorized shares of common stock, consisting of (i) 240,000,000 shares of Class A common stock, \$0.001 par value per share, and (ii) 40,000,000 shares of Class B common stock, \$0.001 par value per share. The holders of Class A common stock and Class B common stock vote together as a single class on all matters, including the election of directors.

Class A Common Stock

As of March 31, 2026 and December 31, 2025, the Company had 114,898,024 of Class A common stock issued and outstanding. Each share of Class A common stock has one vote per share.

Class B Common Stock

As of March 31, 2026 and December 31, 2025, the Company had 40,000,000 shares of Class B common stock issued and outstanding. Each share of Class B common stock has 50 votes per share.

Shares Issued in Offering

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

Global Equity Incentive Plan (2026)

On January 30, 2026, the Board and the Company's majority stockholder approved the Global Equity Incentive Plan (2026) (the "Equity Plan"). The Equity Plan provides for the grant of equity-based awards to employees, directors and other service providers of

the Company and its affiliates. A total of 15,000,000 shares of the Company's Class A common stock has been reserved for issuance under the Equity Plan. No equity-based awards were issued pursuant to the Equity Plan during the three months ended March 31, 2026.

Note 5 – 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 March 31, 2026, and December 31, 2025, 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 6 – Subsequent Events

The Company has evaluated subsequent events through June 3, 2026, the date the unaudited condensed consolidated financial statements were available to be issued. Based on this evaluation, except as set forth below, no events have occurred that require disclosure or adjustment to the unaudited condensed consolidated financial statements as of and for the period ended March 31, 2026.

Stock Option Grants

On April 6, 2026, the Company granted an aggregate of 2,700,000 options to purchase shares of the Company's Class A common stock to certain consultants as compensation for services rendered. The options, which have a four-year term and an exercise price of \$0.5491 per share, vest with respect to 25% of the option on April 7, 2027. The remaining 75% vest on a quarterly basis thereafter, such that upon the lapse of each applicable quarter, a number of shares equal of 6.25% of the shares underlying the option will vest. In each case, vesting assumes the optionee continues to be a service provider on the relevant date.

Certificate of Correction

On May 19, 2026, the Company filed a Certificate of Correction with the Secretary of State of the State of Nevada.

The Company previously filed, on January 29, 2024, with the Secretary of State of the State of Nevada a Certificate of Amendment (the "Stock Split Certificate of Amendment") to the Company's Amended and Restated Articles of Incorporation (the "Articles") which, among other things, purportedly effectuated a 4-for-1 forward split of the Company's Class B common stock, purportedly resulting in the 10,000,000 shares of issued and outstanding Class B common stock being split into 40,000,000 shares of Class B common stock (the "Class B Forward Split"), but the Articles only authorized 10,000,000 shares of Class B common stock. The Company intended to include in the Stock Split Certificate of Amendment an increase of the number of authorized shares of common stock from 250,000,000 shares to 280,000,000 shares, and to increase the number of authorized shares of Class B common stock from 10,000,000 shares to 40,000,000 shares (collectively, the "Increase of Authorized Shares"). As a result of the Increase of Authorized Shares not being included in the Stock Split Certificate of Amendment, the number of shares of Class B common stock purported to result from the Class B Forward Split exceeded the number of authorized shares of Class B common stock. On and following January 29, 2024 (the "Intended Issuance Date"), the Company operated as though the Stock Split Certificate of Amendment had included the Increase of Authorized Shares and was validly in effect, and as though the Increase of Authorized Shares was validly effectuated on the Intended Issuance Date.

As a result of the filing of the Certificate of Correction, the Stock Split Certificate of Amendment was amended, effective as of the Intended Issuance Date, to (i) increase the number of authorized shares of common stock from 250,000,000 shares to 280,000,000 shares, and (ii) increase the number of authorized shares of Class B common stock from 10,000,000 shares to 40,000,000 shares.

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

The following discussion of our financial condition and results of operations should be read in conjunction with the unaudited condensed consolidated financial statements and the notes to those financial statements that are included elsewhere in this Quarterly Report on Form 10-Q.

Overview

The Company is engaged in the development and commercialization of an enterprise-grade agentic artificial intelligence (“AI”) platform (the “Agentic AI Platform”) and a suite of related agentic AI products. The Agentic AI Platform is designed to enable enterprises to discover, deploy, govern, measure, and continuously improve agentic AI-driven business operations across a broad range of industries, including regulated sectors such as banking, financial services, insurance, healthcare, and life sciences.

In parallel with its internal product development and organic growth, the Company has implemented a strategic mergers and acquisitions (“M&A”) program (the “M&A Program”), focused on identifying, acquiring, integrating, and further developing AI-based technology companies and assets. The Company’s M&A Program is concentrated on companies operating in agentic AI and adjacent AI technologies serving enterprises, institutions, and industries.

The Company believes that its combined strategy of organic product development and growth, together with strategic acquisitions through its M&A Program, will enable it to accelerate growth, broaden its addressable market, deepen its competitive position in the agentic AI sector, and create long-term value for its stockholders. There can be no assurance, however, that the Company will identify suitable acquisition targets, complete any contemplated acquisitions on favorable terms, or at all, or successfully integrate acquired businesses.

We have a dedicated R&D and engineering team 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. Our R&D and engineering team, led by 14 senior AI specialists and software engineers, is tasked with driving the development of groundbreaking AI technologies, positioning Global AI at the forefront of enterprise AI innovation.

The Company’s results of operations and financial condition are, and are expected to continue to be, materially influenced by the following factors:

- the rate at which the Company commercializes the Agentic AI Platform and successfully introduces new products and capabilities;
- the Company’s ability to identify, complete, integrate, and realize the anticipated benefits of acquisitions;
- the Company’s ability to acquire, retain, and expand customer relationships, including through cross-selling of products across acquired businesses;
- the pace of investment in research and development, sales and marketing, and infrastructure required to support growth;
- prevailing macroeconomic conditions, the regulatory environment for AI technologies, and the competitive landscape in the agentic AI sector; and
- the Company’s ability to access capital on favorable terms to fund operations and acquisitions.

Components of Results of Operations

Revenue. The Company generates revenues primarily from (i) software license for access to the Agentic AI Platform and related products, (ii) support and maintenance fees tied to platform usage, (iii) outcome-indexed fees tied to realized customer outcomes, and (iv) professional services fees related to implementation, integration, and advisory engagements.

Cost of Revenues. Cost of revenues consists primarily of expenses related to hosting and infrastructure (including third-party cloud computing services and foundation model usage), personnel costs (including salaries, benefits, and stock-based compensation) for employees engaged in delivering the Company’s products and services, and allocated overhead. Cost of revenues is expected to vary with the modality and configuration of customer deployments, including the proportion of workloads executed on customer-owned infrastructure versus cloud-based infrastructure.

Operating Expenses

Research and Development. Research and development expenses consist primarily of personnel costs (including salaries, benefits, and stock-based compensation) for engineers and other personnel engaged in the design, development, and enhancement of the Agentic AI Platform and related products, costs of foundation model access and experimentation, third-party software and tools, and allocated overhead. The Company expects research and development expenses to increase in absolute dollars as the Company continues to invest in product innovation, although such expenses may decline as a percentage of revenues over time.

Sales and Marketing. Sales and marketing expenses consist primarily of personnel costs (including salaries, commissions, benefits, and stock-based compensation) for sales and marketing personnel, costs of demand generation, marketing programs, customer events, travel, and allocated overhead. Sales and marketing expenses also include costs associated with the Company's forward-deployed engineering model, in which technical personnel are embedded directly with customers during the pursuit and early deployment phases of the customer lifecycle. The Company expects sales and marketing expenses to increase in absolute dollars as the Company expands its sales organization, deepens enterprise customer relationships, and supports the integration of Acquisitions.

General and Administrative. General and administrative expenses consist primarily of personnel costs (including salaries, benefits, and stock-based compensation) for executive, finance, legal, human resources, and information technology functions, professional services fees (including audit, legal, and consulting fees), insurance, public-company compliance costs, and allocated overhead. The Company expects general and administrative expenses to increase in absolute dollars in support of growth, regulatory and compliance obligations, and costs associated with being a public reporting company.

Recent Developments

Commercial Launch of the Agentic AI Platform

The principal commercial achievement of fiscal year 2025 was the commencement of revenue-generating sales of the Company's Agentic AI Platform to enterprise customers. During December 2025, the Company executed software license and platform contracts with six enterprise customers, marking the transition of the Company's business from a development and early-stage commercialization phase to a phase characterized by enterprise-grade, contracted deployments of the Agentic AI Platform.

The six enterprise contracts executed in December 2025 spanned multiple regulated and mission-critical industry verticals, including pharmaceutical and life sciences, insurance, and retail. A number of these customers are among the largest enterprises in their respective sectors and geographies, with operations in Europe and globally. The Company's customer engagements reflect its strategic focus on, among others, regulated, mission-critical enterprise environments, and we believe demonstrate the commercial viability of the Agentic AI Platform across multiple industry verticals.

Management believes that the 2025 commercial launch of the Agentic AI Platform, together with the customer engagements executed in connection with that launch, establishes a foundation for the Company's continued enterprise customer acquisition strategy, validates the technical and operational scalability of the Agentic AI Platform, and creates reference architectures suitable for replication across customers, industries, and geographies in future periods.

2026 Customer Engagements

In 2026, the Company had a number of additional customer deployments, expansions of existing customer engagements, and new enterprise contracts, including the following:

- The Company entered into an agreement to deploy the Agentic AI Platform with one of Europe's larger energy and utilities companies. The deployment is focused on enabling near real-time pricing synchronization across the customer's commercial systems during month-end sales cycles, orchestrating and governing the customer's existing system integrations without requiring replacement of core infrastructure. The engagement marked the Company's expansion into regulated, mission-critical energy and utilities environments.

- The Company deployed the Agentic AI Platform with a leading European insurance and asset management group to modernize and automate a high-volume, compliance-critical insurance back-office workflow. The deployment replaced a fully manual, document-intensive process with a governed agentic AI validation layer, fully integrated with the customer's existing customer channels and core back-office systems, executed in alignment with the customer's enterprise security, data privacy, and regulatory compliance standards.
- The Company executed a contract with one of the world's largest pharmaceutical and life sciences companies to automate and govern multiple compliance-critical and data-intensive business processes. Under the agreement, the Company is deploying the Agentic AI Platform to support regulatory monitoring, compliance reporting, and internal human resources operations, with full auditability across the reporting lifecycle and alignment with the regulatory standards applicable to global pharmaceutical organizations operating across multiple jurisdictions.
- The Company entered into a contract with one of the world's largest supermarket operators to deploy the Agentic AI Platform across the customer's supplier invoice lifecycle. The deployment automates how supplier invoices are received, validated, and recorded across the customer's finance systems, with the Agentic AI Platform's agents operating continuously, processing invoices without manual intervention, and escalating exceptions for finance team review.
- The Company deployed an agentic automated invoice processing solution for a leading European insurance group, representing a live, production implementation within a highly regulated financial environment. The deployment automates the full invoice processing workflow, including ingestion, processing, and system integration, operates on a scheduled basis with multiple daily processing cycles, and provides full auditability of each processing run.
- The Company effectuated a full production deployment of the Agentic AI Platform with a Fortune Global 500 pharmaceutical company. The Agentic AI Platform is operating in production across regulatory reporting and payroll workflows, with end-to-end integration with the customer's ERP, human resources, inventory, and financial systems.

Industry Diversification

Considering the six enterprise contracts executed in 2025 and the 2026 customer engagements, the Company's customer base reflects a deliberate strategy of industry diversification. The Company has commercialized the Agentic AI Platform across pharmaceutical and life sciences, insurance and asset management, retail and supermarket operations, energy and utilities, commercial aviation, and with customers based primarily in Europe and operating across multiple regulatory jurisdictions. The Company believes that this diversification reduces dependence on any single industry, mitigates customer-concentration risk, and provides a foundation for cross-vertical product enhancement and customer reference development.

Results of Operations

Financial Overview

For the three months ended March 31, 2026 and 2025, we generated revenues of \$44,747 and \$35,704, respectively, and reported a net loss of \$777,148 and \$737,778, respectively. We had negative cash flows used in operating activities of \$244,808 and \$474,516, respectively. As noted in our unaudited condensed consolidated financial statements, as of March 31, 2026, we had an accumulated deficit of \$6,201,182.

For the Three Months Ended March 31, 2026 Compared to the Three Months Ended March 31, 2025

| | For the Three Months Ended March 31, | | Variance (\$) | Variance (%) |
|--|---|-------------|----------------------|---------------------|
| | 2026 | 2025 | | |
| Revenues | \$ 44,747 | 35,704 | 9,043 | 25.3% |
| Operating expenses: | | | | |
| Cost of revenues | 31,449 | 23,293 | 8,156 | 35.0% |
| Amortization of capitalized research and development costs | 305,413 | - | 305,413 | 0% |
| General and administrative expenses | 193,773 | 112,387 | 81,368 | 72.4% |
| Research and development | 47,822 | - | 47,822 | 0% |
| Sales and marketing | 180,620 | 37,302 | 143,318 | 384.2% |
| Professional fees | 80,656 | 571,873 | (491,217) | (85.9)% |
| Total operating expenses | 839,733 | 744,855 | 94,878 | 12.7% |
| Loss from operations | (794,986) | (709,151) | (85,835) | (12.1)% |
| Other expenses: | | | | |
| Financial expenses, net | 17,838 | (13,067) | (30,905) | (236.5)% |
| Net loss before taxes | (777,148) | (722,218) | (54,930) | (7.6)% |
| Income tax provision | - | 15,560 | (15,560) | (100.0)% |
| Net loss | \$ (777,148) | (737,778) | (39,370) | (5.3)% |

Revenues: The Company generated revenues of \$44,747 for the three months ended March 31, 2026, compared to \$35,704 for the three months ended March 31, 2025, representing an increase of 25.3%. This increase was primarily due to an increase in revenues from software license sales and related services in 2026.

Operating Expenses: Operating expenses increased to \$839,733 for the three months ended March 31, 2026, from \$744,855 for the three months ended March 31, 2025, representing a 12.7% increase. The primary reasons for the increase in operating expenses were increases in cost of revenues, amortization of research and development costs, general and administrative expenses, research and development costs and sales and marketing expenses, partially offset by a decrease in professional fees.

Amortization of Capitalized Research and Development Costs: Amortization of capitalized research and development costs were \$305,413 for the three months ended March 31, 2026, compared to \$0 for the three months ended March 31, 2025. The Company capitalized all research and development costs in 2025 and began amortizing those costs during the three months ended March 31, 2026.

General and Administrative Expenses: General and administrative expenses were \$193,773 for the three months ended March 31, 2026, compared to \$112,387 for the three months ended March 31, 2025. The increase in general and administrative expenses of \$81,368, or 72.4%, was primarily due to costs incurred by the Romanian subsidiary which began in late 2025 and an increase in software license costs during the three months ended March 31, 2026.

Research and Development Expenses: Research and development expenses were \$47,822 for the three months ended March 31, 2026, compared to \$0 for the three months ended March 31, 2025. The Company capitalized all research and development costs in 2025 and began expensing research and development costs related to product maintenance during the three months ended March 31, 2026.

Sales and Marketing Expenses: Sales and marketing expenses were \$180,620 for the three months ended March 31, 2026, compared to \$37,302 for the three months ended March 31, 2025. The increase in sales and marketing expenses of \$143,318, or 384.2%, was primarily due to increased sales and marketing activity relating to the release of the first version of Company's product in late 2026.

Professional Fees: Professional fees were \$80,656 for the three months ended March 31, 2026, compared to \$571,873 for the three months ended March 31, 2025. The decrease in professional fees of \$491,217, or 85.9%, was primarily due to the professional fees incurred relating to the Tectu transaction costs in 2025.

Loss from Operations: The Company reported a loss from operations of \$794,986 for the three months ended March 31, 2026, compared to a loss of \$709,151 for the three months ended March 31, 2025, representing an increase of 12.1%. The primary reason for this was due to the increase in operating expenses during the current period.

Liquidity and Capital Resources

The Company has historically funded its operations through a combination of equity issuances, debt financings, and, to a lesser extent, cash generated from operating activities. The Company's principal uses of cash include funding research and development activities, sales and marketing investments, general and administrative expenses, working capital requirements, capital expenditures.

The Company's future capital requirements will depend on numerous factors, including the rate of growth of the Agentic AI Platform business, the timing and size of future acquisitions pursuant to the Company's M&A Program, working capital and capital expenditure needs, and the timing of cash flows from operations. The Company may seek to raise additional capital through equity issuances, debt financings, or other arrangements, although there can be no assurance that such financing will be available on favorable terms, or at all.

The Company's M&A Program is expected to require ongoing access to capital. The Company expects to finance future acquisitions through the issuance of equity securities, the incurrence of indebtedness, or other forms of consideration. The use of any particular form of consideration will depend on the size and structure of the applicable acquisition, prevailing market conditions, and the Company's overall capital structure and strategic objectives.

As of March 31, 2026, the Company had \$26,255 in cash and cash equivalents, and a working capital deficit of \$6,479,050, with minimal revenues. The Company has sustained losses from operations, and such losses are expected to continue. The foregoing raises substantial doubt about the Company's ability to continue as a going concern. 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. There can be no assurance that the level of funding needed will be acquired, that the Company will generate sufficient revenues to sustain operations for the next twelve months, that a potential merger or combination partner will be identified, or that a transaction would be completed on terms satisfactory to the Company, or at all. The unaudited condensed consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Cash Flows for the Three Months Ended March 31, 2026 and 2025

| | For the Three Months Ended March 31, | |
|---------------------------------|--------------------------------------|------------------|
| | 2026 | 2025 |
| Net cash (used in) provided by: | | |
| Operating activities | \$ (244,808) | \$ (474,516) |
| Investing activities | (458,766) | (560,423) |
| Financing activities | 652,629 | 1,108,000 |
| Net increase (decrease) in cash | <u>\$ (50,945)</u> | <u>\$ 73,061</u> |

Net cash used in operating activities was \$244,808 for the three months ended March 31, 2026, as compared to net cash used in operating activities of \$474,516 for the three months ended March 31, 2025, this increase was primarily due to the increases in general and administrative and professional fees expense.

Net cash used in investing activities was \$458,766 for the three months ended March 31, 2026, as compared to net cash used in operating activities of \$560,423 for the three months ended March 31, 2025, this decrease was primarily due to the capitalization of research and development costs and purchase of property and equipment.

Net cash provided by financing activities was \$652,629 for the three months ended March 31, 2026, as compared to the net cash provided by investing activities of \$1,108,000 for the three months ended March 31, 2025. This decrease is due to \$1,100,000 in proceeds from sale of Class A common stock in 2025.

Related Party Transactions

For information on related party transactions and their financial impact, see Note 3 to the financial statements.

Critical Accounting Policies and Estimates

Our discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements. These financial statements are prepared in accordance with accounting principles generally accepted in the United States (“GAAP”), which requires us to make estimates and assumptions that affect the reported amounts of our assets and liabilities and revenues and expenses, to disclose contingent assets and liabilities on the date of the consolidated financial statements, and to disclose the reported amounts of revenues and expenses incurred during the financial reporting period. We continue to evaluate the estimates and assumptions that we believe to be reasonable under the circumstances. We rely on these evaluations as the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Since the use of estimates is an integral component of the financial reporting process, actual results could differ from those estimates. Some of our accounting policies require higher degrees of judgment than others in their application. We believe critical accounting policies reflect the more significant judgments and estimates used in preparation of our consolidated financial statements.

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.

Research and Development Costs

The Company capitalizes costs in accordance with ASC 985-20 “Software – Costs of Software To Be Sold, Leased, or Marketed.” Beginning January 1, 2025, as technological feasibility had been established, all internal software development costs are capitalized until the product is available for general release to customers.

Judgment is required in determining when technological feasibility of a product is established. We have determined that technological feasibility for our software products is reached after all high-risk development issues have been resolved through coding and testing. Generally, this occurs shortly before the commencement of product sales. The amortization of these costs is included in operating expenses over the estimated life of the products, which the Company has determined to be three years.

Recently Issued Accounting Pronouncements

In 2024, the FASB issued Accounting Standards Update 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.

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

As of March 31, 2026, 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.

Based on that evaluation, our Chief Executive Officer and principal financial officer concluded that, as of March 31, 2026, our disclosure controls and procedures were not effective. The ineffectiveness of our disclosure controls and procedures was due to the existence of the following material weakness:

- We did not maintain a sufficient complement of personnel with the appropriate level of technical accounting expertise to support effective controls, compounded by limitations in our financial reporting system, which required extensive manual reconciliation processes that lacked sufficient review and documentation, and we relied on outsourced or part-time chief financial officer/controller arrangements.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting during the three months ended March 31, 2026 that have materially affected, or are reasonably likely to affect, our internal control over financial reporting.

PART II- OTHER INFORMATION

Item 1. Legal Proceedings.

From time to time, we may become involved in various lawsuits and legal proceedings which arise in the ordinary course of business. We are currently not aware of any such legal proceedings or claims that we believe will have, individually or in the aggregate, a material adverse effect on our business, financial condition or operating results. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm our business. Defending such proceedings is costly and can impose a significant burden on management and employees. The results of any current or future litigation cannot be predicted with certainty, and regardless of the outcome, litigation can have an adverse impact on us because of defense and settlement costs, diversion of management resources, and other factors.

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, 2025, as the same may be 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.

| <u>Exhibit No.</u> | <u>Exhibit Type</u> |
|--------------------|---|
| 3.1 | <u>Certificate of Correction, dated May 19, 2026 (incorporated by reference to Exhibit 3.9 to the registrant's Annual Report on Form 10-K filed with the Commission on May 28, 2026).</u> |
| 10.1† | <u>Global AI, Inc. Global Equity Incentive Plan (2026) (incorporated by reference to Exhibit 10.1 to the registrant's Current Report on Form 8-K filed with the Commission on February 4, 2026).</u> |
| 10.2 | <u>Termination and Release Agreement, dated as of May 13, 2026, by and between the registrant and Darko Horvat (incorporated by referenced to Exhibit 10.1 to the registrant's Current Report on Form 8-K filed with the Commission on May 19, 2026).</u> |
| 31.1* | <u>Certification of Principal Executive Officer (Section 302)</u> |
| 31.2* | <u>Certification of Principal Financial Officer (Section 302)</u> |
| 32.1** | <u>Certification of Principal Executive Officer and Principal 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) |

* Filed herewith.

** Furnished herewith.

† Management contract, compensatory plan or arrangement.

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: June 3, 2026

By: */s/ Darko Horvat*

Darko Horvat

Chief Executive Officer

(principal executive officer, principal accounting officer and principal financial officer)

CERTIFICATIONS

I, Darko Horvat, certify that:

1. I have reviewed this quarterly report on Form 10-Q for the quarter ended March 31, 2026 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: June 3, 2026

By: /s/ Darko Horvat

Darko Horvat
Chief Executive Officer
(principal executive officer)

CERTIFICATIONS

I, Darko Horvat, certify that:

1. I have reviewed this quarterly report on Form 10-Q for the quarter ended March 31, 2026 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: June 3, 2026

By: /s/ Darko Horvat

Darko Horvat
Chief Executive Officer
(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 March 31, 2026 (the “Report”) I, Darko Horvat, 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: June 3, 2026

By: /s/ Darko Horvat

Darko Horvat
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.
