Hempalta Announces $2 Million Private Placement, Proposed Share Consolidation, and Expanding Nature-Based Carbon Program

Calgary, Alberta--(Newsfile Corp. - November 19, 2025) - **Hempalta Corp. (TSXV: HEMP)** ("**Hempalta**" or the "**Company**") is pleased to provide a corporate update including a proposed $2 million private placement and share consolidation, advancements in its nature-based biochar and carbon partnership initiative, and progress on its verified carbon credit program, as the Company continues its transition toward a scalable, low-capital climate-technology model.

Following the wind-down of its hemp processing operations, as announced on September 8, 2025, the Company has successfully completed its transition from capital-intensive processing to a streamlined, carbon-credit-focused model. This evolution reflects Hempalta's commitment to preserving shareholder value while pursuing scalable, low-capital opportunities in verified, nature-based carbon removals. This strategic transition reduces capital intensity and positions Hempalta to participate directly in the growing global demand for high-integrity carbon removals.

Carbon Credit Verification and Sales

Hempalta continues to advance its carbon credit initiatives through its wholly owned subsidiary, **Hemp Carbon Standard (HCS)**. For the 2024 growing season, the Company verified **29,448 carbon credits (29,448 tonnes CO)** across **12,669 acres and 38 farms** in **Canada, USA, UK, Ukraine, Sweden, Germany, and Australia** under the **ISO 14064-2-certified Hemp Carbon Standard** methodology.

The Company has now completed sales of a portion of its verified credits and continues to actively market the remainder through **Cloverly** and its omni-channel partners, independent brokers and other marketing platforms, providing transparent, traceable, and internationally compliant nature-based carbon removals.

For 2025, the Company has **over 14,000 acres under management** internationally with final verification of carbon sequestration scheduled for completion in the **first half of 2026**.

Expansion of Nature-Based Carbon Program

Hempalta continues to advance development of its **25,000-acre industrial hemp and biochar carbon removal program**, designed to generate approximately **100,000 verified carbon credits annually** under globally recognized standards such as **ISO 14064-2** and **Puro.earth**.

The Company has engaged an **independent carbon removals advisory group with deep** expertise in engineered carbon removals, to lead a **milestone-based technical and commercialization process** for the program. The objectives of this project are to:

- Provide a **comprehensive financial model, lifecycle analysis (LCA), and biomass sustainability study** to validate project economics and environmental performance;
- Determine optimal **registry and ratings pathways** to ensure high-integrity verification and investor readiness;
- Facilitate **early buyer and offtake discussions** targeting long-term forward credit sales; and
- Oversee development of the **Project Design Document (PDD)** and full **MRV (measurement, reporting, and verification)** protocols for registry submission.

Upon completion of these milestones, Hempalta and its partner plan to secure the project's first **buyer LOI or term sheet**. This engagement represents a major step toward scaling Hempalta's **global**

nature-based carbon platform and unlocking durable, high-value carbon credit revenues through science-based validation and third-party commercialization support. The Company cautions that the initiation and completion of the milestone activities referenced above are dependent upon the availability of sufficient funding.

Proposed Private Placement

The Company announces a **non-brokered private placement** of up to **100,000,000 units at $0.02 per unit**, to raise gross proceeds of up to **$2,000,000**. Each unit will consist of **one (1) common share and one-half (½) common share purchase warrant**, with each full warrant exercisable at **$0.05 for 24 months** from closing.

All securities will be subject to a **four-month hold period** in accordance with applicable securities laws. Completion of the private placement remains subject to final acceptance by the **TSX Venture Exchange**.

Proceeds will be used to:

- Advance the **biochar carbon removal program**;
- Fund **verification, marketing, and farmer onboarding** for Hemp Carbon Standard;
- Support **working capital**;
- Pursue potential M&A transactions; and
- Strengthen the Company's **balance sheet**.

Proposed Share Consolidation

To align Hempalta's share structure with institutional standards and improve marketability, the Company intends to complete a **four-for-one (4:1) share consolidation** following completion of the financing, subject to receipt of applicable shareholder and regulatory approval. Post-consolidation *[and assuming completion of the $2 million private placement, but prior to exercise of any warrants],* Hempalta expects to have approximately **49 million shares outstanding**, positioning the Company with a streamlined capital structure as it enters its next growth phase.

CEO Commentary

"We've spent the past year repositioning Hempalta as a focused, verified, and credible player in the carbon markets. This work has not been easy, and I want to acknowledge the challenges and patience all of our stakeholders have shown throughout this transition. Our nature-based carbon program represents the next evolution of this vision - bridging hemp cultivation, the development of biochar applications, and registry alignment to unlock meaningful long-term value. With verified credit sales, and growing corporate interest, we're entering 2026 with renewed optimism and tangible traction."

About Hempalta

Hempalta Corp. (TSXV: HEMP) is a Calgary-based AgTech and climate-technology company pioneering **nature-based carbon removal solutions** through its subsidiary **Hemp Carbon Standard (HCS) and its proprietary blockchain-based registry, Trusted Carbon**. The Company leverages industrial hemp to generate **certified, high-integrity carbon credits** under **ISO 14064-2**, enabling corporate partners and farmers to participate in a transparent, data-driven carbon economy.

www.hempalta.com | www.hempcarbonstandard.org | www.trustedcarbon.org

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Forward-Looking Information

This news release contains "forward-looking information" within the meaning of applicable securities laws, including statements regarding Hempalta's operations, business plan, financial position, proposed private placement, share consolidation, expected credit verification, sales, partnerships, and anticipated results of the biochar carbon removal program. Forward-looking information is often identified by words such as "plan," "expect," "anticipate," "intend," "believe," "forecast," "project," "potential," or similar expressions suggesting future outcomes.

Forward-looking information is based on current expectations, estimates, and assumptions that are subject to a number of risks and uncertainties which may cause actual results to differ materially. Such risks and uncertainties include, among others, changes in general economic conditions, failure to complete the proposed financing, regulatory or operational delays, the availability of qualified personnel, and the ability of Hempalta to execute its strategic plans, sell carbon credits, or complete partnerships as anticipated.

Readers are cautioned not to place undue reliance on such forward-looking information, which is made as of the date hereof. Hempalta undertakes no obligation to update or revise forward-looking information except as required by applicable law.

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