

SUPPLEMENTAL DISCLOSURE STATEMENT RE
NON-SHELL STATUS OF BIOQUEST CORP.

September 6, 2024

Filer: BioQuest Corp. (“BQST”)

Re: Request for removal of “Shell” designation

Staff of OTC Markets:

BioQuest Corp., is a publicly quoted issuer on the OTC Markets Group, Inc. (The “OTC Markets”) trading platform and is classified as a “Pink Sheets Alternative Reporting under the ticker symbol “BQST.” The Company has previously been classified as a shell risk company by OTC Markets (“Shell Company”). Effective August 22, 2024, the Company ceased to be a Shell Company. The reasons the Company believes it is no longer a Shell Risk Company are set forth below:

1) Rule 12b-2 of the Securities Exchange Act of 1934 (and Rule 405 as promulgated under same Exchange Act section) defines a Shell Company as a company that has:

- (A) no or nominal operations; and
- (B) either (1) no or nominal assets; (2) assets consisting solely of cash and cash equivalents; or (3) assets consisting of any amount of cash and cash equivalents and nominal other assets (“Rule 12b-2”).

The Company is currently actively engaged in business operations that are more than nominal as the Company has negotiated the acquisition of BotMakers Inc. (“BotMakers”), a conversation AI company, has prepared and qualified a Regulation A Offering, with that specific business plan and current financials, as well as receiving the first funding of that acquisition. Through the acquisition of BotMakers the Company plans and is currently taking steps to provide users with BotMakers innovative AI platform that utilizes voice calling AI, text messaging and chatbots. To distinguish from competitors, BotMakers plans to work with celebrities and influencers in an effort to establish the BotMakers brand as a solution for AI powered business communications.

An analysis of the Company’s limited operating history shows that the Company has engaged in activities that are, at a minimum, sufficient to manifest a strong commitment to developing a legitimate business. The following facts are relevant to the analysis:

1. On August 22, 2024, the Company had their Regulation A Offering Qualified by the Securities and Exchange Commission wherein, the business plan of the Company was specifically stated as to raise funds in order to acquire BotMakers, Inc., and to pursue conversational AI business plans; then,

2. On August 23, 2024, the Company entered into an Agreement and Plan of

Acquisition (the “Agreement”) with BotMakers, Inc., a Texas corporation (the “BOTI”). As part of this Agreement the Company and BotMakers will prepare and file a 15c2-11 within 90 days of the execution of the Agreement as well as prepare audited financials; and

3. The specific business plan of the Company is to enter into the Conversational Artificial Intelligence (“AI”) industry, through the acquisition of BotMakers. BotMakers currently provides its customers with an AI platform that utilizes voice calling AI, text messaging and chatbots. All BotMakers’ products and services are fully functional and are currently selling to retail customers. The technology is a series of automated workflows that can plug in to any Customer Relationship Management system that allows webhooks to send data to and from those systems.

4. BotMakers has made the initial payment to the Company as negotiated in the Acquisition Agreement and is in the process of paying the rest of the payments.

Based on the business operations conducted by the Company since August 2024, the Company believes it ceased being a shell company as of August 22, 2024, and has remained a non-shell company since such date.

//Signed//

Thomas Hemingway
CEO/ Chairman