

## DEEP GRAINS HOLDINGS LTD'S AND MAX DESMARAIS' HOLDING OF VERTIQAL STUDIOS CORP.

**Montreal, Quebec – February 11, 2026** – On February 11, 2026, Deep Grains Holdings Ltd (“**DGH**”), directly, and Maximilien Xavier Desmarais (“**Max Desmarais**”), indirectly (DGH and Max Desmarais, collectively the “**Acquirors**”), have acquired an additional 18,072,000 common shares (the “**Common Shares**”) of Vertiqal Studios Corp. (TSX:VRTS) (the “**Issuer**”) (the “**Transaction**”).

Immediately prior to the Transaction, the Acquirors collectively had direct beneficial ownership and control and direction over 110,552,253 Common Shares (composed of 37,541,000 issued and outstanding Common Shares and a convertible debenture of the Issuer with principal amount of \$1,343,988 issued in November 2022 (the “**Convertible Debenture**”) which is automatically convertible on surrender of the Convertible Debenture certificate into 73,011,253 Common Shares (after taking into account (i) the fact that Max Desmarais has accepted to forgo and release the Issuer for an amount of \$19,312 in principal amount on the Convertible Debenture and (ii) accrued interests on the Convertible Debenture in an amount of \$277,143.33 also convertible into Common Shares) representing 11.86% of the Issuer’s issued and outstanding Common Shares calculated on a partially diluted adjusted basis (i.e. considering the deemed issuance of all of the Convertible Debenture 73,011,253 underlying Common Shares) for a total of 931,928,672 issued and outstanding Common Shares in the capital of the Issuer.

Following the Transaction, the number of Common Shares over which the Acquirors now have direct or deemed beneficial ownership, control and direction is 128,624,253 Common Shares (composed of 55,613,000 issued and outstanding Common Shares and 73,011,253 non-issued Common Shares issuable upon the conversion of Convertible Debenture) representing 13.8% of the Issuer’s issued and outstanding Common Shares calculated on a partially diluted adjusted basis (i.e. considering the deemed issuance of all of the Convertible Debenture 73,011,253 underlying Common Shares) for a total of 931,928,672 issued and outstanding Common Shares in the capital of the Issuer.

In accordance with applicable securities laws, the Acquirors may, from time to time and at any time, acquire additional Common Shares, and/or other equity, debt or other securities or instruments of the Issuer (collectively, “**Securities**”) in the open market or otherwise, and the Acquirors reserve the right to dispose of any or all of such Securities in the open market or otherwise at any time and from time to time, and to engage in similar transactions with respect to the Securities, the whole depending on market conditions, the business and prospects of the Issuer and other relevant factors.

The common address of the Acquirors is: 520-759 Du Square-Victoria Street, Montreal, Quebec H2Y 2J7, Canada. The Issuer’s head office is located at 441 King Street West Unit 200, Toronto, Ontario, M5V 1K4.

The Acquirors acquired the Securities for investment purposes, and has no present intention of acquiring additional securities of the Issuer. Depending upon Acquirors’ evaluation of the business, prospects and financial condition of the Issuer, the market for the Issuer’s securities, general economic and tax conditions and other factors, the Acquirors may acquire more or sell some or all of the securities of the Issuer owned, managed or controlled by the Acquirors.

This press release is issued pursuant to early warning requirements of National Instrument 62-103 – *The Early Warning System and Related Take-Over Bid and Insider Reporting Issues* (“**NI 62-103**”) which also requires that it be filed on SEDAR+ together with an Early Warning Report relating to the

Transaction.

For further information please refer to the Early Warning Report to be posted on Vertical Studios Corp.'s SEDAR+ profile at [www.sedarplus.com](http://www.sedarplus.com).