

A copy of this preliminary short form base shelf prospectus has been filed with the securities regulatory authorities in each of the provinces of Canada, but has not yet become final for the purpose of the sale of securities. Information contained in this preliminary short form base shelf prospectus may not be complete and may have to be amended. The securities may not be sold until a receipt for the short form base shelf prospectus is obtained from the securities regulatory authorities.

This preliminary short form base shelf prospectus has been filed under legislation in each of the provinces of Canada that permits certain information about these securities to be determined after this prospectus has become final and that permits the omission from this prospectus of that information. The legislation requires the delivery to purchasers of a prospectus supplement containing the omitted information within a specified period of time after agreeing to purchase any of these securities, except that delivery is not required where an exemption from the delivery requirements is available under the applicable legislation.

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This short form base shelf prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities.

Information has been incorporated by reference in this preliminary short form base shelf prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Chief Financial Officer of LEEF Brands Inc. at Suite 2500 Park Place, 666 Burrard Street, Vancouver, BC V6C 2X8, telephone 416 797 6455 and are also available electronically at www.sedarplus.ca.

PRELIMINARY SHORT FORM BASE SHELF PROSPECTUS

New Issue and Secondary Offering

February 23, 2026



LEEF BRANDS INC.

\$50,000,000

**Common Shares
Preferred Shares
Debt Securities
Subscription Receipts
Warrants
Units**

This preliminary short form base shelf prospectus (including any amendments hereto, the "**Prospectus**") relates to the offer and sale by LEEF Brands Inc. ("**LEEF**" or the "**Corporation**") from time to time of (i) common shares of the Corporation ("**Common Shares**"); (ii) preferred shares of the Corporation ("**Preferred Shares**"); (iii) debt securities of the Corporation ("**Debt Securities**"); (iv) subscription receipts ("**Subscription Receipts**") exchangeable for Common Shares and/or other securities of the Corporation; (v) warrants exercisable to acquire Common Shares and/or other securities of the Corporation ("**Warrants**"); and (vi) securities comprised of more than one of Common Shares, Preferred Shares, Debt Securities, Subscription Receipts and/or Warrants offered together as a unit ("**Units**"), or any combination thereof in one or more series or issuances up to an aggregate total offering price of \$50,000,000 (or the equivalent thereof in any other currency or currencies) at any time during the 25-month period that this Prospectus

remains valid. The Common Shares, Preferred Shares, Debt Securities, Subscription Receipts, Warrants and Units (collectively, the "**Securities**") offered hereby may be offered in one or more offerings, separately or together, in separate series, in amounts, at prices and on terms to be set forth in one or more prospectus supplements (collectively or individually, as the case may be, "**Prospectus Supplements**"). In addition, one or more securityholders (each, a "**Selling Securityholder**") of the Corporation may also offer and sell Securities under this Prospectus. See "*Selling Securityholders*".

The Securities may be sold, from time to time in one or more transactions at a fixed price or prices which may be changed or at market prices prevailing at the time of sale, at prices related to such prevailing market prices or at negotiated prices, including sales in transactions that are deemed to be "at-the-market distributions" as defined in National Instrument 44-102 – *Shelf Distributions* ("**NI 44-102**"), including sales made directly on the Canadian Securities Exchange (the "**CSE**") or other existing trading markets for the Securities, and as set forth in an accompanying Prospectus Supplement. This Prospectus may qualify an "at-the-market distribution" (as defined under NI 44-102). See "*Plan of Distribution*".

The specific terms of any offering of Securities will be set forth in the applicable Prospectus Supplement and may include, without limitation, where applicable: (i) in the case of Common Shares, the number of Common Shares being offered, the offering price, whether the Common Shares are being offered for cash, the person offering the Common Shares (the Corporation and/or the Selling Securityholder) and any other terms specific to the Common Shares being offered; (ii) in the case of Preferred Shares, the designation of the particular class or series, the number of Preferred Shares being offered, the offering price, whether the Preferred Shares are being offered for cash, the dividend rate, the dividend payment dates, any terms for redemption, any voting and conversion rights, the liquidation preference, and any other terms specific to the Preferred Shares being offered; (iii) in the case of Debt Securities, the specific designation, aggregate principal amount, the currency or the currency unit for which the Debt Securities may be purchased, maturity, interest provisions, authorized denominations, offering price, whether the Debt Securities are being offered for cash, the covenants, the events of default, any terms for redemption or retraction, any exchange or conversion rights attached to the Debt Securities, the person offering the Debt Securities (the Corporation and/or the Selling Securityholder) and any other terms specific to the Debt Securities being offered; (iv) in the case of Subscription Receipts, the number of Subscription Receipts being offered, the offering price, whether the Subscription Receipts are being offered for cash, the terms, conditions and procedures for the exchange of the Subscription Receipts into or for Common Shares and/or other securities of the Corporation, the person offering the Subscription Receipts (the Corporation and/or the Selling Securityholder) and any other terms specific to the Subscription Receipts being offered; (v) in the case of Warrants, the number of such Warrants offered, the offering price, whether the Warrants are being offered for cash, the terms, conditions and procedures for the exercise of such Warrants into or for Common Shares, Preferred Shares and/or other securities of the Corporation, the person offering the Warrants (the Corporation and/or the Selling Securityholder) and any other specific terms; and (vi) in the case of Units, the number of Units being offered, the offering price, the terms of the Common Shares, Preferred Shares, Debt Securities, Subscription Receipts and/or Warrants underlying the Units, the person offering the Units (the Corporation and/or the Selling Securityholder) and any other specific terms.

All shelf information permitted under applicable securities legislation to be omitted from this Prospectus will be contained in one or more Prospectus Supplements that will be delivered to purchasers together with this Prospectus. Each Prospectus Supplement will be incorporated by reference into this Prospectus as of the date of such Prospectus Supplement and only for the purposes of the distribution of the Securities covered by that Prospectus Supplement. The offerings are subject to approval of certain legal matters on behalf of the Corporation by Bennett Jones LLP.

This Prospectus does not qualify for issuance Debt Securities, or Securities convertible or exchangeable into Debt Securities, in respect of which the payment of principal and/or interest may be determined, in whole or in part, by reference to one or more underlying interests including, for example, an equity or debt security, a statistical measure of economic or financial performance including, without limitation, any currency, consumer price or mortgage index, or the price or value of one or more commodities, indices or other items, or any other item or formula, or any combination or basket of the foregoing items. This Prospectus may qualify for issuance Debt Securities, or Securities convertible or exchangeable into Debt Securities, in respect of which the payment of principal and/or interest may be determined, in whole or in part, by reference to published rates of a central banking authority or one or more financial institutions, such as a prime rate or bankers' acceptance rate, or to recognized market benchmark interest rates such as

CORRA (the Canadian Overnight Repo Rate Average) or SOFR (the Secured Overnight Financing Rate), and/or convertible into or exchangeable for Common Shares and/or other securities of the Corporation.

The Corporation and the Selling Securityholders may sell the Securities, separately or together: (i) to one or more underwriters or dealers; (ii) through one or more agents; or (iii) directly to one or more purchasers.

The Prospectus Supplement relating to a particular offering of Securities will describe the terms of such offering of Securities, including: (i) the terms of the Securities to which the Prospectus Supplement relates, including the type of Security being offered and the method of distribution; (ii) the name or names of any underwriters, dealers or agents involved in such offering of Securities; (iii) the purchase price of the Securities offered thereby and the proceeds to, and the expenses borne by, the Corporation or the Selling Securityholder from the sale of such Securities; (iv) any commission, underwriting discounts and other items constituting compensation payable to underwriters, dealers or agents; (v) any discounts or concessions allowed or re-allowed or paid to underwriters, dealers or agents; and (vi) the identity of the Selling Securityholder, if any. See "*Plan of Distribution*".

In connection with any offering of the Securities, subject to applicable laws (unless otherwise specified in the relevant Prospectus Supplement), except with respect to "at-the-market" offerings, the underwriters or agents may over-allot or effect transactions that stabilize or maintain the market price of the offered Securities at a level above that which might otherwise prevail on the open market. Such transactions, if commenced, may be interrupted or discontinued at any time. No underwriter or dealer involved in an "at-the-market" offering, as defined under applicable Canadian securities laws, no affiliate of such an underwriter or dealer and no person or company acting jointly or in concert with such an underwriter or dealer may enter into any transaction that is intended to stabilize or maintain the market price of the Securities or Securities of the same class as the Securities distributed under the applicable Prospectus Supplement, including selling an aggregate number or principal amount of Securities that would result in the underwriter or dealer creating an over-allocation position in the Securities.

The issued and outstanding Common Shares are listed and posted for trading on the CSE under the symbol "LEEF". On February 20, 2026, the last trading day prior to the date of this Prospectus, the closing price per Common Share on the CSE was \$0.15.

Unless otherwise specified in the applicable Prospectus Supplement, the Preferred Shares, Debt Securities, Subscription Receipts, Warrants and Units will not be listed on any securities exchange. There is no market through which these Securities may be sold and purchasers may not be able to resell such Securities purchased under this Prospectus. This may affect the pricing of the Securities in the secondary market, the transparency and availability of trading prices, the liquidity of the Securities, and the extent of issuer regulation.

Investing in Securities is speculative and involves a high degree of risk and should only be made by persons who can afford the total loss of their investment. A prospective purchaser should therefore review this Prospectus and the documents incorporated by reference herein in their entirety and carefully consider the risk factors described or referenced under "*Risk Factors*" prior to investing in such Securities.

No underwriter, dealer or agent has been involved in the preparation of this Prospectus or performed any review of the contents of this Prospectus.

Financial statements incorporated by reference herein have been prepared in accordance with U.S. generally accepted accounting principles. See "About this Short Form Base Shelf Prospectus."

Prospective investors should be aware that the acquisition of Securities may have tax consequences both in the United States and Canada. This Prospectus does not discuss U.S. or Canadian tax consequences in any material detail and any such tax consequences may not be described fully in any applicable Prospectus Supplement with respect to a particular offering of Securities. Prospective investors should consult their own tax advisors with respect to their own particular circumstances prior to deciding to purchase any of the Securities.

Other than Kevin Wilson, a director and the chief financial officer of the Corporation, all of the directors and the chief executive officer of the Corporation reside outside of Canada and each has appointed Bennett Jones LLP, Suite 2500 Park Place, 666 Burrard Street, Vancouver, BC V6C 2X8, as his or her agent for service of process in Canada. M&K

CPAS, PLLC, the auditor in respect of the audited financial statements of the Corporation, as at and for the years ended December 31, 2024 and 2023, is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction. Purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person or company that resides outside of Canada or is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction, even if the party has appointed an agent for service of process.

The Corporation's head office is located at Suite 2500 Park Place, 666 Burrard Street, Vancouver, BC V6C 2X8, and its registered office is located at Suite 2500, 666 Burrard Street, Vancouver, BC, V6C 2X8.

This Prospectus qualifies the distribution of securities of an entity that currently directly derives a substantial portion of its revenues from the cannabis industry in certain U.S. states, which industry is illegal under U.S. federal law. The Corporation is directly involved (through its licensed subsidiaries) in both the adult-use and medical cannabis industry in the State of California and the State of New York, as permitted within each such state under applicable state law which state has regulated such industries.

The cultivation, sale and use of cannabis is illegal under United States federal law pursuant to the Controlled Substance Act (21 U.S.C. §811) (the "CSA"). The United States federal government regulates drugs through the CSA, which places controlled substances, including cannabis, in a schedule. Other than industrial hemp, cannabis is classified as a Schedule I drug. Under United States federal law, a Schedule I drug or substance has a high potential for abuse, no accepted medical use in the United States, and a lack of accepted safety for the use of the drug under medical supervision. Under the CSA, the policies and regulations of the United States federal government and its agencies are that cannabis has no medical benefit and a range of activities including cultivation and the personal use of cannabis is prohibited. The United States Food and Drug Administration has not approved cannabis for the treatment of any disease or condition. The agency has, however, approved one cannabis-derived drug product, Epidiolex, for the treatment of seizures associated with Lennox-Gastaut syndrome or Dravet syndrome.

Despite the current state of the federal law and the CSA, over three quarters of U.S. states, Washington D.C., and the territories of Puerto Rico, the U.S. Virgin Islands, the Northern Mariana Islands and Guam have laws and/or regulations that recognize, in one form or another, legitimate medical uses for cannabis and consumer use of cannabis. The states of Alaska, Arizona, California, Colorado, Connecticut, Delaware, Illinois, Maine, Maryland, Massachusetts, Michigan, Minnesota, Missouri, Montana, Nevada, New Jersey, New Mexico, New York, Ohio, Oregon, Rhode Island, Vermont, Virginia, Washington, and the District of Columbia, have legalized adult-use of cannabis. Adult-use sales have not yet begun in Virginia. Additionally, although the District of Columbia voters passed a ballot initiative in November 2014, no adult-use operations exist yet because of a prohibition on using funds for regulation within a federal appropriations amendment to local District spending powers. However, there is no guarantee that state laws legalizing and regulating the sale and use of cannabis will not be repealed or overturned, or that local governmental authorities will not limit the applicability of state laws within their respective jurisdictions.

Accordingly, in the U.S., cannabis is largely regulated at the state level. State laws that permit and regulate the production, distribution and use of cannabis for adult-use or medical purposes are in direct conflict with the CSA. Although certain states authorize medical or adult-use cannabis production and distribution by licensed or registered entities, under United States federal law, the possession, use, cultivation, and transfer of cannabis and any related drug paraphernalia is illegal and any such acts are criminal acts. The Supremacy Clause of the United States Constitution establishes that the United States Constitution and federal laws made pursuant to it are paramount and in case of conflict between federal and state law, the federal law shall apply.

On April 17, 2025, Rep. Joyce (R-OH), Max Miller (R-OH), and Dina Titus (D-NV) introduced the Tenth Amendment Through Entrusting States (STATES) 2.0 Act. This legislation aims to federally legalize cannabis by allowing states, Washington, D.C., U.S. territories, and tribal nations to determine how to regulate cannabis within their own jurisdictions. Key provisions of the STATES 2.0 Act include removing cannabis from the CSA while still supporting states that choose to maintain prohibition policies; providing federal tax relief to state-sanctioned cannabis businesses by allowing them to deduct ordinary business expenses—effectively removing their classification as "drug traffickers" under Section 280E of the Internal Revenue Code of 1986 as amended

(the "Code"); and permitting interstate cannabis commerce, including transportation through jurisdictions that have opted to prohibit cannabis.

On April 17, 2025, Rep. Joyce (R-OH) and House Democratic Leader Hakeem Jeffries (D-NY) reintroduced bipartisan legislation titled the PREPARE Act. The bill aims to establish a fair, honest, and transparent process to guide the development of effective federal cannabis regulations. Under the legislation, the Attorney General would be directed to establish a "Commission on the Federal Regulation of Cannabis" to advise on regulatory development, modeled after existing federal and state alcohol frameworks. The bill calls on federal regulators to create a regulatory and revenue framework that ensures the safe production and consumption of cannabis while respecting the unique needs, rights, and laws of individual states, and to present this framework to Congress within one year. Additionally, the PREPARE Act seeks to build on bipartisan efforts to address the injustices of the war on cannabis—particularly those affecting minority, low-income, and veteran communities. It would also expand research access for medical professionals, provide protections for the hemp industry (including cross-pollination prevention), and help ensure cannabis remains an adult-use product except in cases of physician-prescribed treatment for minors.

Introduced April 29, 2025, Evidence-Based Drug Policy Act of 2025 by Reps. Dina Titus (D-NV) and Ilhan Omar (D-MN) removes federal barriers that prevent the Office of National Drug Control Policy from funding or sponsoring research on cannabis and other Schedule I substances such as MDMA and psilocybin.

In late June 2025, The U.S. House of Representatives approved amendments to a spending bill that would authorize U.S. Department of Veterans Affairs (VA) doctors to issue medical marijuana recommendations to military veterans and support psychedelics research and access. One of the accepted proposals from Reps. Mast (R-FL) and Joyce (R-OH)—who are both co-chairs of the Congressional Cannabis Caucus—would increase veterans' access to state medical marijuana programs and eliminate a current VA directive barring the department's doctors from issuing cannabis recommendations.

Also in late June 2025, a Republican-led House Appropriations subcommittee included language in the 2026 spending bill that would effectively prohibit most THC-containing hemp products, impose testing and labeling requirements, and grant states oversight on retail sales—though this would restrict rather than expand access. On November 12, 2025, President Donald Trump signed into law legislation, as part of broader bill to reopen the government following a government shutdown, which clarifies and narrows the definition of hemp under federal law. The law, which will be effective 365 days following its enactment, limits total THC to 0.4 mg per container of hemp product.

On December 18, 2025, President Trump signed Executive Order 14370 "Increasing Medical Marijuana and Cannabidiol Research". The order directs federal agencies to accelerate the process of rescheduling marijuana from a Schedule I to a Schedule III substance under the CSA. This action represents a significant shift in federal policy associated with cannabis-related activities. Key aspects include the recognizing and improving knowledge of medical uses of marijuana and cannabidiol for patients and doctors, removing barriers to research, improving access to cannabidiol products, and delivering on promises to help improve healthcare for all Americans. As of the date of this Prospectus Supplement, marijuana remains a Schedule I substance under the CSA and the timing of directed rescheduling is uncertain.

For additional information, see "Risk Factors — Related to the United States Regulatory Regime" in the Annual MD&A (as defined herein), which is incorporated by reference herein.

The Corporation's objective is to capitalize on the opportunities presented as a result of the changing regulatory environment governing the cannabis industry in the United States. Accordingly, there are a number of significant risks associated with the business of the Corporation. Until the CSA with respect to medical and/or adult-use cannabis (and as to the timing or scope of any such potential amendments there can be no assurance), there is a significant risk that federal authorities may enforce current U.S. federal law, and the business of the Corporation may be deemed to be producing, cultivating, extracting, distributing/transporting, or dispensing cannabis or aiding or abetting or otherwise engaging in a conspiracy to commit such acts in violation of federal law in the United States. If the U.S. federal government begins to enforce U.S. federal laws relating to cannabis in states where the sale and use of cannabis is currently legal, or if existing applicable state laws are repealed

or curtailed, the Corporation's business, results of operations, financial condition and prospects would be materially adversely affected.

In light of the political and regulatory uncertainty surrounding the treatment of United States cannabis-related activities, on February 8, 2018, the Canadian Securities Administrators published CSA Staff Notice 51-352 – (Revised) *Issuers with U.S. Marijuana-Related Activities* ("Staff Notice 51-352") setting out the Canadian Securities Administrator's disclosure expectations for specific risks facing issuers with cannabis-related activities in the United States. Staff Notice 51-352 includes additional disclosure expectations that apply to all issuers with United States cannabis-related activities, including those with direct and indirect involvement in the cultivation and distribution of cannabis, as well as issuers that provide goods and services to third parties involved in the United States cannabis industry.

For these reasons, the Corporation's investments in the United States cannabis market may subject the Corporation to heightened scrutiny by regulators, stock exchanges, clearing agencies and other United States and Canadian authorities. There are a number of risks associated with the business of the Corporation. See the section entitled "*Risk Factors*" herein and within the AIF (as defined herein).

TABLE OF CONTENTS

ABOUT THIS SHORT FORM BASE SHELF PROSPECTUS	1
ENFORCEMENT OF CIVIL LIABILITIES	1
MEANING OF CERTAIN REFERENCES AND CURRENCY PRESENTATION	2
WHERE YOU CAN FIND MORE INFORMATION	2
MARKET AND INDUSTRY DATA.....	2
CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION.....	2
DOCUMENTS INCORPORATED BY REFERENCE	3
THE CORPORATION.....	5
DESCRIPTION OF SECURITIES.....	6
PRIOR SALES	11
TRADING PRICE AND VOLUME	11
SELLING SECURITYHOLDERS.....	11
PLAN OF DISTRIBUTION.....	12
USE OF PROCEEDS	13
EARNINGS COVERAGE RATIO	13
CONSOLIDATED CAPITALIZATION	13
UNITED STATES REGULATORY ENVIRONMENT.....	13
CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS.....	14
CERTAIN UNITED STATES FEDERAL INCOME TAX CONSIDERATIONS	14
RISK FACTORS	14
EXEMPTION	14
LEGAL MATTERS	14
AUDITORS, TRANSFER AGENT AND REGISTRAR.....	14
PURCHASERS' STATUTORY RIGHTS.....	15
ENFORCEMENT OF JUDGMENTS AGAINST FOREIGN PERSONS	15
CERTIFICATE OF THE CORPORATION.....	C-1

ABOUT THIS SHORT FORM BASE SHELF PROSPECTUS

An investor should rely only on the information contained in this Prospectus (including the documents incorporated by reference herein) and is not entitled to rely on parts of the information contained in this Prospectus (including the documents incorporated by reference herein) to the exclusion of others. The Corporation has not authorized anyone to provide investors with additional or different information. The Corporation takes no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give readers of this Prospectus. Information contained on, or otherwise accessed through, the Corporation's website shall not be deemed to be a part of this Prospectus and such information is not incorporated by reference herein.

The Corporation is not offering to sell the Securities in any jurisdictions where the offer or sale of the Securities is not permitted. The information contained in this Prospectus (including the documents incorporated by reference herein) is accurate only as of the date of this Prospectus or as of the date as otherwise set out herein (or as of the date of the document incorporated by reference herein or as of the date as otherwise set out in the document incorporated by reference herein, as applicable), regardless of the time of delivery of this Prospectus or any sale of the Common Shares, Preferred Shares, Debt Securities, Subscription Receipts, Warrants and/or Units. The business, financial condition, capital, results of operations and prospects of the Corporation may have changed since those dates. The Corporation does not undertake to update the information contained or incorporated by reference herein, except as required by applicable Canadian securities laws.

This Prospectus shall not be used by anyone for any purpose other than in connection with an offering of Securities as described in one or more Prospectus Supplements.

The documents incorporated or deemed to be incorporated by reference herein contain meaningful and material information relating to the Corporation and readers of this Prospectus should review all information contained in this Prospectus, the applicable Prospectus Supplement and the documents incorporated or deemed to be incorporated by reference herein and therein.

The Corporation has included certain non-GAAP financial measures and non-GAAP ratios (within the meaning of the National Instrument 52-112 – *Non-GAAP and Other Financial Measures Disclosure*) in certain documents incorporated by reference in this Prospectus, including "EBITDA" (i.e., earnings before interest, taxes, depreciation and amortization) and "Adjusted EBITDA". The Corporation prepares its consolidated financial statements in accordance with United States Generally Accepted Accounting Principles consistently applied ("GAAP"), and believes that any non-GAAP measures, together with measures determined in accordance with GAAP, provide prospective investors with an improved ability to evaluate the underlying performance of the Corporation. These non-GAAP measures are not recognized under GAAP and do not have standardized meanings prescribed by GAAP. Therefore, it is unlikely that these measures will be comparable to similarly titled measures reported by other issuers. The Corporation cautions readers to consider these non-GAAP financial measures and non-GAAP ratios in addition to, and not as an alternative for, measures calculated in accordance with GAAP. See section entitled "*Non-GAAP Financial Measures*" in the Corporation's Annual MD&A and Interim MD&A (as defined herein), as may be amended, modified or superseded, for further information in connection with non-GAAP financial measures, including reconciliations to the nearest historical GAAP measures. See "*Documents Incorporated by Reference*".

ENFORCEMENT OF CIVIL LIABILITIES

The Corporation is incorporated under and governed by the *Business Corporations Act* (British Columbia). The Corporation has appointed an agent for service of process in the United States; however it may nevertheless be difficult for investors who reside in the United States to effect service of process in the United States upon the Corporation or to enforce a U.S. court judgment predicated upon the civil liability provisions of the U.S. federal securities laws against the Corporation. There is substantial doubt whether an action could be brought in Canada in the first instance predicated solely upon U.S. federal securities laws.

MEANING OF CERTAIN REFERENCES AND CURRENCY PRESENTATION

References to dollars or "\$" or "C\$" are to Canadian dollars unless otherwise indicated. All references to "US\$" refer to United States dollars. On February 20, 2026, the daily exchange rate for the United States dollar in terms of Canadian dollars, as quoted by the Bank of Canada, was US\$1.00 = \$1.3689.

Unless the context otherwise requires, all references in this Prospectus to the "Corporation" refer to the Corporation and its subsidiary entities on a consolidated basis.

WHERE YOU CAN FIND MORE INFORMATION

The Corporation files certain reports with, and furnishes other information to, each of the SEC and certain securities regulatory authorities of Canada. Under a multijurisdictional disclosure system adopted by the United States and Canada, such reports and other information may be prepared in accordance with the disclosure requirements of the provincial and territorial securities regulatory authorities of Canada, which requirements are different from those of the United States. As a foreign private issuer, the Corporation is exempt from the rules under the U.S. Securities Exchange Act of 1934, as amended (the "**U.S. Exchange Act**"), prescribing the furnishing and content of proxy statements, and the Corporation's officers and directors are exempt from the reporting and short swing profit recovery provisions contained in Section 16 of the U.S. Exchange Act. The Corporation's reports and other information filed or furnished with or to the SEC are available, from EDGAR at www.sec.gov, as well as from commercial document retrieval services. The Corporation's Canadian filings are available on SEDAR+ at www.sedarplus.ca.

MARKET AND INDUSTRY DATA

Unless otherwise indicated, the market and industry data contained or incorporated by reference in this Prospectus is based upon information from independent industry publications, market research, analyst reports and surveys and other publicly available sources. Although the Corporation believes these sources to be generally reliable, market and industry data is subject to interpretation and cannot be verified with complete certainty due to limits on the availability and reliability of raw data, the voluntary nature of the data gathering process and other limitations and uncertainties inherent in any survey. The Corporation has not independently verified any of the data from third party sources referred to or incorporated by reference herein, and accordingly the accuracy and completeness of such data is not guaranteed.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This Prospectus includes "forward-looking information" and "forward-looking statements" within the meaning of Canadian securities legislation and may also contain statements that may constitute "forward-looking statements" within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. In addition to the following cautionary statement, with respect to forward-looking information contained in the documents incorporated by reference herein, prospective purchasers should refer to "*Cautionary Statement Regarding Forward-Looking Information*" in the AIF or any subsequently filed annual information form of the Corporation, as well as the advisories section of any documents incorporated or deemed to be by reference herein, including those that are filed after the date hereof.

All information, other than statements of historical facts, included in this Prospectus that address activities, events, or developments that the Corporation expects or anticipates will or may occur in the future is forward-looking information. Forward-looking information is often identified by the words "may", "would", "could", "should", "will", "intend", "plan", "anticipate", "believe", "estimate", "expect" or similar expressions and includes, among others, information regarding: the Corporation's intention regarding cash flows from operating activities in future periods; statements relating to the business and future activities of, and developments related to, the Corporation after the date of this Prospectus, including but not limited to such things as our ability to generate or secure sufficient funding to support our growth strategy; future sales of the Common Shares that could depress their trading price, lower our value and make it more difficult for us to raise capital; our ability to compete effectively; our future financial performance, including our expectations regarding our revenue, cost of revenue, operating expenses, and our ability to achieve and maintain future profitability; our expectations regarding outstanding litigation; our expectations and management of future growth; our ability to maintain, protect and enhance our intellectual property; the increased expenses associated with being a public company; our expectations regarding the effects of existing and developing laws and regulations;

our beliefs regarding our liquidity and sufficiency of cash to fund our operations; and other events or conditions that may occur in the future.

Readers are cautioned that forward-looking information and statements are not based on historical facts but instead are based on reasonable assumptions, estimates, analysis, and opinions of management of the Corporation at the time they were provided or made, in light of its experience and its perception of trends, current conditions, and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances, and involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance, or achievements of the Corporation, as applicable, to be materially different from any future results, performance, or achievements expressed or implied by such forward-looking information and statements.

Forward-looking information and statements are not a guarantee of future performance and are based upon a number of estimates and assumptions of management at the date the statements are made. While the Corporation considers these assumptions to be reasonable, the assumptions are inherently subject to significant business, social, economic, political, regulatory, competitive, and other risks and uncertainties, contingencies, and other factors that could cause actual performance, achievements, actions, events, results, or conditions to be materially different from those projected in the forward-looking information and statements. Many assumptions are based on factors and events that are not within the control of the Corporation and there is no assurance they will prove to be correct.

See "*Risk Factors*" herein and in the AIF for discussion of material risks, uncertainties, and other factors which may cause the actual results, performance, or achievements of the Corporation, as applicable, to be materially different from any future results, performance, or achievements expressed or implied by such forward-looking information and statements.

Readers are cautioned that the foregoing lists are not exhaustive of all factors and assumptions that may have been used. Although the Corporation has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause results not to be as anticipated, estimated, or intended. There can be no assurance that such forward-looking information and statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such information and statements. Accordingly, readers should not place undue reliance on forward-looking information and statements. The forward-looking information and statements contained herein are presented for the purposes of assisting readers in understanding the Corporation's expected financial and operating performance and the Corporation's plans and objectives and may not be appropriate for other purposes.

Forward-looking information and statements are provided and made as of the date of this Prospectus and forward-looking information and statements contained in the documents incorporated by reference herein are provided and made as of the date of such documents, unless otherwise indicated in such documents, and the Corporation does not undertake any obligation to revise or update any forward-looking information or statements other than as required by applicable law.

DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference in this Prospectus from documents filed with the securities commissions or similar regulatory authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Chief Financial Officer of the Corporation, at Suite 2500 Park Place, 666 Burrard Street, Vancouver, BC V6C 2X8, telephone 416 797 6455, and are also available electronically at www.sedarplus.ca.

As of the date hereof, the following documents filed with the various securities commissions or similar authorities in each of the provinces of Canada, are specifically incorporated by reference into, and form an integral part of, this Prospectus:

1. the annual information form of the Corporation dated February 23, 2026 (the "AIF");
2. the audited consolidated financial statements of the Corporation as of and for the years ended December 31, 2024 and 2023, together with the notes thereto and the auditor's report thereon, filed on April 30, 2025;

3. the management's discussion and analysis of financial condition and results of operations of the Corporation for the years ended December 31, 2024 and 2023, filed on April 30, 2025 (the "**Annual MD&A**");
4. the unaudited condensed interim consolidated financial statements of the Corporation as of and for the three and nine months ended September 30, 2025 and 2024, together with the notes thereto, filed on November 4, 2025;
5. the management's discussion and analysis of financial condition and results of operations of the Corporation for the three and nine months ended September 30, 2025 and 2024, filed on November 4, 2025 (the "**Interim MD&A**");
6. the management information circular of the Corporation dated July 2, 2025, prepared in connection with the annual general and special meeting of shareholders held on August 11, 2025, filed on July 11, 2025;
7. a material change report dated August 25, 2025 relating to a private placement of units of the Corporation; and
8. a material change report dated December 11, 2025 relating to the early conversion of a series of the Corporation's convertible debentures.

Any document of the type required by National Instrument 44-101 – *Short Form Prospectus Distributions* to be incorporated by reference into a short form prospectus, including any annual information forms, material change reports (except confidential material change reports), business acquisition reports, interim financial statements, annual financial statements and the auditor's report thereon, management's discussion and analysis and information circulars of the Corporation filed by the Corporation with securities commissions or similar authorities in Canada after the date of this Prospectus and prior to the completion or withdrawal of any offering under this Prospectus shall be deemed to be incorporated by reference into this Prospectus.

Upon a new interim financial report and related management's discussion and analysis of the Corporation being filed with the applicable securities regulatory authorities during the currency of this Prospectus, the previous interim financial report and related management's discussion and analysis of the Corporation most recently filed shall be deemed no longer to be incorporated by reference into this Prospectus for purposes of future offers and sales of Securities hereunder. Upon new annual financial statements and related management's discussion and analysis of the Corporation being filed with the applicable securities regulatory authorities during the currency of this Prospectus, the previous annual financial statements and related management's discussion and analysis and the previous interim financial report and related management's discussion and analysis of the Corporation most recently filed shall be deemed no longer to be incorporated by reference into this Prospectus for purposes of future offers and sales of Securities hereunder. Upon a new annual information form of the Corporation being filed with the applicable securities regulatory authorities during the currency of this Prospectus, the following documents shall be deemed no longer to be incorporated by reference into this Prospectus for purposes of future offers and sales of Securities hereunder: (i) the previous annual information form, if any; (ii) material change reports filed by the Corporation prior to the end of the financial year in respect of which the new annual information form is filed; (iii) business acquisition reports filed by the Corporation for acquisitions completed prior to the beginning of the financial year in respect of which the new annual information form is filed; and (iv) any information circular of the Corporation filed by the Corporation prior to the beginning of the financial year in respect of which the new annual information form is filed. Upon a new information circular of the Corporation prepared in connection with an annual general meeting of the Corporation being filed with the applicable securities regulatory authorities during the currency of this Prospectus, the previous information circular of the Corporation prepared in connection with an annual general meeting of the Corporation shall be deemed no longer to be incorporated by reference into this Prospectus for purposes of future offers and sales of Securities hereunder.

A Prospectus Supplement to this Prospectus containing the specific variable terms in respect of an offering of the Securities will be delivered to purchasers of such Securities together with this Prospectus, unless an exemption from the prospectus delivery requirements has been granted or is otherwise available, and will be deemed to be incorporated by reference into this Prospectus as of the date of such Prospectus Supplement only for the purposes of the offering of the Securities covered by such Prospectus Supplement.

Notwithstanding anything herein to the contrary, any statement contained in this Prospectus or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded, for purposes of this Prospectus, to the extent that a statement contained herein or in any other subsequently filed document incorporated or deemed to be incorporated by reference herein modifies or supersedes such prior statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purpose that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall thereafter neither constitute, nor be deemed to constitute, a part of this Prospectus, except as so modified or superseded.

THE CORPORATION

Corporate Structure

The Corporation, formerly known as CNRP Mining Inc., was incorporated in the Province of British Columbia under the *Business Corporations Act* (British Columbia) on September 15, 2011. The Corporation is registered extra-provincially under the laws of the Province of Ontario. On May 2, 2017, the Corporation consolidated its outstanding Common Shares on the basis of ten pre-consolidation shares for one post-consolidation share. On June 6, 2018, the Corporation changed its name from CNRP Mining Inc. to Integrated Cannabis Company, Inc. On February 13, 2020, the Corporation changed its name from Integrated Cannabis Company, Inc. to Icanic Brands Company Inc. On December 7, 2022, the Corporation changed its name from Icanic Brands Company Inc. to LEEF Brands Inc. On November 18, 2024, the Corporation consolidated its outstanding Common Shares on the basis of ten pre-consolidation shares for one post-consolidation share.

The Corporation's corporate headquarters is located at Suite 2500 Park Place, 666 Burrard Street, Vancouver, BC V6C 2X8, and the Corporation's registered office is located at Suite 2500 Park Place, 666 Burrard Street, Vancouver, BC V6C 2X8.

The following table sets forth, as of the date of this AIF, the Company's material subsidiaries, the percentage of voting securities of each that are held by the Company, and each material subsidiary's respective jurisdiction of incorporation, continuance, formation or organization.

Name of Subsidiary	Ownership Interest	Jurisdiction of Incorporation
Anderson Development SB, LLC. ⁽¹⁾	100%	California, United States
Eaton Processing LLC ⁽¹⁾	100%	New York, United States
LEEF Holdings, Inc. ⁽²⁾	100%	Nevada, United States
SCRCB, LLC. ⁽²⁾	100%	California, United States
Seven Zero Seven, LLC. ⁽¹⁾	100%	California, United States
The Leaf at 73740, LLC. ⁽²⁾	100%	California, United States

⁽¹⁾ A direct subsidiary of LEEF Holdings, Inc.

⁽²⁾ A direct subsidiary of LEEF Brands Inc.

Summary Description of the Business

LEEF is a vertically integrated cannabis extraction and manufacturing operator based in California. With cutting-edge processing facilities and a large-scale cultivation strategy, LEEF supports both B2B partnerships and brand-driven concentrate supply.

Since acquiring a 1,900-acre property in Santa Barbara County in 2023, LEEF has built a vertically integrated cannabis platform spanning cultivation, extraction, and manufacturing. In 2025, LEEF planted its initial 65 acres of cultivation on Salisbury Canyon Ranch, marking a pivotal shift that allows LEEF to grow its own biomass and is expected to reduce input costs by an estimated 40–60%. Full-scale cultivation is anticipated to reach 179.9 acres by 2027.

On the extraction front, the Corporation operates state-of-the-art closed-loop facilities capable of producing more than one million pounds of concentrates annually. In early 2025, it executed expansions across all three extraction lines—ethanol (+66%), solventless (+50%), and hydrocarbon (+38%). According to the California Cannabis Market Outlook, 2024 Report (commissioned by the California Department Cannabis Control), the regulated (licensed) cannabis segment continues to supply approximately 40% of the total cannabis consumption in California, with the balance met by unlicensed sources. Industry sources estimate that California's legal cannabis retail market in 2024 approached US\$4.66 billion. A third-party market research provider (Stellar MR) estimates that in 2024, flowers accounted for approximately 57% of legal cannabis market value, with concentrates accounting for approximately 42%. Based on a compound annual growth rate of 9.4% projected by industry sources from 2024 onward, we believe the California legal cannabis market for 2026 may exceed US\$6.5 billion (which implies continued growth in downstream demand for concentrates).

In this context, our 2024 concentrate-based (extracts, oils, vapors) sales to California brands of US\$28.5 million highlight our positioning in a high-value segment of a multi-billion dollar market.

LEEF's revenue model centers on bulk B2B concentrate supply, providing extracted products to major brands across California and maintaining white-label agreements and cultivation partnerships with more than 250 farms. While unit sales volumes have continued to grow, overall revenue declined in 2024 as a result of significant price compression across the California cannabis market. Gross margins also decreased year-over-year due to lower average selling prices and competitive market dynamics. To mitigate these pressures, the Corporation has commenced cultivation at its Salisbury Canyon Ranch property, bringing key portions of its biomass supply chain in-house. Vertical integration of cultivation and extraction is expected to materially reduce input costs and enhance gross margins over time.

In becoming a vertically integrated cannabis enterprise, we now own our own cultivation operation, continue to operate advanced extraction facilities, and focus on our largest revenue stream of B2B concentrate sales. With cost-efficient cultivation, growing throughput, the expectation of strong financial performance, and the ability to generate considerable asset value, LEEF believes it is well-positioned to capitalize on scaling opportunities across California and beyond.

More detailed information regarding the business of the Corporation as well as its operations, assets, and properties can be found in the AIF and other documents incorporated by reference herein, as supplemented by the disclosure herein. See "*Documents Incorporated by Reference*".

DESCRIPTION OF SECURITIES

The following is a brief summary of certain general terms and provisions of the Securities as at the date of this Prospectus. The summary does not purport to be complete and is indicative only. The specific terms of any Securities to be offered under this Prospectus, and the extent to which the general terms described in this Prospectus apply to such Securities, will be set forth in the applicable Prospectus Supplement. Moreover, a Prospectus Supplement relating to a particular offering of Securities may include terms pertaining to the Securities being offered thereunder that are not within the terms and parameters described in this Prospectus.

Common Shares

The Corporation is authorized to issue an unlimited number of Common Shares, without par value, of which, as of February 20, 2026, a total of 257,947,997 Common Shares are issued and outstanding. As of February 20, 2026, there are also stock options outstanding to purchase up to 12,222,059 Common Shares, 25,735,458 restricted stock units of the Corporation outstanding and 109,252,299 warrants. Holders of Common Shares are entitled to one vote per Common Share at all meetings of the Corporation's shareholders, to receive dividends as and when declared by the directors of the Corporation and to receive a pro rata share of the assets of the Corporation available for distribution to the shareholders in the event of the liquidation, dissolution or winding-up of the Corporation. There are no pre-emptive, conversion or redemption rights attached to the Common Shares.

Preferred Shares

The board of directors of the Corporation (the "**Board**") may determine to designate and create one or more series of Preferred Shares at any time. Except as otherwise described herein, the Board may fix, before the issuance thereof, the number of Preferred Shares of each series, the designation, rights, privileges, restrictions and conditions attaching to the Preferred Shares of each series, including, without limitation, any voting rights, any right to receive dividends (which may be cumulative or non-cumulative and variable or fixed) or the means of determining such dividends, the dates of payment thereof, any terms and conditions of redemption or retraction, any exchange or conversion rights, and any rights on the liquidation, dissolution or winding-up of the Corporation, any sinking fund or other provisions.

Subject to the provisions of the *Business Corporations Act* (British Columbia), the holders of the Preferred Shares shall not, as such, have any right to vote at a general meeting of the Corporation, nor shall they be entitled, as such, to notice of or to attend shareholders' meetings other than a meeting of the class of shareholders holding Preferred Shares.

The Preferred Shares may from time to time be issued in one or more series and, subject to the following provisions, the directors may fix from time to time before such issuance the number of shares that is to comprise each series and the designation, rights, privileges, restrictions and conditions attaching to each series of Preferred Shares, including, without limiting the generality of the foregoing, the rate or amount of dividends or the method of calculating dividends, the dates of payment thereof, the redemption, purchase and/or conversion prices and terms and conditions of redemption, purchase and/or conversion, and any sinking fund or other provisions.

The Preferred Shares of each series shall, with respect to the payment of dividends and the distribution of assets or return of capital in the event of liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other return of capital or distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs, rank on a parity with the Preferred Shares of every other series and be entitled to preference over the Common Shares and over any other shares of the Corporation ranking junior to the Preferred Shares. The Preferred Shares of any series may also be given such other preferences, not inconsistent with the articles of the Corporation, over the Preferred Shares of other series and over any other shares of the Corporation ranking junior to the Preferred Shares as provided in the articles of the Corporation. If any cumulative dividends or amounts payable on the return of capital in respect of a series of Preferred Shares are not paid in full, all series of Preferred Shares shall participate rateably in respect of such dividends and return of capital.

The Preferred Shares of any series may be made convertible into Preferred Shares of any other series or Common Shares at such rate and upon such basis as the Board may determine.

The particular terms and provisions of a series of Preferred Shares offered pursuant to an accompanying Prospectus Supplement will be described in the applicable Prospectus Supplement. One or more series of Preferred Shares may be sold separately or together with other Securities under this Prospectus, or on conversion or exchange of any such Securities.

Debt Securities

This section describes the general terms that will apply to any Debt Securities issued pursuant to this Prospectus. Debt Securities may be offered separately or in combination with one or more other securities of the Corporation. The Debt Securities may be issued in one or more series under an indenture (the "**Debt Indenture**") to be entered into between the Corporation and one or more trustees that will be named in a Prospectus Supplement for a series of Debt Securities. A copy of the form of the Debt Indenture to be entered into has been or will be filed with the securities commissions or similar authorities in Canada when it is entered into. The description of certain provisions of the Debt Indenture in this section do not purport to be complete and are subject to, and are qualified in their entirety by reference to, the provisions of the Debt Indenture. The specific terms of the Debt Securities, and the extent to which the general terms described in this section apply to those Debt Securities, will be set forth in the applicable Prospectus Supplement. This description may include, but may not be limited to, any of the following, if applicable:

- the specific designation of the Debt Securities;
- any limit on the aggregate principal amount of the Debt Securities; the date or dates, if any, on which the Debt Securities will mature and the portion (if less than all of the principal amount) of the Debt Securities to be payable upon declaration of acceleration of maturity;
- the rate or rates (whether fixed or variable) at which the Debt Securities will bear interest, if any, the date or dates from which any such interest will accrue and on which any such interest will be payable and the record dates for any interest payable on the Debt Securities that are in registered form;
- the terms and conditions under which the Corporation may be obligated to redeem, repay or purchase the Debt Securities pursuant to any sinking fund or analogous provisions or otherwise;
- the terms and conditions upon which the Corporation may redeem the Debt Securities, in whole or in part, at the Corporation's option;
- the covenants applicable to the Debt Securities;
- the terms and conditions for any conversion or exchange of the Debt Securities for any other securities;
- whether the Debt Securities will be issuable in registered form or bearer form or both, and, if issuable in bearer form, the restrictions as to the offer, sale and delivery of the Debt Securities which are in bearer form and as to exchanges between registered form and bearer form;
- whether the Debt Securities will be issuable in the form of registered global securities ("**Global Securities**"), and, if so, the identity of the depositary for such registered Global Securities;
- the denominations in which registered Debt Securities will be issuable;
- each office or agency where payments on the Debt Securities will be made and each office or agency where the Debt Securities may be presented for registration of transfer or exchange;
- the currency in which the Debt Securities are denominated or the currency in which the Corporation will make payments on the Debt Securities;
- material Canadian federal income tax consequences and U.S. federal income tax consequences of owning the Debt Securities;
- any index, formula or other method used to determine the amount of payments of principal of (and premium, if any) or interest, if any, on the Debt Securities; and
- and any other terms of the Debt Securities which apply solely to the Debt Securities.

Each series of Debt Securities may be issued at various times with different maturity dates, may bear interest at different rates and may otherwise vary.

The terms on which a series of Debt Securities may be convertible into or exchangeable for Common Shares or other securities of the Corporation will be described in the applicable Prospectus Supplement. These terms may include provisions as to whether conversion or exchange is mandatory, at the option of the holder or at the option of the Corporation, and may include provisions pursuant to which the number of Common Shares or other securities to be received by the holders of such series of Debt Securities would be subject to adjustment.

To the extent any Debt Securities are convertible into Common Shares or other securities of the Corporation, prior to such conversion the holders of such Debt Securities will not have any of the rights of holders of the securities into which the Debt Securities are convertible, including the right to receive payments of dividends or the right to vote such underlying securities.

Subscription Receipts

The following sets forth certain general terms and provisions of the Subscription Receipts. The particular terms and provisions of the Subscription Receipts offered pursuant to this Prospectus will be set forth in the applicable Prospectus Supplement, which particular terms and provisions of such Subscription Receipts may differ from the general terms and provisions described below in some or all respects.

The Corporation may issue Subscription Receipts that may be exchanged by the holders thereof for Common Shares and/or other Securities of the Corporation upon the satisfaction of certain conditions. The Corporation may offer Subscription Receipts separately or together with Common Shares, Preferred Shares, Debt Securities, Warrants or Units, as the case may be. The Corporation will issue Subscription Receipts under one or more subscription receipt agreements. Under each subscription receipt agreement, a purchaser of Subscription Receipts will have a contractual right of rescission following the issuance of the Common Shares and/or other Securities of the Corporation, as the case may be, to such purchaser upon exchange of Subscription Receipts, entitling the purchaser to receive the amount paid for the Subscription Receipts upon surrender of the Common Shares and/or other Securities of the Corporation, as the case may be, if this Prospectus, the relevant Prospectus Supplement, and any amendment thereto, contains a misrepresentation, provided such remedy for rescission is exercised within 180 days of the date the Subscription Receipts are issued.

Any Prospectus Supplement will contain the terms and conditions and other information relating to the Subscription Receipts being offered, including:

- the number of Subscription Receipts;
- the price at which the Subscription Receipts will be offered and whether the price is payable in installment;
- any conditions to the exchange of Subscription Receipts into Common Shares, and/or other Securities of the Corporation, as the case may be, and the consequences of such conditions not being satisfied;
- the procedures for the exchange of the Subscription Receipts into Common Shares and/or other Securities of the Corporation, as the case may be;
- the number of Common Shares and/or other Securities of the Corporation, as the case may be, that may be exchanged upon exercise of each Subscription Receipt;
- the designation and terms of any other Securities with which the Subscription Receipts will be offered, if any, and the number of Subscription Receipts that will be offered with each Security;
- the dates or periods during which the Subscription Receipts may be exchanged into Common Shares and/or other Securities of the Corporation;

- whether such Subscription Receipts will be listed on any securities exchange; and
- any other rights, privileges, restrictions and conditions attaching to the Subscription Receipts; and any other specific terms.

Prior to the exchange of their Subscription Receipts, holders of Subscription Receipts will not have any of the rights of holders of the securities issuable on the exchange of the Subscription Receipts.

Warrants

The following sets forth certain general terms and provisions of the Warrants. The particular terms and provisions of the Warrants offered pursuant to this Prospectus will be set forth in the applicable Prospectus Supplement, which particular terms and provisions of such Warrants may differ from the general terms and provisions described below in some or all respects.

The Corporation may issue Warrants for the purchase of Common Shares and/or other Securities of the Corporation. Warrants may be issued independently or together with Common Shares, Debt Securities and Subscription Receipts offered by any Prospectus Supplement and may be attached to, or separate from, any such offered Securities. Warrants will be issued under one or more warrant agreements entered into between the Corporation and a warrant agent named in the applicable Prospectus Supplement.

Selected provisions of the Warrants and the warrant agreements are summarized below. This summary is not complete. The statements made in this Prospectus relating to any warrant agreement and Warrants to be issued thereunder are summaries of certain anticipated provisions thereof and are subject to, and are qualified in their entirety by reference to, all provisions of the applicable warrant agreement.

Any Prospectus Supplement will contain the terms and other information relating to the Warrants being offered, including:

- exercise price of the Warrants;
- the designation of the Warrants;
- the aggregate number of Warrants offered and the offering price;
- the designation, number and terms of the Common Shares and/or other Securities of the Corporation purchasable upon exercise of the Warrants, and procedures that will result in the adjustment of those numbers;
- the dates or periods during which the Warrants are exercisable;
- the designation and terms of any securities with which the Warrants are issued;
- if the Warrants are issued as a unit with another security, the date on and after which the Warrants and the other security will be separately transferable;
- the currency or currency unit in which the exercise price is denominated;
- any minimum or maximum amount of Warrants that may be exercised at any one time;
- whether such Warrants will be listed on any securities exchange;
- any terms, procedures and limitations relating to the transferability, exchange or exercise of the Warrants;
- any rights, privileges, restrictions and conditions attaching to the Warrants;

- and any other specific terms.

Prior to the exercise of their Warrants, holders of Warrants will not have any of the rights of holders of the Securities subject to the Warrants.

Units

Units are a security comprised of more than one of the other Securities described in this Prospectus offered together as a "Unit". A Unit is typically issued so the holder thereof is also the holder of each Security included in the Unit. As a result, the holder of a Unit will have the rights and obligations of a holder of each Security comprising the Unit. The agreement, if any, under which a Unit is issued may provide that the Securities comprising the Unit may not be held or transferred separately at any time or at any time before a specified date.

The particular terms and provisions of the Units offered pursuant to this Prospectus will be set forth in the applicable Prospectus Supplement, which particular terms and provisions of such Units may differ from the general terms and provisions described below in some or all respects. This description will include, where applicable:

- the designation and terms of the Units and of the Securities comprising the Units, including whether and under what circumstances those Securities may be held or transferred separately;
- any provisions for the issuance, payment, settlement, transfer or exchange of the Units or of the Securities comprising the Units;
- whether the Units will be issued in registered or global form; and
- any other material terms and conditions of the Units.

PRIOR SALES

Prior sales of Securities will be provided, as required, in a Prospectus Supplement with respect to the issuance of Securities pursuant to such Prospectus Supplement.

TRADING PRICE AND VOLUME

Trading price and volume of Securities will be provided, as required, in each Prospectus Supplement to this Prospectus.

SELLING SECURITYHOLDERS

This Prospectus may also, from time to time, relate to the offering of the Securities by way of a secondary offering by certain Selling Securityholders.

The terms under which the Securities may be offered by Selling Securityholders will be described in the applicable Prospectus Supplement. The Prospectus Supplement for or including any offering of Securities by Selling Securityholders will include, without limitation, where applicable: (i) the names of the Selling Securityholders; (ii) the number and type of Securities owned, controlled or directed by each Selling Securityholder; (iii) the number of Securities being distributed for the accounts of each Selling Securityholder; (iv) the number of Securities to be owned, controlled or directed by each Selling Securityholder after the distribution and the percentage that number or amount represents out of the total number of outstanding Securities; (v) whether the Securities are owned by the Selling Securityholders, both of record and beneficially, of record only or beneficially only; (vi) if a Selling Securityholder purchased any of the Securities held by him, her or it in the 12 months preceding the date of the Prospectus Supplement, the date or dates the Selling Securityholder acquired the Securities; and (vii) if a Selling Securityholder acquired the Securities held by him, her or it in the 12 months preceding the date of the Prospectus Supplement, the cost thereof to the Selling Securityholder in the aggregate and on a per security basis.

PLAN OF DISTRIBUTION

The Corporation may offer and sell Securities directly to one or more purchasers, through agents, or through underwriters or dealers designated by it from time to time. The Corporation may distribute the Securities from time to time in one or more transactions at a fixed price or prices (which may be changed from time to time), at market prices prevailing at the times of sale, at prices related to prevailing market prices or at negotiated prices, including sales in transactions that are deemed to be "at-the-market distributions" as defined in NI 44-102. A description of such pricing will be disclosed in the applicable Prospectus Supplement. The Corporation may offer Securities in the same offering, or the Corporation may offer Securities in separate offerings.

This Prospectus may also, from time to time, relate to the offering of Securities by certain Selling Securityholders. The Selling Securityholders may sell all or a portion of the Securities beneficially owned by them and offered thereby from time to time directly or through one or more underwriters, broker-dealers or agents. Securities may be sold by the Selling Securityholders in one or more transactions at fixed prices, at prevailing market prices at the time of the sale, at varying prices determined at the time of sale, or at negotiated prices.

A Prospectus Supplement will describe the terms of each specific offering of Securities, including (i) the terms of the Securities to which the Prospectus Supplement relates, including the type of Security being offered; (ii) the name or names of any agents, underwriters or dealers involved in such offering of Securities; (iii) the name or names of any Selling Securityholders; (iv) the purchase price of the Securities offered thereby and the proceeds to, and the portion of expenses borne by, the Corporation from the sale of such Securities; (v) any agents' commission, underwriting discounts and other items constituting compensation payable to agents, underwriters or dealers; and (vi) any discounts or concessions allowed or re-allowed or paid to agents, underwriters or dealers.

If underwriters are used in an offering, the Securities offered thereby will be acquired by the underwriters for their own account and may be resold from time to time in one or more transactions at a fixed public offering price or at varying prices determined at the time of sale. Securities may be either offered to the public through underwriting syndicates represented by managing underwriters or by underwriters without a syndicate. Only underwriters named in a Prospectus Supplement are deemed to be underwriters in connection with the Securities offered thereby. The obligations of the underwriters to purchase Securities will be subject to the conditions precedent agreed upon by the parties and the underwriters will be obligated to purchase all Securities under that offering if any are purchased. Any public offering price and any discounts or concessions allowed or re-allowed or paid to agents, underwriters or dealers may be changed from time to time.

The Securities may also be sold: (i) directly by the Corporation or the Selling Securityholders at such prices and upon such terms as agreed to; or (ii) through agents designated by the Corporation or the Selling Securityholders from time to time. Any agent involved in the offering and sale of the Securities in respect of which this Prospectus is delivered will be named, and any commissions payable by the Corporation and/or Selling Securityholder to such agent will be set forth, in the Prospectus Supplement. Unless otherwise indicated in the Prospectus Supplement, any agent is acting on a "best efforts" basis for the period of its appointment.

The Corporation and/or the Selling Securityholders may agree to pay the underwriters a commission for various services relating to the issue and sale of any Securities offered under any Prospectus Supplement. Agents, underwriters or dealers who participate in the distribution of the Securities may be entitled under agreements to be entered into with the Corporation and/or the Selling Securityholders to indemnification by the Corporation and/or the Selling Securityholders against certain liabilities, including liabilities under securities legislation, or to contribution with respect to payments which such underwriters, dealers or agents may be required to make in respect thereof.

Agents, underwriters or dealers may make sales of Securities in privately negotiated transactions and/or any other method permitted by law, including sales deemed to be an "at-the-market" offering as defined in and subject to limitations imposed by applicable Canadian securities laws which includes sales made directly on an existing trading market for the Common Shares, or sales made to or through a market maker other than on an exchange. In connection with any offering of Securities, except with respect to "at-the-market" offerings, underwriters may over allot or effect transactions which stabilize or maintain the market price of the offered Securities at a level above that which might otherwise prevail in the open market. Such transactions may be commenced, interrupted or discontinued at any time. No underwriter or dealer involved in an "at-the-market" offering, as defined under applicable Canadian securities

laws, no affiliate of such an underwriter or dealer and no person or company acting jointly or in concert with such an underwriter or dealer may enter into any transaction that is intended to stabilize or maintain the market price of the Securities or Securities of the same class as the Securities distributed under the applicable Prospectus Supplement, including selling an aggregate number or principal amount of Securities that would result in the underwriter or dealer creating an over-allocation position in the Securities.

The Corporation may authorize agents or underwriters to solicit offers by eligible institutions to purchase Securities from it at the public offering price set forth in the applicable Prospectus Supplement under delayed delivery contracts providing for payment and delivery on a specified date in the future. The conditions to these contracts and the commissions payable for solicitation of these contracts will be set forth in the applicable Prospectus Supplement.

Each class or series of Securities, other than the Common Shares, that is not issued in a secondary offering will be a new issue of Securities with no established trading market. **Unless otherwise specified in the applicable Prospectus Supplement, the Preferred Shares, Debt Securities, Warrants, Subscription Receipts or Units will not be listed on any securities exchange. Unless otherwise specified in the applicable Prospectus Supplement, there is no market through which the Preferred Shares, Debt Securities, Warrants, Subscription Receipts or Units may be sold and purchasers may not be able to resell Preferred Shares, Debt Securities, Warrants, Subscription Receipts or Units purchased under this Prospectus or any Prospectus Supplement. This may affect the pricing of the Preferred Shares, Debt Securities, Warrants, Subscription Receipts or Units in the secondary market, the transparency and availability of trading prices, the liquidity of the securities, and the extent of issuer regulation.** Subject to applicable laws, certain dealers may make a market in the Preferred Shares, Debt Securities, Warrants, Subscription Receipts or Units, as applicable, but will not be obligated to do so and may discontinue any market making at any time without notice. No assurance can be given that any dealer will make a market in the Preferred Shares, Debt Securities, Warrants, Subscription Receipts or Units or as to the liquidity of the trading market, if any, for the Preferred Shares, Debt Securities, Warrants, Subscription Receipts or Units.

USE OF PROCEEDS

The net proceeds to the Corporation from any offering of Securities, the proposed use of those proceeds and the specific business objectives that we expect to accomplish with such proceeds will be set forth in the applicable Prospectus Supplement relating to that offering of Securities. The Corporation will not receive any proceeds of the sale of Securities from a Selling Securityholder.

EARNINGS COVERAGE RATIO

The applicable Prospectus Supplement will provide, as required by applicable Canadian securities laws, the earnings coverage ratios with respect to the issuance of Securities pursuant to such Prospectus Supplement.

CONSOLIDATED CAPITALIZATION

The applicable Prospectus Supplement will describe any material change in, and the effect of such material change on, the share and loan capitalization of the Corporation since the date of the Corporation's financial statements for its most recently completed financial period included in such Prospectus Supplement, including any material change that will result from the issuance of Securities pursuant to such Prospectus Supplement.

UNITED STATES REGULATORY ENVIRONMENT

The Corporation currently derives substantially all of its revenues from the cannabis industry in the United States. In accordance with Staff Notice 51-352, information regarding the current federal and state-level U.S. regulatory regimes in those jurisdictions where the Corporation is currently directly or indirectly involved through its subsidiaries, is disclosed in the Annual MD&A, which is incorporated by reference herein, under the heading "*Risk Factors*". In accordance with Staff Notice 51-352, the Corporation intends to evaluate, monitor and reassess the disclosure contained or incorporated by reference herein, and any related risks, on an ongoing basis and the same will be supplemented and amended and made available to investors in public filings, including in the event of government policy changes or the introduction of new or amended guidance, laws or regulations regarding marijuana regulation. Any non-compliance, citations or notices of violation which may have an impact on the Corporation's licensing,

business activities or operations are required by Staff Notice 51-352 to be promptly disclosed by the Corporation. For more information about risks related to the U.S. cannabis operations, refer to the discussion of risks and uncertainties set out under the heading "*Risk Factors*" in the AIF.

CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

The applicable Prospectus Supplement may describe certain Canadian federal income tax considerations generally applicable to investors described therein of purchasing, holding and disposing of the applicable Securities, including, in the case of an investor who is not a resident of Canada, Canadian non-resident withholding tax considerations.

CERTAIN UNITED STATES FEDERAL INCOME TAX CONSIDERATIONS

The applicable Prospectus Supplement may describe certain United States federal income tax considerations generally applicable to investors described therein of purchasing, holding and disposing of the applicable Securities.

RISK FACTORS

Before making an investment decision, prospective purchasers of Securities should carefully consider the information described in this Prospectus and the documents incorporated by reference herein (including subsequently filed documents incorporated by reference herein), including the applicable Prospectus Supplement. Additional risk factors relating to a specific offering of Securities will be described in the applicable Prospectus Supplement. Some of the risk factors described in the documents incorporated by reference herein (including subsequently filed documents incorporated by reference herein), including the applicable Prospectus Supplement are interrelated and, consequently, investors should treat such risk factors as a whole. If any event arising from these risks occurs, the Corporation's business, prospects, financial condition, results of operations and cash flows, and an investment in the Securities, could be materially adversely affected. Additional risks and uncertainties of which the Corporation is currently unaware or that are unknown or that the Corporation currently deems to be immaterial could have a material adverse effect on the Corporation's business, prospects, financial condition, results of operations and cash flows. The Corporation cannot provide any assurances that it will successfully address any or all of these risks.

EXEMPTION

Pursuant to a decision of the Autorité des marchés financiers dated February 4, 2026, the Corporation was granted a permanent exemption from the requirement to translate into French this Prospectus as well as the documents incorporated by reference therein and any Prospectus Supplement to be filed in relation to any future "at-the-market" distribution. This exemption is granted on the condition that this Prospectus and any Prospectus Supplement (other than in relation to an "at-the-market" distribution) be translated into French if the Corporation offers Securities to Québec purchasers in connection with an offering other than in relation to an "at-the-market" distribution.

LEGAL MATTERS

Unless otherwise specified in the Prospectus Supplement relating to an offering of Securities, certain legal matters relating to the offering of Securities will be passed upon on behalf of the Corporation by Bennett Jones LLP. As of the date hereof, Bennett Jones LLP, and its partners, counsel and associates, beneficially own, directly or indirectly, as a group, less than 1% of any class of outstanding securities of the Corporation or one of its associates or affiliates.

AUDITORS, TRANSFER AGENT AND REGISTRAR

M&K CPAS, PLLC, the Corporation's auditor, performed the audits in respect of financial statements incorporated by reference herein. M&K CPAS, PLLC has confirmed that they are independent within the meaning of the relevant rules and related interpretations prescribed by the relevant professional bodies, including any applicable legislation or regulations.

The transfer agent and registrar for the Common Shares is Olympia Trust Company at its principal offices in Calgary, Alberta.

PURCHASERS' STATUTORY RIGHTS

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revision of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal advisor.

Original purchasers of Securities that are convertible, exchangeable or exercisable for other securities of the Corporation will have a contractual right of rescission against the Corporation in respect of the conversion, exchange or exercise of such Securities. The contractual right of rescission will be further described in any applicable Prospectus Supplement, but will, in general, entitle such original purchasers to receive, upon surrender of the underlying securities, in addition to the amount paid on original purchase, the amount paid on conversion, exchange or exercise in the event that this Prospectus, the relevant Prospectus Supplement or an amendment thereto contains a misrepresentation, provided that: (i) the conversion, exchange or exercise takes place within 180 days of the date of the purchase of such Securities under this Prospectus and the applicable Prospectus Supplement; and (ii) the right of rescission is exercised within 180 days of the date of the purchase of such Securities under this Prospectus and the applicable Prospectus Supplement.

In an offering of Preferred Shares, Debt Securities, Subscription Receipts, Warrants and Units which are convertible, exchangeable or exercisable for other securities of the Corporation, investors are cautioned that the statutory right of action for damages for a misrepresentation contained in this Prospectus, the relevant Prospectus Supplement or an amendment thereto is limited, in certain provincial and territorial securities legislation, to the price at which the Preferred Shares, Debt Securities, Subscription Receipts, Warrants and Units which are convertible, exchangeable or exercisable for other securities of the Corporation are offered to the public under the prospectus offering. This means that, under the securities legislation of certain provinces, if the purchaser pays additional amounts upon conversion, exchange or exercise of the Security, those amounts may not be recoverable under the statutory right of action for damages that applies in those provinces. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of this right of action for damages, or consult with a legal adviser.

ENFORCEMENT OF JUDGMENTS AGAINST FOREIGN PERSONS

Other than Kevin Wilson, a director and the chief financial officer and chief operating officer of the Corporation, all of the directors, the chief executive officer of the Corporation, being Micah Anderson, Emily Heitman and Andrew Glashow, reside outside of Canada and each has appointed Bennett Jones LLP, Bennett Jones LLP, Suite 2500 Park Place, 666 Burrard Street, Vancouver, BC V6C 2X8, as his or her agent for service of process in Canada. M&K CPAS, PLLC, the auditor in respect of the audited financial statements of the Corporation for the years ended December 31, 2024 and 2023, is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction. Purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person or company that resides outside of Canada or is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction, even if the party has appointed an agent for service of process.

CERTIFICATE OF THE CORPORATION

Dated: February 23, 2026

This short form prospectus, together with the documents incorporated in this prospectus by reference, will, as of the date of the last supplement to this prospectus relating to the securities offered by this prospectus and the supplement(s), constitute full, true and plain disclosure of all material facts relating to the securities offered by this prospectus and the supplement(s) as required by the securities legislation of each of the provinces of Canada.

/s/ "Micah Anderson"

/s/ "Kevin Wilson"

Micah Anderson
Chief Executive Officer

Kevin Wilson
Chief Financial Officer

On behalf of the Board of Directors

/s/ "Emily Heitman"

/s/ "Andrew Glashow"

Emily Heitman
Director

Andrew Glashow
Director