# UNITED STATES
# SECURITIES AND EXCHANGE COMMISSION
**Washington, D.C. 20549**

# SCHEDULE 14C INFORMATION

**Information Statement Pursuant to Section 14(c) of the Securities Exchange Act of 1934**

Check the appropriate box:

☒ Preliminary Information Statement

☐ Confidential, for Use of the Commission Only (as permitted by Rule 14c–5(d)(2))

☐ Definitive Information Statement

# CHRONOSCALE HOLDINGS CORPORATION
(Name of Registrant As Specified In Its Charter):

Payment of Filing Fee (Check all boxes that apply):

☒ No fee required

☐ Fee paid previously with preliminary materials

☐ Fee computed on table in exhibit required by Item 25(b) of Schedule 14A (17 CFR 240.14a–101**)** per Item 1 of this Schedule and Exchange Act Rules 14c–5(g) and 0–11 Proxy Statement



**CHRONOSCALE HOLDINGS CORPORATION**

**NOTICE OF ACTION TAKEN BY WRITTEN CONSENT OF THE HOLDERS OF A MAJORITY OF THE VOTING POWER OF OUR COMMON STOCK**

To Our Stockholders:

We are writing to advise you that Applied Digital Corporation and APLD ChronoScale Holdco LLC, the holders of approximately 95.7% of the voting power of the outstanding capital stock of ChronoScale Holdings Corporation as of the close of business on November 16, 2026 (the "record date") have approved by written consent, for purposes of Nasdaq Listing Rule 5635, if applicable, the following issuances of shares of our common stock, solely to the extent such issuances are aggregated and on such aggregate basis would exceed the Exchange Cap (as defined herein), (i) the shares issued pursuant to the Common Stock Purchase Agreement (as defined herein), (ii) the shares issuable upon conversion of the Convertible Note (as defined herein), (iii) the shares issuable upon conversion of the Series C Preferred Stock (as defined herein), (iv) the shares issuable upon exercise of the STN Warrant (as defined herein), and (v) the shares issuable upon exercise of the Services Agreement Warrant (as defined herein) (any such issuances in excess of the Exchange Cap are collectively referred to herein as the "Share Issuances").

Our board of directors unanimously approved and recommended that our stockholders approve the Share Issuances. Please note that the number of votes already received from stockholders is sufficient to satisfy the stockholder vote requirement for this action under Nevada law, our articles of incorporation, as amended, and Nasdaq Listing Rules.

Consequently, no additional votes will be needed to approve the actions. This is not a notice of a special meeting of stockholders and no stockholder meeting will be held to consider any matter described herein.

**WE ARE NOT ASKING YOU FOR A CONSENT OR PROXY AND YOU ARE REQUESTED NOT TO SEND US A CONSENT OR PROXY.**

The accompanying Information Statement is being furnished only to inform stockholders of the action taken by written consent described above before the Share Issuances take effect in accordance with Securities and Exchange Commission Rule 14c-2. This Information Statement is first being mailed to you on or about November , 2026. The Share Issuances will take place no earlier than the 20th calendar day after mailing.

You are encouraged to carefully read the accompanying Information Statement for further information regarding the Share Issuances. The Information Statement is also available at the SEC's website, www.sec.gov.

By Order of the Board of Directors,

Chairman of the Board of Directors
November , 2026

**INFORMATION STATEMENT**

**WE ARE NOT ASKING YOU FOR A PROXY**
**AND YOU ARE REQUESTED NOT TO SEND US A PROXY.**

**GENERAL INFORMATION**

This Information Statement is being sent by mail to all record and beneficial owners of ChronoScale Holdings Corporation, a Nevada corporation, which we refer to herein as "ChronoScale," "the Company," "we," "our" or "us." The mailing date of this Information Statement is on or about November , 2026. The Information Statement has been filed with the Securities and Exchange Commission (the "SEC") and is being furnished, pursuant to Regulation 14C under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), to notify our stockholders of the actions we are taking pursuant to a written consent executed by the Company's stockholders representing a majority of the voting power of our capital stock in lieu of a meeting of stockholders.

On November 16, 2026, the record date for determining the identity of the Company's stockholders who are entitled to receive this Information Statement, we had issued and outstanding 145,837,452 shares of common stock. Each share of common stock entitles the holder thereof to one vote on all matters submitted to stockholders.

No vote or other consent of our stockholders is being solicited in connection with this Information Statement. We are not asking you for a proxy and you are requested not to send us a proxy.

Our common stock is listed on the Nasdaq Capital Market ("Nasdaq"), and we are subject to Nasdaq's rules and regulations, including Nasdaq Listing Rule 5635(d). Nasdaq Listing Rule 5635(d) requires stockholder approval prior to the issuance in a transaction (other than a public offering) of common stock (or securities convertible into or exercisable for common stock) equal to 20% or more of the outstanding common stock or 20% or more of the voting power outstanding for a purchase price that is lower than (i) the Nasdaq Official Closing Price (as reflected on Nasdaq.com) immediately preceding the signing of a binding agreement; or (ii) the average Nasdaq Official Closing Price of the common stock (as reflected on Nasdaq.com) for the five trading days immediately preceding the signing of the binding agreement (such lower amount, the "Minimum Price").

The approval of the Share Issuances for purposes of Nasdaq Listing Rule 5635, if applicable, consisting of the following issuances of shares of our common stock, solely to the extent such issuances are aggregated and on such aggregate basis would exceed the Exchange Cap (as defined herein), (i) the shares issued pursuant to the Common Stock Purchase Agreement (as defined herein), (ii) the shares issuable upon conversion of the Convertible Note (as defined herein), (iii) the shares issuable upon conversion of the Series C Preferred Stock (as defined herein), (iv) the shares issuable upon exercise of the STN Warrant (as defined herein), and (v) the shares issuable upon exercise of the Services Agreement Warrant (as defined herein), was taken by written consent pursuant to Section 78.320 of the Nevada Revised Statutes ("NRS"), which provides that, unless otherwise provided in a corporation's articles of incorporation or bylaws, any action required or permitted to be taken at a meeting of stockholders may be taken without a meeting by written consent signed by stockholders holding at least a majority of the voting power, except that, if a different proportion of voting power is required for the action at a meeting, that proportion of written consents is required.

Our board of directors has also approved the Share Issuances. No other corporate actions to be taken by written consent were considered. On November 18, 2026, Applied Digital Corporation, a Nevada corporation ("Applied Parent") and APLD ChronoScale Holdco LLC, a Delaware limited liability company and indirect wholly-owned subsidiary of Applied Parent ("APLD ChronoScale Holdco" and together with Applied Parent the "Consenting Stockholders") who beneficially held as of the record date 139,528,227 shares of common stock, or approximately 95.7% of the voting power of our outstanding voting securities, executed and delivered to the Company a written consent approving the Share Issuances. Because the action was approved by the written consent of the Company's stockholders holding a majority of our outstanding voting securities, no proxies are being solicited with this Information Statement.

We are not aware of any substantial interest, direct or indirect, by security holders or otherwise, that is in opposition to matters of action being taken. In addition, under the NRS, the action taken by majority written consent in lieu of a special stockholder meeting does not create appraisal or dissenters' rights.

Our board of directors determined to pursue stockholder action by majority written consent of those shares entitled to vote in an effort to reduce the costs and management time required to hold a special meeting of stockholders and to implement the above action in a timely manner.

Under Rule 14c-2 under the Exchange Act, actions taken by written consent without a meeting of stockholders cannot become effective until at least 20 calendar days after the mailing date of this Information Statement. We are not seeking written consent from any stockholders other than as set forth above and our other stockholders will not be given an opportunity to vote with respect to the actions taken. All necessary corporate approvals have been obtained, and this Information Statement is furnished solely for the purpose of advising stockholders of the actions taken by written consent and giving stockholders advance notice of the actions taken.

## QUESTIONS AND ANSWERS ABOUT THE INFORMATION STATEMENT

***What is the purpose of this Information Statement?***

This Information Statement is being furnished to you pursuant to Section 14 of the Exchange Act to inform our stockholders as of the close of business on the record date of the actions taken by written consent. The Consenting Stockholders holding a majority of our outstanding voting capital stock have authorized by written consent the approval of the Share Issuances as outlined in this Information Statement, which approval will be effective on a date that is at least twenty (20) calendar days after the mailing of this Information Statement.

***Who is entitled to notice?***

Each outstanding share of our common stock on the close of business on the record date is entitled to notice of each matter voted on by the Consenting Stockholders. The Consenting Stockholders as of the close of business on the record date held the authority to cast votes in excess of fifty percent (50%) of our outstanding voting power and have authorized by written consent the approval of the Share Issuances. Under Section 78.320 of the NRS, stockholder approval may be taken by obtaining the written consent and approval of more than 50% of the holders of voting stock in lieu of a meeting of the Company's stockholders.

***What constitutes the voting shares of the Company?***

The voting power entitled to vote on the Share Issuances consists of the vote of the holders of a majority of our voting securities as of the record date. As of the record date, our voting securities consisted of 145,837,452 shares of common stock entitled to cast a total of 145,837,452 votes.

***What corporate matters did the Consenting Stockholders vote for, and how did they vote?***

The Consenting Stockholders approved by written consent the Share Issuances.

***What vote is required to approve the Share Issuances?***

Pursuant to Section 78.320 of the NRS, a majority in interest of our capital stock entitled to vote thereon is required in order to approve the Share Issuances. Other than the approval by the Consenting Stockholders, which we have already obtained, no further vote is required for approval of the Share Issuances.

***Who is paying the cost of this Information Statement?***

We will pay for the preparation, printing and mailing of this Information Statement.

## FORWARD-LOOKING STATEMENTS

This Information Statement contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Exchange Act. These forward-looking statements involve known and unknown risks and uncertainties, many of which are beyond the control of the Company, including our ability to raise additional capital on acceptable terms or at all, our ability to comply with our obligations under our customer agreements, customer concentration, and the other risks described under "Risk Factors" in our most recent Annual Report on Form 10-K and subsequent filings with the SEC. Although the Company believes that its forward-looking statements are based upon reasonable assumptions regarding its business and future market conditions, there can be no assurances that the Company's actual results will not differ materially from any results expressed or implied by the Company's forward-looking statements. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. We caution investors not to place considerable reliance on the forward-looking statements contained in this Information Statement.

## OUTSTANDING VOTING SECURITIES AND CONSENTING STOCKHOLDERS

As of the record date set forth in the written consent executed by the Consenting Stockholders, we had issued and outstanding 145,837,452 shares of common stock. Each share of common stock entitles the holder thereof to one vote on all matters submitted to stockholders.

On November 18, 2026, the Consenting Stockholders representing 139,528,227 shares of common stock (approximately 95.7% of the total voting power) executed and delivered to the Company a written consent approving the Share Issuances. Because the actions were approved by stockholders owning a majority of our outstanding voting power, no proxies are being solicited with this Information Statement. No consideration was paid for the consents.

Pursuant to Rule 14c-2 under the Exchange Act, our board of directors will have the authority, in its sole discretion, without further action by our stockholders, to effect the Share Issuances 20 calendar days after the mailing of this Information Statement to stockholders.

All shares of our common stock have equal rights and privileges with respect to voting, liquidation, and dividend rights. Each share entitles the holder thereof to (i) one vote for each share held of record on all matters submitted to a vote of the stockholders; (ii) to participate equally and to receive any and all such dividends as may be declared by the board of directors; and (iii) to participate pro rata in any distribution of assets available for distribution upon liquidation after the payment of all debts, liquidation preferences on our preferred stock, and other liabilities. Holders of our common stock have no preemptive rights to acquire additional shares of common stock or any other securities. Our common stock is not subject to redemption and carries no subscription or conversion rights.

Section 78.320 of the NRS provides that, unless otherwise provided in a corporation's articles of incorporation or bylaws, any action required or permitted to be taken at a meeting of stockholders may be taken without a meeting if, before or after the action, a written consent thereto is signed by stockholders holding at least a majority of the voting power, except that if a different proportion of voting power is required for such an action at a meeting, then that proportion of written consents is required.

## CHANGE OF CONTROL

We have undergone a change of control since the beginning of the Company's most recent full fiscal year in connection with the Business Combination (as defined below). On May 5, 2026, we consummated the previously announced business combination transaction (the "Business Combination") contemplated by that certain Contribution and Exchange Agreement (the "Contribution and Exchange Agreement"), dated February 15, 2026, by and among Ekso Bionics Holdings, Inc., a Nevada corporation ("Ekso"), APLD Intermediate HoldCo LLC, a Delaware limited liability company ("APLD Intermediate"), APLD ChronoScale HoldCo, each a wholly-owned direct or indirect subsidiary of Applied Parent, and Applied Digital Cloud Corporation ("Cloud"), a wholly-owned indirect subsidiary of Applied Parent and a direct subsidiary of APLD ChronoScale HoldCo as of immediately prior to the consummation of the Business Combination (the "Closing"). Upon the Closing, Ekso changed its name to "ChronoScale Corporation" and Cloud became a wholly-owned subsidiary of Ekso. Following the Closing, we operated in two distinct business segments: the cloud business (the "Cloud Business"), which operated through Cloud, and the legacy Ekso business (the "Legacy Ekso Business"), which operated through Ekso Bionics Inc. ("Legacy Ekso"), which at the time of the consummation of the Business Combination was a direct wholly-owned subsidiary of Ekso. On July 1, 2026, we completed a holding company formation transaction (the "Holding Company Transaction") that created a new parent holding company as the public company, called "ChronoScale Holdings Corporation," with its operating companies as its wholly-owned subsidiaries. Subsequent to the Business Combination and the Holding Company Transaction, we sold the Legacy Ekso Business in September 2026 and we currently operate as a cloud services provider supporting data-intensive and AI-driven workloads. As of the record date, Applied Parent (directly, and indirectly through its indirect wholly-owned subsidiary) beneficially owned 139,528,227 shares of our common stock, or approximately 95.7% of our voting securities.

## THE SHARE ISSUANCES

***Background***

*Common Stock PIPE*

On November 18, 2026, pursuant to a securities purchase agreement (the "Common Stock Purchase Agreement") by and among us and the purchasers signatory thereto (the "Common Stock Purchasers"), we issued and sold approximately 19.1 million shares of our common stock (the "PIPE Shares") to the Common Stock Purchasers at a purchase price of $8.00 per share, for aggregate gross proceeds of approximately $153.0 million, before deducting placement agent fees and other offering expenses (the "Common Stock Offering").

The Common Stock Purchase Agreement was filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on November 18, 2026, and is incorporated herein by reference.

*Convertible Note*

On November 18, 2026, we issued an unsecured convertible promissory note (the "Convertible Note") payable to Applied Parent, providing for an unsecured loan in the aggregate principal amount of up to $97 million (the "Principal Amount"), the entire amount of which has been funded. The Convertible Note may not be converted into shares of common stock prior to the effectiveness of the stockholder approval described in this Information Statement. Upon the effectiveness of the stockholder approval, the outstanding Principal Amount will automatically convert into a number of shares of common stock (the "Convertible Note Shares") equal to such amount divided by $8.00 per share.

The Convertible Note was filed as Exhibit 4.3 to the Company's Current Report on Form 8-K filed with the SEC on November 18, 2026, and is incorporated herein by reference.

*Series C Preferred Stock*

On November 18, 2026, we entered into a preferred equity purchase agreement (the "PEPA") with the investors signatory thereto (the "Investors") for the private placement from time to time of shares of our newly designated Series C Convertible Preferred Stock, par value $0.001 per share (the "Series C Preferred Stock"). Under the PEPA, we have the right, but not the obligation, to require the Investors to purchase, from time to time during the Commitment Period (as defined in the PEPA), up to $500,000,000 (the "Commitment Amount") of shares of Series C Preferred Stock, subject to certain conditions and limitations, at a purchase price per share equal to the Stated Value of $1,000 per share of Series C Preferred Stock divided by 103% (the "Series C Preferred Stock Offering").

The Series C Preferred Stock shall not be convertible to the extent that the aggregate number of shares of common stock issuable upon conversion of such shares of Series C Preferred Stock (the "Conversion Shares"), assuming conversion at the conversion price then in effect, would exceed the Exchange Cap, which Exchange Cap is reduced by, and is subordinate to, the PIPE Shares issued pursuant to the Common Stock Purchase Agreement. The Series C Preferred Stock has no voting rights, except as required by law and for certain customary protective provisions requiring the consent of the holders of a majority of the outstanding shares of Series C Preferred Stock.

On each conversion date, the conversion price for the Series C Preferred Stock being converted (the "Conversion Price") will equal the greater of (i) 95% of the lowest daily volume weighted average price for each of the five trading days immediately preceding the conversion date and (ii) the initial floor price of $12.00, which may be reduced by the Company at any time in its sole discretion (as may be adjusted from time to time, the "Floor Price"), but in no event shall the Floor Price be adjusted below $3.60 (the "Minimum Conversion Price"), provided that in no event will the Conversion Price exceed the ceiling price, initially $25.00, which may be increased or reduced by our board of directors at any time in its sole discretion (as may be adjusted from time to time, the "Ceiling Price"). Set forth below is a table summarizing the range of the number of Conversion Shares that are potentially issuable upon conversion of the Series C Preferred Stock:

| | Total Shares of Series C Preferred Stock Issuable Pursuant to the PEPA(1) | Minimum number of Conversion Shares issuable upon conversion(2) | Number of Conversion Shares issuable upon conversion at the Floor Price | Maximum number of Conversion Shares issuable upon conversion(3) |
|---|---|---|---|---|
| Series C Preferred Stock | 515,000 | 20,600,000 | 42,916,666 | 143,055,555 |

(1) Assumes the purchase of the full Commitment Amount at a purchase price per share equal to the $1,000 Stated Value divided by 103%, or approximately $970.87 per share of Series C Preferred Stock.
(2) Assumes conversion of the aggregate Stated Value at the Ceiling Price.
(3) Assumes conversion of the aggregate Stated Value at the Minimum Conversion Price.

Each of the Certificate of Designations of the Powers, Preferences and Relative, Participating, Optional and Other Restrictions of Series C Convertible Preferred Stock and the PEPA was filed as Exhibit 3.1 and 10.2, respectively, to the Company's Current Report on Form 8-K filed with the SEC on November 18, 2026, and is incorporated herein by reference.

*STN Contribution Agreement*

On November 17, 2026, OD1 JV Holdings LLC (the "Partnership"), CHRN OD1 Holdings LLC, our wholly-owned subsidiary, the Company, as guarantor, STN OD1 Holdings LLC, an affiliate of STN One Incorporated ("STN"), STN, as guarantor, and RXT Power, LLC, an indirect subsidiary of STN, entered into a contribution agreement (the "Contribution Agreement"), pursuant to which STN's subsidiary contributed to the Partnership an Amended and Restated GPU Services Agreement (Order #1), including its Terms of Service and related exhibits and schedules (the "GPU Services Agreement"), with a leading frontier artificial intelligence lab (the "Customer"), and related project assets, together with a ground sublease of the project site in Odessa, Texas, and our subsidiary made a cash contribution, in exchange for an equal number of common units representing 50% of the equity of the Partnership to each party. On November 18, 2026, all conditions to the closing of the Contribution Agreement were satisfied or waived, the closing of the Contribution Agreement occurred, and CHRN OD1 Holdings LLC, our wholly owned subsidiary, and STN OD1 Holdings LLC, an affiliate of STN, entered into an amended and restated limited liability company agreement of the Partnership.

*STN Warrant*

In connection with the Partnership, we issued to STN a warrant (the "STN Warrant") to purchase up to 850,000 shares of our common stock (the "STN Warrant Shares") at an exercise price of $0.001 per share, subject to customary adjustments. The STN Warrant Shares will vest in three approximately equal tranches upon the achievement of specified milestones relating to the Partnership's data center project in Odessa, Texas and certain future data center developments financed by our subsidiary, and any STN Warrant Shares that have not vested on or prior to the third anniversary of the issue date will be forfeited. Vested STN Warrant Shares may be exercised, for cash or on a cashless basis, beginning six months after the issue date and until the fifth anniversary of the issue date (or, if no STN Warrant Shares have vested by the third anniversary of the issue date, such third anniversary), and we may elect to settle any exercise in cash. The STN Warrant may not be exercised to the extent that, after giving effect to such exercise, the holder (together with its attribution parties) would beneficially own in excess of 4.99% of our outstanding common stock, or, prior to the effectiveness of the stockholder approval described in this Information Statement, to the extent the shares issued under the STN Warrant, together with any shares aggregated therewith under applicable Nasdaq rules, would exceed the Exchange Cap, if applicable. The STN Warrant is not transferable, other than in whole together with a permitted transfer of all of the membership interests in the Partnership held by STN's affiliate, and STN has agreed not to engage in short sales or hedging transactions with respect to our common stock for three years following the issue date.

The STN Warrant was filed as Exhibit 4.1 to the Company's Amendment No. 1 to Current Report on Form 8-K filed with the SEC on November 18, 2026, and is incorporated herein by reference.

*Services Agreement Warrant*

In connection with the GPU Services Agreement and its assignment to the Partnership, we are obligated to issue to the Customer a warrant (the "Services Agreement Warrant") to purchase up to 8,072,152 shares of our common stock (the "Services Agreement Warrant Shares" and, together with the STN Warrant Shares, the "Warrant Shares"), at an exercise price of $0.01 per share. Fifty percent of the Services Agreement Warrant Shares will vest in four equal sub-tranches upon the delivery and acceptance of each of the four tranches under the GPU Services Agreement, and the remaining fifty percent will vest upon the Customer entering into a take-or-pay offtake agreement with us or one of our subsidiaries for at least 40 MW of critical IT load at a second site owned by us or one of our subsidiaries (an "Expansion Agreement") and the delivery to, and acceptance by, the Customer of at least 40 MW of critical IT load from such site. Any unvested portion of the Services Agreement Warrant will terminate if the GPU Services Agreement or the Expansion Agreement, as applicable, expires or is terminated, or upon a material payment breach by the Customer that remains uncured for 60 days following written notice, subject to certain exceptions. The Services Agreement Warrant will expire on the tenth anniversary of its issuance, and any vested portion will be automatically exercised immediately prior to expiration. The Services Agreement Warrant may be exercised only for cash, may not be exercised to the extent that, after giving effect to such exercise, the holder (together with its affiliates and certain related parties) would beneficially own in excess of 4.99% of our outstanding common stock (which percentage the holder may waive, or increase or decrease up to 9.99%, upon 61 days' written notice), or, prior to the effectiveness of the stockholder approval described in this Information Statement, to the extent the shares issued under the Services Agreement Warrant, together with any shares aggregated therewith under applicable Nasdaq rules, would exceed the Exchange Cap, if applicable. Exercise of the Services Agreement Warrant is also subject to compliance with applicable antitrust laws, including the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, to the extent applicable.

Our board of directors approved each of the Common Stock Offering, the Convertible Note, the Series C Preferred Stock Offering, the STN Warrant and the Services Agreement Warrant (each as defined above) in connection with and in furtherance of, among other things, the Partnership, including the construction and development of the Partnership's data center project in Odessa, Texas and the purchase of GPUs for deployment at that project.

***Stockholder Approval Requirement***

Nasdaq Listing Rule 5635(d) requires us to obtain stockholder approval, prior to the issuance of securities, of a transaction other than a public offering involving the sale, issuance or potential issuance by us of shares of our common stock (or securities convertible into or exercisable for our common stock) equal to 20% or more of our outstanding common stock or voting power outstanding before the issuance at a price less than the Minimum Price. Due to the potential aggregation of the shares of common stock issuable in connection with each of the Common Stock Offering, the Convertible Note, the Series C Preferred Stock Offering, the STN Warrant and the Services Agreement Warrant, our board of directors determined that it was advisable to obtain stockholder approval of the Share Issuances for purposes of Nasdaq Listing Rule 5635(d), if applicable, solely with respect to shares issued in excess of the Exchange Cap. On November 16, 2026, our board of directors approved the Share Issuances and recommended that our stockholders approve the Share Issuances, and on November 18, 2026, the Consenting Stockholders, holding approximately 95.7% of the voting power of our outstanding capital stock on the record date, approved the Share Issuances by written consent. In accordance with Rule 14c-2 under the Exchange Act, the Share Issuances will not be effected until at least 20 calendar days after this Information Statement is first mailed to our stockholders. Accordingly, no further vote of our stockholders is required, and the Share Issuances described in this Information Statement may be consummated following the expiration of such period without the limitations that would otherwise apply under Nasdaq Listing Rule 5635.

***Reasons for the Common Stock Offering, the Convertible Note, the Series C Preferred Stock Offering, the STN Warrant and the Services Agreement Warrant***

The Common Stock Offering provided aggregate gross proceeds of approximately $153.0 million. We intend to use the net proceeds from the Common Stock Offering for the purchase of GPUs to fulfill the obligations of our wholly owned subsidiary under its GPU services agreement, for the construction and development of the Partnership's data center project in Odessa, Texas and the purchase of GPUs for deployment at that project, and for general corporate purposes. The Convertible Note provided $97 million of additional financing from Applied Parent, which we intend to use to purchase GPUs for deployment at the Partnership's data center project in Odessa, Texas. The Series C Preferred Stock Offering may provide aggregate gross proceeds of up to $500 million over the Commitment Period, subject to the conditions and limitations described above. On November 18, 2026, we delivered an initial put notice under the PEPA for the purchase of shares of Series C Preferred Stock having an aggregate purchase price of $10.0 million. We intend to use the net proceeds from the Series C Preferred Stock Offering for working capital and general corporate purposes.

The STN Warrant was issued as an inducement for STN to enter into the Partnership, and its vesting is tied to the achievement of development milestones. The Services Agreement Warrant is being issued in connection with the GPU Services Agreement and its assignment to the Partnership, and its vesting is tied to the delivery and acceptance of capacity under the GPU Services Agreement and to the Customer entering into, and accepting capacity under, an Expansion Agreement.

***Effect of the Share Issuances***

The potential issuance of shares pursuant to the Share Issuances will not affect the rights of the Company's existing stockholders but such issuances will result in an increase in the number of shares of common stock outstanding, and as such, have a dilutive effect on existing stockholders. We have agreed to file a registration statement to permit the public resale of the PIPE Shares, the Conversion Shares, the Convertible Note Shares and the Warrant Shares. The influx of those shares into the public market could have a negative effect on the trading price of our common stock.

***Reasons for Stockholder Approval of the Share Issuances***

Nasdaq Listing Rule 5635(d) requires us to obtain stockholder approval, prior to the issuance of securities, of a transaction other than a public offering involving the sale, issuance or potential issuance by us of shares of our common stock (or securities convertible into or exercisable for our common stock) equal to 20% or more of our outstanding common stock or voting power outstanding before the issuance at a price less than the Minimum Price. The PIPE Shares were offered and sold, the Warrant Shares are exercisable and the Convertible Note is convertible, at a price below the Minimum Price, and the Series C Preferred Stock may be converted at a price per share below the Minimum Price if the Floor Price is reduced by the Company at any time in its sole discretion. As a result, the shares of common stock issuable in connection with the Common Stock Offering, the Convertible Note, the Series C Preferred Stock Offering, the STN Warrant and the Services Agreement Warrant may be aggregated for purposes of Nasdaq Listing Rule 5635(d).

As of November 17, 2026, the date immediately prior to the execution of the Common Stock Purchase Agreement and PEPA and issuance of the Convertible Note and STN Warrant, we had 145,837,452 shares of common stock issued and outstanding, and 20% of such shares is 29,167,490 shares (the "Exchange Cap"). On November 18, 2026, an aggregate of 19,125,000 shares were issued in the Common Stock Offering, which constituted approximately 13.1% of the shares of common stock issued and outstanding as of such date. In addition, an aggregate of 63,963,818 shares of common stock may be issuable in connection with the Series C Preferred Stock Offering (assuming full conversion at the Floor Price), the STN Warrant, the Services Agreement Warrant, and the Convertible Note, representing an aggregate of approximately 38.8% of the 164,962,452 shares of common stock issued and outstanding immediately following the issuance of the PIPE Shares in the Common Stock Offering, assuming full exercise and conversion, as applicable.

Therefore, we have obtained stockholder approval for purposes of Nasdaq Listing Rule 5635, if applicable, of the Share Issuances, consisting of the following issuances of shares of our common stock, solely to the extent such issuances are aggregated and on such aggregate basis would exceed the Exchange Cap: (i) the shares issued pursuant to the Common Stock Purchase Agreement, (ii) the shares issuable upon conversion of the Convertible Note, (iii) the shares issuable upon conversion of the Series C Preferred Stock, (iv) the shares issuable upon exercise of the STN Warrant and (v) the shares issuable upon exercise of the Services Agreement Warrant. Any transaction requiring approval by our stockholders under Nasdaq Listing Rule 5635 would result in a significant increase in the number of shares of our common stock outstanding, and, as a result, our current stockholders will own a smaller percentage of our outstanding shares of common stock.

## NO APPRAISAL RIGHTS

Under Nevada law, stockholders are not entitled to appraisal rights with respect to the Share Issuances.

## INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Wes Cummins, the Chairman of our board of directors, is the Chief Executive Officer of Applied Parent, which as of the date of this Information Statement beneficially owns directly or indirectly through one of its subsidiaries approximately 84.6% of our common stock and executed the written consent. In addition, Richard Nottenburg, Ella Benson and Douglas Miller, our directors, are also directors of Applied Parent. Applied Parent is the holder of the Convertible Note and will receive the Convertible Note Shares upon conversion thereof. Other than Mr. Cummins, Dr. Nottenburg, Ms. Benson and Mr. Miller, none of our directors, executive officers, or any associate of a director or executive officer has a substantial interest, direct or indirect, by security holdings or otherwise, in any matter described in this Information Statement, other than their interests as stockholders or directors of the Company, as applicable.

## SECURITIES OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information regarding the beneficial ownership of the common stock as of November 16, 2026, for:

- each of our directors and named executive officers;
- all of our directors and executive officers as a group; and
- each other person known by the Company to own beneficially more than 5% of the Company common stock.

Beneficial ownership is determined in accordance with SEC rules and includes voting and investment power with respect to the securities, including shares issuable upon the exercise or conversion of securities exercisable or convertible within 60 days of November 16, 2026. Percentages are based on 145,837,452 shares of common stock outstanding as of such date. Unless otherwise indicated, the address of each person is c/o ChronoScale Holdings Corporation, 2440 Sand Hill Road, Suite 400, Menlo Park, California 94025.

| Name[1] | Number of Shares Beneficially Owned | Percentage of Common Stock |
|---|---|---|
| ***Directors & Named Executive Officers:*** | | |
| Wes Cummins[2] | - | * |
| Ying Cenly Chen[3] | - | * |
| Jerome Wong[4] | 109,310 | * |
| Richard Nottenburg[5] | - | * |
| Ella Benson[6] | - | * |
| Douglas Miller[7] | - | * |
| William Clancy[8] | - | * |
| Andrew Schaap[9] | - | * |
| **All current directors and executive officers as a group (8 persons)** | 109,310 | * |
| ***5% or greater holders:*** | | |
| Applied Digital Corporation[10] | 139,528,227 | 95.7% |

* Less than 1% of outstanding shares.

(1) Except as otherwise indicated, the address of each person named in this table is c/o ChronoScale Holdings Corporation, 2440 Sand Hill Road, Suite 400, Menlo Park, California 94025.

(2) Excludes 200,000 restricted shares of common stock which vest as follows: (i) 100,000 restricted shares will vest on May 14, 2027; and (ii) 100,000 restricted shares will vest on May 14, 2028, subject to Mr. Cummins' continuous service through the applicable vesting date and subject to adjustment or accelerated vesting upon certain conditions.

(3) Excludes 2,800,000 shares of common stock underlying RSUs that vest as follows: one-third of the RSUs will vest on May 1, 2027, with one-sixth of the remaining RSUs vesting in equal installments every six months thereafter, such that the RSUs will be fully vested on May 1, 2029, subject to Ms. Chen's continuous service through each applicable vesting date and subject to accelerated vesting upon certain conditions.

(4) Includes (i) 4,184 shares of common stock held in Mr. Wong's 401(k) account, (ii) 64,771 shares of our common stock held directly by Mr. Wong, (iii) options to purchase 355 shares of our common stock exercisable within 60 days of November 16, 2026 and (iv) 40,000 shares of common stock issuable upon settlement of PSUs that vested upon consummation of the Business Combination on May 5, 2026. Excludes 300,000 RSUs that vest as follows: one-third of the RSUs will vest on May 5, 2027 and one-sixth of the RSUs will vest on each six month anniversary thereafter, such that the RSUs shall be fully vested on May 5, 2029, subject to Mr. Wong's continuous service through each applicable vesting date and subject to accelerated vesting upon certain conditions.

(5) Excludes 200,000 restricted shares of common stock which vest as follows: (i) 100,000 restricted shares will vest on May 14, 2027; and (ii) 100,000 restricted shares will vest on May 14, 2028, subject to Dr. Nottenburg's continuous service through the applicable vesting date and subject to adjustment or accelerated vesting upon certain conditions.

(6) Excludes 200,000 restricted shares of common stock which vest as follows: (i) 100,000 restricted shares will vest on May 14, 2027; and (ii) 100,000 restricted shares will vest on May 14, 2028, subject to Ms. Benson's continuous service through the applicable vesting date and subject to adjustment or accelerated vesting upon certain conditions.

(7) Excludes 200,000 restricted shares of common stock which vest as follows: (i) 100,000 restricted shares will vest on May 14, 2027; and (ii) 100,000 restricted shares will vest on May 14, 2028, subject to Mr. Miller's continuous service through the applicable vesting date and subject to adjustment or accelerated vesting upon certain conditions.

(8) Excludes 200,000 restricted shares of common stock which vest as follows: (i) 100,000 restricted shares will vest on May 14, 2027; and (ii) 100,000 restricted shares will vest on May 14, 2028, subject to Mr. Clancy's continuous service through the applicable vesting date and subject to adjustment or accelerated vesting upon certain conditions.

(9) Excludes 200,000 restricted shares of common stock which vest as follows: (i) 100,000 restricted shares will vest on May 14, 2027; and (ii) 100,000 restricted shares will vest on May 14, 2028, subject to Mr. Schaap's continuous service through the applicable vesting date and subject to adjustment or accelerated vesting upon certain conditions.

(10) Represents (i) 1,311,407 shares of common stock held directly by Applied Parent, and (ii) 138,216,820 shares of common stock held directly by APLD ChronoScale Holdco, a wholly-owned subsidiary of APLD Intermediate. APLD Intermediate is a wholly owned subsidiary of Applied Parent and as a result, Applied Parent may be deemed to have beneficial ownership of the securities. The address for Applied Parent is c/o Applied Digital Corporation, 3811 Turtle Creek Boulevard, Suite 2100, Dallas, Texas 75219.

## EFFECTIVE DATE

Pursuant to Rule 14c-2 under the Exchange Act, the Share Issuances will not be effective until a date at least 20 calendar days after the date on which this Information Statement has been mailed to the stockholders. Following such date, our board of directors will have the authority, without further action by our stockholders, to effect the Share Issuances.

## MISCELLANEOUS MATTERS

The entire cost of furnishing this Information Statement will be borne by the Company. We will request brokerage houses, nominees, custodians, fiduciaries, and other like parties to forward this Information Statement to the beneficial owners of the common stock held of record by them and will reimburse such persons for their reasonable charges and expenses in connection therewith. The board of directors has fixed the close of business on November 16, 2026, as the record date for the determination of stockholders who are entitled to receive this Information Statement.

This Information Statement is being mailed on or about November , 2026 to all stockholders of record as of the record date.

## HOUSEHOLDING

Only one copy of this Information Statement is being delivered to multiple stockholders sharing an address unless we have received contrary instructions from one or more of such stockholders. We will promptly deliver, upon written or oral request, a separate copy of this Information Statement to a stockholder at a shared address to which a single copy was delivered. Stockholders sharing an address may request a separate copy of future information statements, or request delivery of a single copy if they currently receive multiple copies, by contacting us at ChronoScale Holdings Corporation, 2440 Sand Hill Road, Suite 400, Menlo Park, California 94025, Attention: Chief Financial Officer, telephone (414) 407-7078.

## FURTHER INFORMATION

The terms of the Common Stock Offering, the Convertible Note, the Series C Preferred Stock Offering, the STN Warrant and the Services Agreement Warrant are described in our Current Report on Form 8-K filed with the SEC on November 18, 2026, as amended. We will furnish you a copy of such Form 8-K, including exhibits, upon written or oral request directed to: ChronoScale Holdings Corporation, 2440 Sand Hill Road, Suite 400, Menlo Park, California 94025, Attention: Chief Financial Officer. Our annual reports on Form 10-K, quarterly reports on Form 10-Q, and current reports on Form 8-K, as well as any amendment to those reports, are also available free of charge through the SEC's website, www.sec.gov.

## CONCLUSION

As a matter of regulatory and Nasdaq compliance, we are sending you this Information Statement that describes the purpose and effect of the above-described action. Your consent to the above action is not required and is not being solicited in connection with this action. This Information Statement is intended to provide our stockholders information required by the rules and regulations of the Exchange Act.

**WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY. THE ATTACHED MATERIAL IS FOR INFORMATIONAL PURPOSES ONLY.**

By Order of the Board of Directors,

Chairman of the Board of Directors