



RedWhite&Bloom



CSE: RWB

RED WHITE & BLOOM BRANDS' SUBSIDIARY, EMBLEM CANNABIS, SELECTED AS SUCCESSFUL BIDDER TO ACQUIRE HEALTH CANADA-LICENSED MANUFACTURING OPERATIONS, LEADING VAPE & PRE-ROLL BRANDS, AND EXPANDED NATIONAL DISTRIBUTION CAPABILITIES

Emblem Cannabis Corporation, a wholly owned subsidiary, was selected as the successful bidder for Ayurcann in a Court-supervised sale process.

TORONTO, April 13, 2026 (GLOBE NEWSWIRE) -- Red White & Bloom Brands Inc. (CSE: RWB) ("RWB" or the "Company") is pleased to announce that its wholly-owned subsidiary, Emblem Cannabis Corporation ("Emblem"), has been selected as the successful bidder in the Court-supervised sale and investment solicitation process ("SISP") approved by the Ontario Superior Court of Justice (Commercial List) ("Court") in connection with the insolvency proceedings of Ayurcann Holdings Corp. and Ayurcann Inc. ("Ayurcann") under the *Companies' Creditors Arrangement Act* ("CCAA").

Assets to be Acquired

The transaction is structured as a share purchase ("Transaction"), pursuant to which Emblem will indirectly acquire the underlying businesses, assets, licences, and operations through ownership of 100% of the newly issued shares of Ayurcann. Certain excluded assets and liabilities of Ayurcann will be vested in an affiliate of Ayurcann (as defined below) and will not be transferred as part of the Transaction. Upon closing of the Transaction, Emblem will acquire a comprehensive processing and manufacturing platform, including:

- **Established Brand Portfolio.** The Fuego, Xplor, and Happy & Stoned brands, together with all associated intellectual property, trademarks, and brand assets. Ayurcann's portfolio spans over ninety (90) tracked SKUs available through approximately 2,500 retail locations across Canada, with a particular focus on the high growth vape and pre-roll categories.
- **Production Facility and Equipment.** Ayurcann's cannabis formulation, manufacturing, and packaging operations based in Pickering, Ontario, including Ayurcann's interests in operational equipment and inventory, and other strategic assets.
- **Commercial Relationships and Records.** All retained contracts, customer and supplier relationships, distribution, and supply arrangements across eight (8) provinces and territories, and all associated books and records of the business.
- **Licences.** Subject to regulatory approval, all government licences required to operate the Ayurcann business.

Strategic Rationale

The proposed acquisition of Ayurcann's operations represents a strategically compelling addition to Emblem's existing Canadian cannabis platform. Ayurcann's recognized leadership in the vape and pre-roll segments, combined with its established national retail distribution network and Health Canada-licensed processing infrastructure in Pickering, Ontario, is expected to provide Emblem with significant scale, processing capacity, and brand breadth.

The transaction is expected to generate synergies across the combined operations, including supply chain leverage, reduced finished goods costs, and G&A rationalization, while materially expanding the combined entity's share of the Canadian recreational cannabis market.

Management Commentary

“We are very pleased that Emblem has been selected as the successful bidder for Ayurcann,” said Colby De Zen, President of RWB. “This acquisition is highly strategic and will immediately scale our Canadian platform with a leading portfolio in the fastest-growing product categories and a national distribution footprint across more than 2,500 retail locations. Beyond the brands and infrastructure, we are acquiring a proven operating platform with meaningful synergies across supply chain, manufacturing, and overhead. We look forward to integrating the Ayurcann business and its team and believe this transaction positions RWB to drive accelerated growth and enhanced shareholder value upon closing.”

Background and CCAA Sale Process

On January 30, 2026, Ayurcann Inc. and its parent, Ayurcann Holdings Corp. obtained creditor protection under the CCAA pursuant to an Initial Order of the Court, with Alvarez & Marsal Canada Inc. appointed as Court-appointed monitor to oversee the proceedings.

On February 13, 2026, the Court issued a Sale Process Approval Order approving the SISP to solicit interest in Ayurcann’s business and assets on an “as is, where is” basis.

Emblem participated in the SISP and tendered a binding agreement of purchase and sale. Following the bid deadline, Emblem’s bid was selected as the successful bid. The Transaction remains subject to Court approval and the satisfaction of customary closing conditions. The purchase price for the Transaction will be payable in cash on closing with the support of facilities generally available to Emblem. The closing is currently anticipated to take place no later than May 15, 2026.

About Red White & Bloom Brands Inc.

Red White & Bloom Brands is a multi-jurisdictional cannabis operator and house of premium brands operating in the United States, Canada and select international jurisdictions.

Red White & Bloom Brands Inc.

Investor and Media Relations

Edoardo Mattei, CFO

IR@RedWhiteBloom.com

947-225-0503

Visit us on the web: <https://www.redwhitebloom.com/>

Follow us on social media:



@rwbbands



@redwhitebloombrands



@redwhitebloombrands

Neither the CSE nor its Regulation Services Provider (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.

FORWARD LOOKING INFORMATION

Certain information contained in this news release may constitute “forward-looking information” or “forward-looking statements” within the meaning of applicable Canadian securities legislation. Forward-looking information is often identified by the use of words such as “plans,” “expects,” “may,” “should,” “could,” “will,” “intends,” “anticipates,” “believes,” “estimates,” “forecasts,” or variations of such words and phrases, including the negative forms thereof, as well as terms such as “pro forma” and “scheduled,” and similar expressions that refer to future events or outcomes.

Forward-looking statements in this release, including, without limitation, statements regarding: the completion of the Transaction and the anticipated timing thereof; the receipt of court, regulatory and other required approvals; Emblem’s ability to complete the acquisition and finance the purchase price; the transfer, maintenance or renewal of licences required to operate the Ayurcann business; the anticipated benefits of the Transaction, including expected synergies, scale, processing capacity, cost efficiencies and expanded distribution; the integration of the acquired business and operations; the combined entity’s anticipated market position, growth prospects and strategic objectives in the Canadian cannabis market; and the Company’s strategic objectives and growth plans, involve known and unknown risks, uncertainties, and other factors that may cause actual results or events to differ materially from those expressed or implied by such statements.

Forward-looking information is based on a number of assumptions, including, without limitation, assumptions regarding satisfaction of the conditions to closing of the Transaction, the receipt of required approvals, availability of financing on acceptable terms, the continued validity and transferability of required licences, the successful integration of the acquired business, and the ability of the Company to realize the anticipated benefits of the Transaction.

Forward-looking information is subject to known and unknown risks, uncertainties, and other factors, many of which are beyond the control of the Company, which may cause actual results or events to differ materially from those expressed or implied by such forward-looking information. Such factors include, without limitation, the risk that the Transaction may not be completed on the terms contemplated, or at all; the risk that required court, regulatory or other approvals may not be obtained in a timely manner or at all; the risk that financing may not be available on acceptable terms; risks relating to the transfer, maintenance or renewal of licences; integration risks; the risk that anticipated synergies or other benefits of the Transaction may not be realized as expected or at all; changes in market conditions, including in the Canadian cannabis industry; and other risks and uncertainties applicable to the Company and its business.

Although the Company believes that the expectations reflected in the forward-looking information contained in this news release are reasonable as of the date hereof, there can be no assurance that such expectations will prove to be correct. Readers are therefore cautioned not to place undue reliance on forward-looking information. Forward-looking information contained in this news release is made as of the date hereof, and the Company undertakes no obligation to update or revise any such forward-looking information, whether as a result of new information, future events or otherwise, except as required by applicable law.