



EARTHWORKS ANNOUNCES ACQUISITION OF INTELLECTUAL PROTOCOL FOR A MINERALS RECOVERY SYSTEM & APPOINTMENT OF CHAD McMILLAN AS STRATEGIC ADVISOR

TSX-V: EWK OTCQB: EAATF

VANCOUVER, BC, Feb. 13, 2026 /CNW/ - Earthworks Industries Inc. (the "Company" or "Earthworks") is pleased to announce that it has entered into a binding memorandum of understanding dated February 10, 2026 (the "MOU") to acquire 100% of the Intellectual Protocol for a minerals recovery system (the "System"), including associated intellectual property, modular processing architecture, and a cloud-based operating and management platform designed to support system deployment, operational oversight, data capture, and scalable network growth, from Wokaura Art and Innovations Inc. ("Wokaura").

The transaction represents a complementary strategic evolution for Earthworks, positioning the Company to pursue opportunities across urban mining, legacy mine waste and tailings reprocessing, and digitally managed, modular metals recovery infrastructure.

In connection with the transaction, Chad McMillan, founder of Wokaura, will join Earthworks as Strategic Advisor through his advisory firm, McMillan Strategies, supporting the integration, commercialization, and long-term scaling of the system.

STRATEGIC RATIONALE AND SYSTEM OVERVIEW

The acquired intellectual property underpins a comprehensive recovery framework designed to accelerate the production of recoverable metals through non-traditional and secondary sources, including:

- Urban mining and above-ground materials recovery
- Reprocessing of historical mine waste, tailings, and waste rock
- Modular and scalable processing system infrastructure
- Integrated recovery, processing, logistics, monitoring, and commercialization workflows
- Cloud-based, web-enabled operating system network intended to support system oversight, facility reporting, operational data capture, customer management, and decision support

Collectively, these assets comprise what the Company refers to as the Earthworks Critical Minerals Recovery System.

The System is designed around a hub-and-spoke deployment model, enabling Earthworks to pursue modular, repeatable installations that can be deployed near source material, aggregated regionally, and scaled efficiently as commercial demand grows, while leveraging a centralized digital layer to support long-term network management and growth.

ADDRESSING THE CRITICAL MINERALS SUPPLY GAP

Global demand for critical minerals continues to increase rapidly, driven by electrification, data infrastructure, advanced manufacturing, and defense applications. At the same time, traditional mining development faces increasing constraints related to permitting timelines, capital intensity, and geopolitical risk.

Earthworks believes that minerals recovery models, supported by modern digital infrastructure, will play an increasingly important role in bridging near- and medium-term supply gaps. The acquisition of the System positions the Company to pursue accelerated timelines, lower-impact recovery, and capital-efficient growth, while complementing — rather than competing with — conventional mining development.

TRANSACTION TERMS

Pursuant to the MOU, Earthworks has agreed to acquire 100% of Wokaura's intellectual property related to the System, free and clear of all liens, claims, and encumbrances, on an exclusive, perpetual, worldwide basis.

As consideration for the acquisition, Earthworks will issue up to 6,000,000 common shares to Wokaura, structured as follows:

- 4,000,000 common shares to be issued upon the execution of a definitive Purchase Agreement, as allocated:
 - 2,000,000 shares immediately upon signing
 - 1,000,000 shares issued into escrow and released twelve (12) months following signing
 - 1,000,000 shares issued into escrow and released twenty-four (24) months following signing
 - Up to 2,000,000 common shares upon the achievement of the following performance milestones, with 500,000 shares to be issued upon the achievement of each milestone:
 1. Initial System Commissioning – Successful commissioning and commercial-grade operational readiness of the first System installation
 2. Intellectual Property Expansion – Grant or issuance of at least one new patent or equivalent registered intellectual property right relating to the System
 3. Commercial Revenue Threshold – Generation of aggregate gross revenues of not less than USD \$1,000,000 derived from System-related commercial activities
 4. Permitted Commercial Facility – Receipt of all material permits required to construct and operate a commercial-scale System facility, followed by commencement of construction or installation

Completion of the transaction remains subject to acceptance by the TSX Venture Exchange and execution of definitive agreements.

STRATEGIC ADVISORY ENGAGEMENT

Earthworks has also entered into an advisory engagement with Chad McMillan, through McMillan Strategies, to serve as Strategic Advisor to the Company.

Mr. McMillan will advise Earthworks on platform integration, commercialization strategy, system development, capital markets best practices, and broader corporate strategy as the Company advances the System toward deployment and scale.

ABOUT THE STRATEGIC ADVISOR

Mr. McMillan is a senior executive with over twenty years of experience working in and around the capital markets, building, running, and helping finance public companies. He is well versed in executive management, corporate finance, mergers and acquisitions, corporate communications, and stakeholder relations, having served in roles including President, Chief Executive Officer,

Director, Vice President of Corporate Communications, and Strategic Advisor.

To date, Mr. McMillan has led and assisted in numerous financing, merger, acquisition, and joint venture transactions, as well as corporate turnarounds, particularly in the mining and resource sectors, and also across technology and entertainment. He is the founder of McMillan Strategies, Kaypieye Media Inc., and Wokaura Art & Innovations Inc., and holds a Bachelor of Arts degree in Communications from Simon Fraser University.

MANAGEMENT COMMENTARY

"This transaction marks a strategic inflection point for Earthworks," said David Atkinson, CEO of Earthworks.

"By acquiring both modular recovery technology and a digital operating framework, we are building a platform designed for scale, visibility, and long-term execution. This positions Earthworks to move more quickly and efficiently as demand for critical minerals continues to grow."

"This system was designed as a full-stack recovery platform — physical, digital, and strategic," said Chad McMillan, Founder of Wokaura and Strategic Advisor to Earthworks.

"Earthworks now has a public platform and operational focus to industrialize this model, and I'm excited to support the Company as it advances to help address the West's critical minerals needs."

NEXT STEPS

Following completion of the transaction, Earthworks intends to advance a phased development strategy, including pilot deployments, continued refinement of the operating system, identification of priority feedstock streams, and evaluation of strategic partnerships and commercial facilities.

ABOUT EARTHWORKS INDUSTRIES INC.

Earthworks Industries Inc. is a publicly listed company focused on advancing innovative solutions across the materials recovery and infrastructure value chain, with an emphasis on efficiency, scalability, and long-term sustainability.

Forward-looking Statements:

Neither the TSX Venture Exchange nor its regulation services provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release. Statements made in this news release, other than purely historical information, including statements relating to the Company's future plans and objectives or expected results, may include forward-looking statements. Forward-looking statements are based on numerous assumptions and are subject to all of the risks and uncertainties inherent in resource exploration and development. As a result, actual results may vary materially from those described in the forward-looking statements.

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