NPV NEXT PHASE VENTURES

TSXV: NPV

STRATEGIC TRANSACTION OPPORTUNITY

A TSXV-listed public company platform offering an efficient pathway to the public markets — through Reverse Takeover, Business Combination, Merger or Recapitalization.

The Company is **actively seeking strategic alternatives** and is prepared to engage immediately with qualified counterparties, investment bankers, and advisors regarding potential transaction structures.

OVERVIEW

Next Phase Ventures Ltd. (TSXV: NPV) is a publicly listed Canadian company currently evaluating strategic alternatives, including a reverse takeover, recapitalization, qualifying transaction, merger, or other business combination.

Over the past year, the Company has completed a significant corporate reset, including a name change, capital restructuring, debt rationalization, governance refresh, and the divestiture or wind-down of non-core operating activities.

The result is a publicly listed vehicle that may provide an efficient pathway to the public markets for a private company seeking growth capital, liquidity, acquisition currency, or a public market presence.

INVESTMENT HIGHLIGHTS

TSX VENTURE EXCHANGE LISTING

- Listed issuer on the TSX Venture Exchange (TSXV: NPV)
- Current reporting issuer in good standing
- Existing shareholder base and public market infrastructure in place

TRANSACTION FLEXIBILITY

- Reverse Takeover
- Recapitalization
- Business Combination
- Strategic Merger
- Asset Acquisition
- Public Listing Platform

MANAGEMENT & BOARD SUPPORT

- Experienced public company management team
- Board and management supportive of evaluating strategic alternatives
- Ability to move quickly on qualified opportunities
- Significant insider ownership aligned to a value-maximizing transaction

POTENTIAL TAX ATTRIBUTES

~$11M tax attributes[1]

Including $9.6M of audited non-capital losses as at September 30, 2025 — subject to applicable tax rules and transaction structure.

CLEAN-UP SUBSTANTIALLY COMPLETE

- Corporate name change completed
- Legacy subsidiaries (Hempalta Processing Inc. and Hemp Carbon Standard Inc.) substantially inactive, expected to be wound down by fiscal year-end (September 30, 2026)
- Shareholder-approved up to 4:1 capital consolidation available for implementation
- Singular focus on maximizing shareholder value through a strategic transaction

TRANSACTION SNAPSHOT

Public market infrastructure already in place.

EXCHANGE

TSX Venture Exchange

SYMBOL

NPV

JURISDICTION

Canada

STATUS

Reporting Issuer

STRUCTURE

Public Company Platform

TIMING

Available for Immediate Engagement

STRATEGIC ALTERNATIVES

RTO · Recapitalization · Merger · Business Combination

TAX LOSSES

~$11M subject to verification

SHARES OUTSTANDING

111,979,019[2]

IDEAL CANDIDATES

Next Phase Ventures may be a suitable platform for:

PUBLIC LISTING

Private companies seeking a public listing.

GROWTH-STAGE

Businesses requiring access to capital markets.

INTERNATIONAL

Companies seeking a Canadian public market presence.

ACQUISITION-ORIENTED

Management teams pursuing acquisition-led growth.

IPO ALTERNATIVE

Companies evaluating alternatives to a traditional IPO.

LET'S TALK

The Company is prepared to engage immediately with qualified counterparties, investment bankers and advisors regarding potential transaction structures.

Darren Bondar
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[1] Tax attributes subject to verification and independent tax review.

[2] Prior to any future financings, debt settlements, warrant exercises or implementation of the approved capital consolidation.