

Z Squared Inc. (Nasdaq: ZSQR) · Press release · July 15, 2026

Z Squared provides capital structure update

FORT LAUDERDALE, Fla., July 15, 2026 /PRNewswire/ -- Z Squared Inc. (Nasdaq: ZSQR) (the "Company") today provided the following update regarding its capital structure.

As of July 14, 2026, the Company had 52,976,813 shares of common stock issued and outstanding, as confirmed by the Company's transfer agent, Continental Stock Transfer & Trust Company.

As of the date of this release, no securities have been sold under the Company's shelf registration statement on Form S-3, including under its at-the-market sales agreement, and no shares have been issued under its previously announced forward purchase agreement. The at-the-market sales agreement does not obligate the Company to issue or sell any shares, and the Company has not made any determination to undertake sales under the program at this time. The Company may use these arrangements in the future to fund site conversion, acquisitions, and working capital as opportunities and market conditions warrant.

A description of the Company's capital structure, its outstanding securities, and the contractual resale restrictions applicable to a substantial portion of its outstanding shares of common stock is contained in the Company's filings with the Securities and Exchange Commission (the "SEC"), including the Company's Current Report on Form 8-K/A filed June 1, 2026, the prospectus contained in the Company's resale registration statement on Form S-1 (File No. 333-296653), and the Company's subsequent filings, each of which is available at www.sec.gov. Investors are urged to read those filings in their entirety.

The Company will make any further disclosures regarding its capital structure through its filings with the SEC.

About Z Squared Inc.

Z Squared Inc. is a computing infrastructure company operating advanced computing equipment and expanding into AI infrastructure. The Company's strategy is built on three principles: lead with power by acquiring operating sites where power is already flowing; build for AI workloads by converting that capacity into AI-ready colocation where the customer brings the compute and runs what they need; and scale with discipline by deploying conversion capital site by site, against signed contracts and operational readiness. Z Squared listed on the Nasdaq Global Market in April 2026.

For more information, visit www.zsquaredinc.com.

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Forward-Looking Statements

This press release contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and the safe-harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include all statements other than statements of historical fact, including statements regarding the Company's potential future use of its at-the-market program, forward purchase agreement, or other

financing arrangements; its strategy, plans, objectives, and expectations; its planned expansion into artificial intelligence and high-density computing infrastructure; and the anticipated effect or duration of contractual resale restrictions applicable to its outstanding shares. Words such as "may," "will," "expect," "intend," "plan," "seek," "anticipate," "believe," "estimate," "continue," and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words.

Forward-looking statements are not guarantees of future performance. They are based on management's current expectations and assumptions and are subject to known and unknown risks and uncertainties that could cause actual results to differ materially from those expressed or implied, including, among others: the substantial doubt about the Company's ability to continue as a going concern expressed in the report of its independent registered public accounting firm; the volatility of the prices of Dogecoin and Litecoin and the economics of the Company's digital-asset mining operations, including periods during which mining revenue does not cover operating costs; the Company's dependence on a single third-party hosting and infrastructure provider; the Company's ability to identify, finance, and consummate acquisitions, including the risk that letters of intent do not result in definitive agreements or completed transactions; the availability and terms of capital, including that the Company's financing arrangements are subject to conditions, suspension and termination rights, pricing mechanics, and other limitations that may restrict, delay, or prevent their use, and that any future sales under such arrangements would dilute existing stockholders; the potential for substantial sales of common stock into the public market if the conditions to resale under existing contractual restrictions are satisfied or those restrictions terminate in accordance with their terms, and the existence of effective registration statements covering the resale of a substantial number of outstanding shares; the material weakness in the Company's internal control over financial reporting and the status of remediation efforts; the volatility of the trading price and volume of the Company's common stock, which may be unrelated to its operating performance; competition and technological change in artificial intelligence and high-performance computing infrastructure and in digital-asset mining; and regulatory, legislative, and enforcement developments affecting digital assets and the securities markets. Additional information concerning these and other risks and uncertainties is contained in the Company's filings with the SEC, including its Current Report on Form 8-K/A filed June 1, 2026 and its subsequent filings, which are available at www.sec.gov.

Forward-looking statements speak only as of the date of this press release. Except as required by applicable law, the Company undertakes no obligation to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

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