OFFERING DOCUMENT

No securities regulatory authority or regulator has assessed, reviewed or approved the merits of these securities or reviewed this offering document. Any representation to the contrary is an offence. This is a risky investment.

The forecasts and predictions of an early-stage business are difficult to objectively analyze or confirm. Forward-looking statements represent the opinion of the issuer only and may not prove to be reasonable.

The Issuer

Full legal name:	Visi Artificial Intelligence Inc.
Head office address:	204 – 1430 West 13th Avenue Vancouver, BC V6H 1N9
Telephone:	778-928-7677
Email address:	visiartificial@gmail.com
Website URL:	None

Company Contact Person

Full legal name:	Steven Cozine
Position held with the issuer:	President, Chief Executive Officer, and Director
Business address:	204 – 1430 West 13th Avenue Vancouver, BC V6H 1N9
Business telephone:	778-928-7677
Email address:	scozine@rocketmail.com

Issuer's Business

Visi Artificial Intelligence Inc. ("Visi AI") is a technology company developing an artificial intelligence-powered visual recognition software platform tailored for pharmacy and healthcare retail environments. The Company's software-first solution addresses three major operational challenges in modern pharmacies: (i) labour-intensive inventory management; (ii) inconsistent or incomplete patient education at the point of care; and (iii) limited access to real-time product information during pharmacy consultations and retail transactions. Visi AI's platform will enable pharmacies, pharmaceutical manufacturers, and healthcare retail chains to enhance patient engagement and operational efficiency through intelligent visual product recognition, real-time analytics, and multilingual education content. The software operates on existing tablets, smartphones, or computers without the need for proprietary hardware, minimizing capital expenditure and accelerating adoption.

Although Visi AI's visual intelligence platform has initially been designed to be deployed in pharmacy and healthcare retail environments, the issuer has the flexibility to expand into other sectors where real-time visual recognition and interaction can create operational and commercial value. While Visi AI's initial focus is pharmacy and healthcare retail, the underlying platform is designed to be adaptable across multiple sectors. Early interest from additional industries, such as travel and retail, has reinforced its broader applicability, and the issuer will selectively expand into adjacent sectors where it can deliver immediate value.

Does or will the issuer build, design or develop something? Will it sell something produced by others? Will it provide a service?

The issuer's core product, the Visi AI Smart Retail Assistant, integrates computer vision, healthcare-specialized language models, and cloud-based analytics. Using a device camera, pharmacy staff will be able to instantly identify pharmaceutical products and access comprehensive information including active ingredients, dosage forms, contraindications, and usage guidance. The system provides visual patient-education tools, multilingual support, and real-time interaction analytics.

For pharmacies, the platform automates inventory tracking, generates demand-driven stocking recommendations, and integrates with leading pharmacy management systems, such as PioneerRx and McKesson EnterpriseRx. For pharmaceutical manufacturers, Visi AI provides augmented-reality product education campaigns and access to aggregated market intelligence on patient interest and geographic demand trends. This solution empowers pharmacies to enhance customer service quality while streamlining operations and improving inventory decision-making.

Visi AI will also customize visual recognition platforms for its customers to address their specific business needs and will provide consulting services to clients for platform implementation and modification.

What are the key details about the issuer's industry and operations? What makes the issuer's business special and different from other competitors in the industry?

The pharmacy automation market represents a $6.65 billion opportunity in 2024, which is expected to grow to $16.8 billion by 2034 at 10.5% CAGR.[1] Key growth drivers include medication error reduction, aging populations, and increasing AI adoption across healthcare sectors.

Visi AI's target markets for its products and services are:

Regions

- Asia-Pacific: Fastest growing region (8.6% CAGR)[2] with strong government support for healthcare digitalization

- North America: Largest current market with established infrastructure

Client Size

- Target Markets: Independent and mid-size pharmacies globally, with initial focus on APAC markets

Key competitors and potential competitors in Visi AI's target sectors are:

Computer Vision Leaders (Immediate threat - 6-12 months market entry)

- **Trax**: $2.4B valuation retail AI leader with 80+ country presence[3]
- **AiFi**: 100+ autonomous stores with rapid deployment capabilities[4]

Traditional Automation Players (Medium-term threat - 12-24 months)

- **Omnicell**: $1.1B revenue[5] but declining growth in traditional mechanical systems
- **Oracle Retail**: 12.58% market share in inventory management[6]

Technology Platform Risk (1-6 months commoditization)

- **Google Cloud Vision** and **Viso Suite**: Generic computer vision platforms enabling rapid basic functionality

Visi AI differentiates itself from competitors through: (i) a software-first, device-agnostic architecture eliminating the hardware investment typical of competitors such as Omnicell Inc. and Parata Systems; (ii) pharmacy-specific specialization embedding regulatory compliance, drug interaction databases, and workflow integration not available in generic artificial intelligence platforms such as Google Cloud Vision or Amazon Rekognition; and (iii) rapid deployment enabling implementation on existing devices within hours rather than months. This positioning allows Visi AI to complement rather than replace existing pharmacy management systems, offering immediate return on investment through efficiency gains and improved patient interaction.

References: [1] Markets and Markets, "Pharmacy Automation Market worth $10.00 billion by 2030", Press Release, 2024 [2] Fortune Business Insights, "Computer Vision Market Size, Trends | Forecast Analysis [2032]", Industry Report, 2024 [3] Tracxn, "Trax - 2025 Company Profile, Funding, Competitors & Financials", Company Database, 2025 [4] PR Newswire, "AiFi Surpasses 100 Computer Vision-Powered Autonomous Stores Opened Globally", Press Release, March 2023 [5] VISI AI Competitive Landscape Analysis, Internal Research Document, 2024 [6] 6sense, "Oracle Retail - Market Share, Competitor Insights in Inventory And Order Management", Market Analysis, 2024

What milestones has the issuer already reached and what do they hope to achieve in the next two years? What is the proposed timeline for achieving each of the milestones?

Since its incorporation on May 10, 2025, Visi AI has completed platform proof-of-concept development, core AI model training, and a working software prototype compatible with iOS, Android, Windows, and macOS devices. Integration frameworks for PioneerRx and McKesson EnterpriseRx are in advanced stages.

In the next two years, the issuer will pursue strategic milestones that comprise three phases: (i) software deployment and pilot validation (one to six months); (ii) regional scaling and hardware prototyping (seven to 18 months); and (iii) hardware launch, international expansion, and ecosystem development (18 to 24 months). Visi AI also intends to establish partnerships with pharmacy management software providers, pharmaceutical manufacturers, and healthcare technology distributors to accelerate adoption and create a defensible market position through network effects and data-driven advantages.

Because business outside of the pharmacy sector have expressed interest in Visi AI's hardware and software technology, the issuer intends to expand its business into non-pharmaceutical sectors where its visual recognition hardware device and platform would be valuable.

What are the major hurdles that the issuer expects to face in achieving its milestones?

The major hurdles that Visi AI expects to face in achieving its milestones are:

• retaining qualified independent contractors and employees to develop and market its products and services;

• customer acceptance of the value proposition of its products and services due to general unfamiliarity and skepticism regarding artificial intelligence solutions within the pharmacy industry; and

• being able to expand operations in order to meet potential demand for Visi AI's products and services.

How are the funds raised from this financing expected to help the issuer advance its business and achieve one or more of the milestones?

Visi AI intends to use some of the funds raised from the financing to cover the costs of further visual artificial intelligence platform development and modification as detailed under Phase II below.

Has the issuer entered any contracts that are important to its business?

Visi AI entered into a software and hardware development agreement whereby the issuer retained SightMotion AI Limited ("SightMotion"), a Hong Kong-based company, to design and develop an integrated visual artificial intelligence platform and application for pharmaceutical and retail clients, capable of recognizing products instantly, delivering multilingual educational content, and providing real-time analytics that track engagement and behavior patterns.

The agreement stipulates that Visi AI will pay SightMotion as follows based upon the following milestones:

1. an initial retainer of CAD$150,000 upon initial invoicing;

2. a total of US$150,000 (less the initial retainer) and the issuance of 300,000 common shares of Visi AI upon SightMotion completing Phase I development, consisting of:

    a) designing and developing a prototype visual recognition engine that provides instant identification of pharmaceutical & retail products, packaging variations, and label information using the camera on any compatible device; and

    b) designing, developing, and deploying two AI-powered clinical tools: a Joint Health Assessment for evaluating mobility in the elderly, and a Skin Diagnostic AI for automated EASI/PASI scoring in patients with atopic dermatitis; and

3. an additional retainer of US$200,000 for Phase II development, consisting of:

    a) designing a personalized health portal with an artificial intelligence-powered nutrition coach and a clinical trial companion;

    b) designing a long-term memory enhancement module designed for tracking comprehensive historical data and progressively optimizing user habits; and

    c) creating an on-site artificial intelligence health coach and sales pilot that combines vision and interactive capabilities;

4. a total of $100,000 (less the Phase II retainer) and the issuance of an additional 300,000 common shares of Visi AI upon SightMotion completing Phase II development up to, but not including, the prototype and pilot testing stage.

SightMotion completed the milestones noted in 1) and 2) above and Visi AI paid the US$150,000 for its services.

Has the issuer conducted any operations yet?

Yes. To date, Visi AI has developed the Visi AI Smart Retail Assistant, a compact, plug-and-play hardware device that leverages advanced computer vision and large language models to instantly

recognize pharmaceutical products and deliver comprehensive product information, usage instructions, and patient education materials directly to pharmacy staff and customers. This solution empowers pharmacies to enhance customer service quality while streamlining operations and improving inventory decision-making. The issuer has also completed portal proof-of-concept development, core AI model training, and a working software prototype.

Where does the issuer see its business in 3, 5, and 10 years?

In three years, the issuer sees its business expanding to offer its visual AI products and services to companies in North America and to expand its focus from the pharmaceutical sector to other sectors in which its technology may benefit clients.

In five years, the issuer would like to establish an in-house development and consulting team to provide customized visual AI products and services to a global client base that conducts business in numerous sectors.

In ten years, the issuer would like to continue to expand its visual AI product and service fleet, as well as rely on its in-house development and consulting team to design and develop new products and services that are innovative and would qualify for intellectual property protection.

What are the issuer's future plans and hopes for its business and how does it plan to get there?

The issuer’s future plans and hopes for its business are to provide innovative and customized visual artificial intelligence solutions for clients that can use our technology to simplify and streamline their business operations through the use of visual AI products and services. In order to attain these goals, the issuer must retain and rely on employees and consultants that have the foresight to develop ground-breaking visual artificial intelligence products that are tailored to customer requirements.

What is the issuer's management experience in running a business or in the same industry?

Steven Cozine, the President, CEO, and a director of Visi AI, is an entrepreneurial business executive with significant experience in private and public company management for over 30 years. He has acted as a Director and Officer for a number of private and publicly listed companies in sectors ranging from technology to resource exploration to industrial product development and manufacturing. He is currently the Chief Financial Officer and a director of Cat Strategic Minerals Inc., a reporting issuer that trades on the Canadian Securities Exchange and the Frankfurt Stock Exchange. Mr. Cozine acted as a director and Project Development Officer for Mobile Data Corp. where he initiated and oversaw development of application software for telephonic convergence with internet-based computer technology. He also acted as Project Manager for Alda Pharmaceuticals Inc. in connection with the 2010 Winter Olympics where he was responsible for executing in-house logistics for product provision at all Olympic venues.

Additionally, Mr. Cozine acted as an officer and corporate secretary for Uniserve Communications Corporation, one of Canada's oldest independent Internet service providers, where he worked with

management to implement management decisions and policies, as well as ensure regulatory compliance given the company's reporting issuer status.

Erwin Wong, the Secretary of Visi AI, serves as a management consultant for private and public companies. He currently acts as Chief Financial Officer and a director of Ridgestone Mining Inc. and Quarterback Resources Inc., both of which are reporting mineral exploration companies that principally trade on the TSX Venture Exchange and Canadian Securities Exchange respectively.

Previously, Mr. Wong worked in the Investment Banking division as the Director of Asian Operations for a national institutional brokerage house focused on the small to mid-cap market. He has also acted as the Vice President of Finance for a publicly-listed Asian based group with interests in real estate and telecommunications. Mr. Wong attained his Chartered Accountant designation in 1994 after articling with Coopers & Lybrand. He earned his Bachelor of Commerce degree at the University of British Columbia in 1990.

Does the issuer have business premises from which it can operate its business?

Visi AI has an office in Vancouver, British Columbia from which it can manage business operations.

How many employees does the issuer have? How many does it need?

Visi AI does not have any employees. It currently retains independent contractors on an as-needed basis and accordingly does not require any part-time or full-time employees.

Legal Structure

Visi AI is a corporation formed pursuant to the laws of British Columbia. The issuer's articles of incorporation are available for review at its registered and records office located at 3397 Redtail Place, Nanaimo, British Columbia.

Operations

The issuer:

☐ has never conducted operations,
☒ is in the development stage,
☒ is currently conducting operations.

Financial Statements

The issuer does not have financial statements available.

Securities Outstanding

As of the date of this offering document, Visi AI has 1,250,000 common shares issued and outstanding.

In addition, Visi AI has issued a total of 10,000,000 Series "A" special warrants. Each Series "A" special warrant is exercisable into one unit of the issuer for no additional consideration upon the exercise or deemed exercise of each special warrant. Each unit is comprised of one common share of Visi AI and one warrant. Each warrant entitles the holder to purchase one additional common share of the issuer at a price of $0.10 at any time for a period of five years from the date that Visi AI's shares commence trading on a recognized stock exchange.

Management

Full legal name, municipality of residence, and position at issuer	Principal occupation for the last five years	Expertise, education, and experience that is relevant to the issuer's business	Number and type of securities of the issuer owned	Date securities were acquired and price paid for the securities	Percentage of the issuer's securities held as of the date of this offering document
Steven Cozine Vancouver, B.C. President, CEO, and director	Business executive involved in private and public company management	Project Development Officer for Mobile Data Corp.; Project Manager for Alda Pharmaceuticals Inc.	1,250,000 Common Shares	Date: Sept 15, 2025 Price: $0.005	100% of common shares
Erwin Wong Vancouver, B.C. Secretary	self-employed corporate business consultant	Bachelor of Commerce degree at the University of British Columbia in 1990	None	N/A	None

Steven Cozine was subject to a British Columbia Securities Commission cease trade order issued on May 6, 2019 relating to Cat Strategic Metals Corporation, a reporting issuer of which Mr. Cozine was a director and officer, for its failure to file required financial statements. These financial statements were subsequently filed and the cease trade order was revoked in 2020.

Otherwise, Mr. Cozine and Mr. Wong have never:

(a) pleaded guilty to or been found guilty of:

(i) a summary conviction or indictable offence under the *Criminal Code*,

(ii) a quasi-criminal offence in any jurisdiction of Canada or a foreign jurisdiction,

(iii) a misdemeanor or felony under the criminal legislation of the United States of America, or any state or territory therein, or

(iv) an offence under the criminal legislation of any other foreign jurisdiction,

(b) been the subject of an order (cease trade or otherwise), judgment, decree, sanction, or administrative penalty imposed by, or has entered into a settlement agreement with, a government agency, administrative agency, self-regulatory organization, civil court, or administrative court of Canada or a foreign jurisdiction in the last 10 years related to:

(i) the person's involvement in any securities, insurance or banking activity, or

(ii) a claim based in whole or in part on fraud, theft, deceit, misrepresentation, conspiracy, breach of trust, breach of fiduciary duty, insider trading, unregistered trading, illegal distributions, failure to disclose material facts or changes, or allegations of similar conduct,

(c) been the subject of an order, judgment, decree, sanction or administrative penalty imposed by a discipline committee, professional order or administrative court of Canada or a foreign jurisdiction in the last ten years related to any professional misconduct,

(d) been the subject of a bankruptcy or insolvency proceeding, or

(e) a director, officer, founder or control person of a person or company that is or has been subject to a proceeding described in paragraph (a), (b), (c) or (d) above.

Crowdfunding Distribution

Name of the funding portal the issuer is using to conduct its start-up crowdfunding distribution:

Stockosaurus Crowdfunding Inc.

Jurisdictions (Canadian province or territory) where the issuer intends to raise funds and make this offering document available:

☐ Alberta
☐ Newfoundland and Labrador

☒ Ontario

☒ British Columbia

☐ Prince Edward Island

☐ Manitoba

☐ Northwest Territories

☐ Québec

☐ New Brunswick

☐ Nova Scotia

☐ Saskatchewan

☐ Nunavut

☐ Yukon

The date before which the issuer must have raised the minimum offering amount for the closing of the distribution (no later than 90 days after the date this offering document is made available on the funding portal):

July 20, 2026

The date(s) and description of any amendment(s) made to this offering document, if any:

N/A

Type of eligible securities offered:

☐ Common shares
☐ Non-convertible preference shares
☒ Securities convertible into common shares
☐ Securities convertible into non-convertible preference shares
☐ Non-convertible debt linked to a fixed interest rate
☐ Non-convertible debt linked to a floating interest rate
☐ Limited partnership units
☐ Shares in the capital of an association. Specify type of shares (e.g. membership, investment, preference, etc.): _____

The securities offered have the following rights, restrictions, and conditions:

☐ voting rights;
☐ dividends or interests
☐ rights on dissolution;
☒ conversion rights – convertible into common shares;
☐ tag-along rights;
☐ drag-along rights;
☐ pre-emptive rights;
☐ other (describe the rights).

Each Series “B” special warrant that Visi AI is offering is exercisable into one common share of the issuer. These special warrants will be deemed to be exercised on the second business day after

the date on which a receipt for the final prospectus of the Company qualifying the distribution of the common shares issuable on exercise of the special warrants. No additional funds are required in order to exercise the Series "B" special warrants.

While the Series "B" special warrants do not carry any voting rights, rights to receive dividends, or rights upon dissolution, once the special warrants are exercised into common shares, the holders of those common shares will be entitled to the same rights as all common shareholders.

The holders of common shares are entitled to receive notice of and attend all meetings of the shareholders of the issuer and are entitled to one vote in respect of each common share held at such meetings. In the event of liquidation, dissolution or winding-up of Visi AI, the holders of common shares are entitled to share, on a pro rata basis, the remaining assets of the issuer, subject to the rights of holders of such shares.

Summary of other material restrictions or conditions that attach to the eligible securities being offered, such as tag-along, drag along or pre-emptive rights.

N/A

	Total Amount ($)	**Total number of securities issuable**
Minimum offering amount	$5,000.00	20,000
Maximum offering amount	$120,000.00	480,000
Price per security	$0.25	

Minimum investment amount per purchaser**:** $125
Maximum investment amount per purchaser: $500

The offering will end upon the earlier of the maximum offering amount being raised or 110 people subscribing for the Series "B" special warrants.

Note: The minimum offering amount stated in this offering document may be satisfied with funds that are unconditionally available to Visi AI that are raised using other prospectus exemptions.

Use of Funds

Funds previously raised: $506,250

How the issuer raised funds:

Visi AI raised these funds through the sale of its securities in a series of private placement transactions.

The prospectus exemption that the issuer relied on to issue those securities:

National Instrument 45-106, Section 2.4 (private issuer exemption).

How the issuer used those funds:

The issuer has raised $506,250 through the sale of its securities and realized revenue of $48,800 since its incorporation. Of the funds, Visi AI has spent $209,315 on development of its artificial intelligence-powered visual recognition software platform and $200 on bank fees. At March 31, 2026, Visi AI had $345,535 cash on hand.

Intended Use of Proceeds

Description of intended use of funds listed in order of priority	Assuming minimum offering amount ($5,000)	Assuming maximum offering amount ($120,000)
General working capital	$4,750.00	$14,000.00
Crowdfunding portal fees	$250.00	$6,000.00
Prospectus filing costs	Nil	$60,000.00
Visual AI platform development and modification	Nil	$40,000.00

Previous Crowdfunding Distributions

Erwin Wong was C.F.O., Secretary, and a director of Quarterback Resources Inc. at the time it completed a crowdfunding offering through the Stockosaurus Crowdfunding Inc. crowdfunding portal. The distribution successfully closed on August 29, 2024

Otherwise, neither Visi AI nor its founders, directors, officers, and control persons, have been involved in a previous crowdfunding distribution.

Compensation Paid to Funding Portal

Visi AI will pay the following compensation to Stockosaurus Crowdfunding Inc., the crowdfunding portal involved in this distribution:

1. A commission of 5% of the gross funds raised pursuant to the offering, provided that the minimum offering amount of $5,000 is reached; and

2. 100,000 Series “B” special warrants.

Risk Factors

An investment in the securities of Visi AI should be considered highly speculative and investors may incur a loss on their investment. In particular, investors should be aware of the following risks:

• Visi AI currently has derived operating cash flow from limited sources, which is likely to continue for some time. The issuer's failure to achieve profitability could have a material adverse effect on its financial condition and results of operations.

• Visi AI is an early-stage company. As such, it will be subject to all of the business risks and uncertainties associated with any new business enterprise, including under-capitalization, cash shortages, limitations with respect to personnel, financial, and other resources, and lack of revenues.

• Visi AI relies heavily on technology platforms and systems to deliver our services. Risks such as cybersecurity breaches, system failures, or disruptions could compromise data security, disrupt service delivery, or result in reputational damage and legal liabilities.

• The market for artificial intelligence solutions for business is competitive and rapidly evolving. Visi AI faces significant competition from both existing companies and new entrants. If competitors develop technologies or products faster or more efficiently than Visi AI does, its ability to develop and successfully commercialize products and services may be adversely affected. Moreover, rapid technological changes and limited consumer adoption of artificial intelligence pose additional risks.

• As Visi AI expands its operations, it may encounter challenges in managing growth, including scalability of its technology infrastructure, recruiting qualified personnel, and maintaining consistent service quality across multiple locations. Any difficulty or delay in initiating or completing its current or future plans may result in increased costs, delay or limit Visi AI's ability to generate income, and adversely affect our commercial prospects.

• Visi AI may issue additional securities, which will cause dilution to the ownership interests of its shareholders.

• Visi AI does not maintain key person insurance on any of its directors of officers.

• Changes in legislation and regulatory frameworks, particularly those concerning privacy, data security, protection, and AI technologies, pose risks to Visi AI`s operations and compliance efforts. Regulatory developments may require adjustments to Visi AI's business practices, data handling procedures, and AI applications.

• There is no assurance that additional funding will be available to Visi AI.

• There is currently no market for Visi AI's securities and there can be no assurance that an active, liquid and orderly trading market for its securities will develop or be sustained. Furthermore, in recent years, the price of publicly traded securities prices has fluctuated widely.

We do not currently have the financial resources to pay dividends to investors. There is no assurance that we will ever have the financial resources to do so.

Reporting Obligations

Visi AI is not a reporting issuer in any jurisdiction and, after the closing of the distribution, does not intend to provide purchaser with any disclosure of information.

Under the British Columbia *Business Corporations Act*, Visi AI must provide annual financial statements to its shareholders and an information circular and proxy statements in connection with each Annual General Meeting. Note, however, that any Series "B" special warrants acquired pursuant to this offering must be exercised in order for a purchaser to be considered a shareholder.

Resale Restrictions

The securities you are purchasing are subject to resale restrictions. You might never be able to resell the securities.

Purchasers' Rights

Rights of Action in the Event of a Misrepresentation

If there is a misrepresentation in this offering document, you have a right:

(a) to cancel your agreement with Visi AI to buy these securities, or

(b) to damages against Visi AI and may, in certain jurisdictions, have the statutory right to damages from other persons.

These rights are available to you whether or not you relied on the misrepresentation.

However, there are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the securities. If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations.

Two-day Cancellation Right

You may cancel your agreement to purchase these securities. To do so, you must send a notice to the funding portal not later than midnight on the second business day after you enter into the agreement. If there is an amendment to this offering document, you can cancel your agreement to purchase these securities by sending a notice to the funding portal not later than midnight on the second business day after the funding portal provides you notice of the amendment.

This offering document does not contain a misrepresentation. I acknowledge that I am signing this offering document electronically and agree that this is the legal equivalent of my handwritten signature.

"Steven Cozine"

_____

Steven Cozine
President, CEO, and Director
VISI ARTIFICIAL INTELLIGENCE INC.

"Erwin Wong"

_____

Erwin Wong
Chief Financial Officer, Secretary, and Director
VISI ARTIFICIAL INTELLIGENCE INC.

Dated: April 21, 2026