

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Red White & Bloom Brands Inc. (the “Company”)
1890 – 1075 West Georgia Street
Vancouver, BC V6E 3C9

Item 2 Date of Material Change

April 13, 2026

Item 3 News Release

A news release announcing the material change was issued on April 13, 2026, filed on SEDAR+, disseminated through GlobeNewswire and posted to the Company’s CSE Disclosure Hall.

Item 4 Summary of Material Change

On April 13, 2026, the Company announced that its wholly-owned subsidiary, Emblem Cannabis Corporation (“Emblem”), had been selected as the successful bidder in the Court-supervised sale and investment solicitation process (the “SISP”) approved by the Ontario Superior Court of Justice (Commercial List) (the “Court”) in connection with the insolvency proceedings of Ayurcann Holdings Corp. and Ayurcann Inc. (collectively, “Ayurcann”) under the Companies’ Creditors Arrangement Act (the “CCAA”).

The proposed transaction remains subject to Court approval and the satisfaction of customary closing conditions.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

As disclosed in the Company’s news release dated April 13, 2026, Emblem has been selected as the successful bidder in the SISP conducted in respect of Ayurcann under the CCAA.

The transaction is structured as a share purchase (the “Transaction”), pursuant to which Emblem will indirectly acquire the underlying businesses, assets, licences and operations of Ayurcann through ownership of 100% of the newly issued shares of Ayurcann. Certain excluded assets and liabilities of Ayurcann will be vested in an affiliate of Ayurcann and will not be transferred as part of the Transaction.

Upon closing of the Transaction, Emblem is expected to acquire a comprehensive processing and manufacturing platform, including:

- an established brand portfolio, including the Fuego, Xplor and Happy & Stoned brands, together with associated intellectual property, trademarks and other brand assets. Ayurcann’s portfolio spans more than ninety (90) tracked SKUs available through approximately 2,500 retail locations across Canada, with a particular focus on the high-growth vape and pre-roll categories;
- Ayurcann’s cannabis formulation, manufacturing and packaging operations based in Pickering, Ontario, including Ayurcann’s interests in operational equipment, inventory and other strategic assets;

- retained commercial relationships and records, including customer and supplier relationships, distribution and supply arrangements across eight (8) provinces and territories, and associated books and records of the business; and
- subject to applicable regulatory approvals, the government licences required to operate the Ayurcann business.

The proposed acquisition of Ayurcann’s operations represents a strategic addition to Emblem’s existing Canadian cannabis platform. Ayurcann’s position in the vape and pre-roll segments, together with its national retail distribution network and Health Canada-licensed processing infrastructure in Pickering, Ontario, is expected to provide Emblem with additional scale, processing capacity and brand breadth.

The Transaction is also expected to generate operational synergies across the combined business, including supply chain efficiencies, reduced finished goods costs and general and administrative rationalization, while expanding the combined entity’s share of the Canadian recreational cannabis market.

On January 30, 2026, Ayurcann obtained creditor protection under the CCAA pursuant to an initial order of the Court, and Alvarez & Marsal Canada Inc. was appointed as Court-appointed monitor to oversee the proceedings.

On February 13, 2026, the Court issued a sale process approval order approving the SISP to solicit interest in Ayurcann’s business and assets on an “as is, where is” basis.

Emblem participated in the SISP and submitted a binding agreement of purchase and sale. Following the bid deadline, Emblem’s bid was selected as the successful bid. The Transaction remains subject to Court approval and the satisfaction of customary closing conditions.

The purchase price for the Transaction will be payable in cash on closing and funded through facilities available to Emblem. Closing is currently anticipated to occur no later than May 15, 2026.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Edoardo Mattei, Chief Financial Officer
Telephone: 947-225-0503

Item 9 **Date of Report**

April 21, 2026