



NEXT PHASE VENTURES

TSXV: NPV

NextPhase Ventures is a publicly listed acquisition platform focused on building shareholder value through disciplined acquisition and scaling of operating businesses

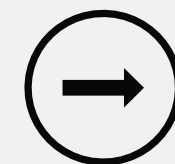
**Strategic Reset.
A Public Platform Repositioned.**

A Public Company Repositioned for Revenue & Capital Discipline.

Mandate: Build a disciplined, acquisition-driven public venture platform.

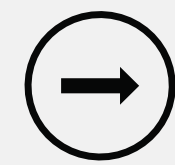
Why Now:

- Legacy hemp processing business divested / wound down
- Carbon initiatives transitioned to subsidiary structure
- Public vehicle repositioned for acquisition-led growth
- Clear mandate: acquire and scale operating businesses
- Focus: revenue, EBITDA, capital efficiency



New Name & Symbol:

NextPhase Ventures Ltd.
(TSXV: NPV)



Past Entity:

Hempalta Corp (TSXV: HEMP)

WHY IS THE TRANSITION NECESSARY?

2022–2025: Building in Emerging Markets

→ **WHAT WAS BUILT:**

TSX-V Public listing via RTO

Multiple consumer brands developed and monetized

Hemp Carbon Standard created and validated

Launched Trusted Carbon registry infrastructure

Generated and sold verified carbon credits across

jurisdictions Proposed large-scale hemp & biochar

project

→ **STRATEGIC REALITY:**

Capital intensity constrained scalability

Emerging markets matured slower than expected

Public markets now reward cash-flow visibility and
EBITDA discipline

CONCLUSION: THE PUBLIC VEHICLE MUST PIVOT TOWARD REVENUE-FIRST, ACQUISITION-DRIVEN GROWTH.



WHAT REMAINS

- Public listing (TSXV: NPV)
- Clean capital structure post-restructuring
- Public market access
- Entrepreneurial leadership
- Proven ability to raise capital and build brands

WHAT CHANGES

- No longer positioned as a hemp processing company
- Carbon initiatives housed strategically (retained as non-core optionality without capital drag)
- Mandate shifts to acquiring operating businesses
- Focus: cash flow, scalability, and market relevance

NextPhase Ventures Model



IDENTIFY AND ACQUIRE UNDERVALUED OPERATING BUSINESSES IN

- Consumer
- Franchise
- Services
- Recurring revenue models



TARGET PROFILE

- \$2M–\$15M revenue
- Positive or near break-even EBITDA
- Fragmented industries with consolidation opportunity
- Strong brand or recurring revenue base
- Target acquisitions at disciplined EBITDA multiples with clear margin expansion pathway
- This shifts the Company from speculative development to cash-generating asset aggregation



EXECUTION FRAMEWORK

- Acquire majority or structured control positions
- Apply operational discipline & AI-enabled systems
- Expand margins and scale through capital markets
- Roll-up strategy focused on cash-flow compounding

Capital Strategy & Governance Refresh



CAPITAL STRATEGY

- Structured private placement to fund initial acquisition program
- Share consolidation (subject to approval) to position for institutional participation
- Clean equity story for new investors
- Acquisition-ready balance sheet



GOVERNANCE EVOLUTION

- Independent board repositioning
- Audit & compliance reset
- Institutional-quality reporting
- Investor transparency focus



OBJECTIVE

- Build a disciplined, acquisition-driven public platform focused on scalable operating businesses

POSITION THE COMPANY AS A CREDIBLE TSXV ACQUISITION VEHICLE — NOT A DISTRESSED LEGACY STORY.

Why Invest in NextPhase Ventures?

Public vehicle with operating reset



Founder with 25+ years scaling multi-location consumer businesses, including 131m liquidity event.



Acquisition-driven mandate with disciplined capital allocation



Focus on revenue and EBITDA



Ability to transact quickly within a public vehicle



Platform for long-term value creation



TO BUILD A DIVERSIFIED PORTFOLIO OF OPERATING BUSINESSES WITHIN A DISCIPLINED PUBLIC STRUCTURE.

Board of Directors



DARREN BONDAR

PRESIDENT & CEO &
DIRECTOR



CANDACE MACMILLAN

CFO & CORPORATE SECRETARY



CHRISTOPHER OSTAFIE

DIRECTOR



ANSHU KHANNA

DIRECTOR



AUDITORS

DAVIDSON & CO.



LEGAL

PRELIA CANADA LLP



RUSSELL WILSON

STRATEGIC ADVISOR

Insider Ownership & Alignment

→ Darren Bondar | ≈ 20,000,000 Common Shares Held (representing 18% of issued shares)

Potential conversion of additional shareholder debt at current offering terms

Significant insider alignment with long-term value creation

→ Post-Transition Objectives

Consolidation (subject to approval)

Acquisition-ready balance sheet

Strategic capital raise

TSXV: NPV

May 26, 2026

Capitalization Table

Shares Issued & Outstanding	111,979,019
Warrants	4,706,694
Options	8,916,177
Fully Diluted	125,601,890



BUILDING DISCIPLINED GROWTH THROUGH ACQUISITION

CONTACT 

Darren Bondar

Founder & CEO | Next Phase Ventures Ltd.

 Darren.Bondar@NextPhaseAdvisory.ca

 www.nextphaseventures.ca

 [TSXV: NPV](https://www.scribd.com/document/444444444)