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These securities have not been registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any of the securities laws of any state of the United States, and may not be offered or sold within the United States or for the account or benefit of U.S. persons or persons in the United States except pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This offering document does not constitute an offer to sell, or the solicitation of an offer to buy, any of these securities within the United States or to, or for the account or benefit of, U.S. persons or persons in the United States. "United States" and "U.S. person" have the meanings ascribed to them in Regulation S under the U.S. Securities Act.

Offering Document under the Listed Issuer Financing Exemption

February 6, 2026



CANNABIX TECHNOLOGIES INC.
(the "Company")

PART 1: SUMMARY OF OFFERING

What are we offering?

Description of Securities Offered:	<p>Non-brokered private placement (the "Offering") of units (the "Units") of the Company at a price of \$0.50 per Unit. Each Unit will consist of one common share of the Company (a "Common Share") and one Warrant (a "Warrant"). Each Warrant shall entitle the holder to purchase one Common Share at a price of \$0.65 at any time on or before that date which is 24 months after issuance, subject to the Acceleration Clause (as defined below).</p> <p><i>Acceleration Clause</i></p> <p>If, at any time after the date of issuance of the Warrants, the closing price of the Common Shares on the Canadian Securities Exchange (the "CSE") (or such other stock exchange on which the Common Shares may be traded from time to time) is at or above \$0.75 per Common Share for a period of 10 consecutive trading days (the "Triggering Event"), the Company may, within 5 days of the Triggering Event, accelerate the expiry date of the Warrants by giving notice to the holders of the Warrants by news release, and in such case the Warrants will expire 30 calendar days after the date of such notice (the "Acceleration Clause").</p>
Offering Amount	A minimum of 1,000,000 Units for gross proceeds of \$500,000, up to a maximum of 2,000,000 Units for gross proceeds of \$1,000,000.
Closing Date:	One or more closing dates prior to March 21, 2026, or such earlier or later date(s) as the Company may decide in its sole discretion, such date(s) being no later than 45 days from the date the Company issues a press release announcing the Offering (each such date, a " Closing Date "). If the Offering is closed in tranches, the first tranche closing will be for no less than the minimum Offering amount.

Exchange:	The Common Shares are presently listed for trading on the CSE under the symbol "BLO". The Warrants will not be listed for trading on any stock exchange.
Insider Participation	Certain directors and officers of the Company intend to participate in the Offering and are expected to subscribe for securities issued thereunder. All securities issued to insiders will be issued on the same terms and conditions as those issued to arm's-length subscribers, and no insiders will receive any preferential treatment or benefit in connection with their participation. The Company confirms that no proceeds of the Offering will be used to repay insider debt, pay compensation to insiders, or fund transactions involving insiders or their affiliates. The participation of insiders in the Offering is expected to be exempt from the formal valuation and minority shareholder approval requirements of Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions, pursuant to the exemption for distributions of securities.
Last Closing Price:	On February 6, 2026 the closing price of the Common Shares on the CSE was \$0.58

Description of Common Shares

The holders of Common Shares are entitled to: (i) receive dividends as and when declared by the board of directors of the Company ("the **Board**"), out of the moneys properly applicable to the payment of dividends, in such amount and in such form as the Board may from time to time determine; (ii) in the event of the dissolution, liquidation or winding-up of the Company, whether voluntary or involuntary, or any other distribution of the assets of the Company among its shareholders for the purpose of winding-up its affairs, receive the remaining property and assets of the Company; and (iii) receive notice of and to attend all meeting of the shareholders of the Company and to have one vote for each Common Share held at all meetings of the shareholders of the Company, except for meetings at which only holders of another specified class or series of shares of the Company are entitled to vote separately as a class or series.

The Company is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 Prospectus Exemptions. In connection with this offering, the Company represents the following is true:

- **The Company has active operations and its principal asset is not cash, cash equivalents or its exchange listing.**
- **The Company has filed all periodic and timely disclosure documents that it is required to have filed.**
- **The total dollar amount of this offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption in the 12 months immediately before the date of this offering document, will not exceed \$10,000,000.**
- **The Company will not close this offering unless the Company reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution.**
- **The Company will not allocate the available funds from this offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the Company seeks security holder approval.**

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

Except for statements of historical fact relating to the Company, certain statements in this offering document may constitute forward-looking information within the meaning of Canadian securities laws. Forward-looking information may relate to the Company's future outlook and anticipated events or results and, in some cases, can be identified by words such as: "future", "plans", "scheduled", "expects", "intends",

“estimates”, “forecasts”, “will”, “may”, “could”, “would”, or other similar expressions concerning matters that are not historical facts. In particular, this offering document contains forward-looking statements pertaining to the use of the available funds following completion of the Offering; the expected Closing Date(s); exercise of the Omega Participation Right; the payment of finder’s fees and the issuance of securities to finders; the Company’s future plans objectives, strategies and goals relating to its business and properties; the ability of the Company to meet working capital and capital expenditure requirements; and the principal business carried on and intended to be carried on by the Company.

Although the Company believes that these statements are based on reasonable assumptions, all forward-looking statements involve known and unknown risks and uncertainties that may cause the actual performance, events, or circumstances of the Company to be materially different than anticipated. The results or events anticipated or predicted in such forward-looking information may differ materially from actual results or events. The Company and its operations are also subject to a large number of risks, including: the Company’s future liquidity and financing capability, fluctuations in mineral prices, market conditions, results of current exploration activities, the possibility of a labor stoppage or shortage, delays in obtaining government permits and approvals and such other risks as discussed herein and in other publicly filed disclosure documents. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in such forward-looking statements, there may be other factors that cause performance, events, or circumstances to differ materially from those described in forward-looking statements. For more information on the Company and the risks and challenges of its business, investors should review the Company’s annual filings that are available at www.sedarplus.ca. The Company provides no assurance that forward-looking statements or forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements and information. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information.

Readers are cautioned that any such forward-looking information should not be used for purposes other than for which it is disclosed. Such forward-looking statements and information are made or given as at the date given and the Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required under applicable securities law. Readers are cautioned not to place undue reliance on forward-looking statements or forward-looking information.

PART 2: SUMMARY DESCRIPTION OF BUSINESS

What is Our Business?

The Company is a developer of marijuana and alcohol breath devices targeted for employers, law enforcement and a range of other organizations seeking to enhance workforce and public safety.

The Company has developed hardware that enables effective collection of human breath samples for THC which can be analyzed for drug detection using lab-based mass spectrometry methods. The hardware includes the Cannabix Breath Collection Unit (“**BCU**”) and Breath Cartridge (“**BC**”). The BCU and BC are used together for efficient and non-invasive, portable, standardized human breath sample collection, storage and transportation. The combination of the BCU, BC and laboratory test analysis are referred to as the Company’s Marijuana Breath Test (“**MBT**”).

The Company is also commercializing its BreathLogix breath alcohol screening devices (“**BreathLogix**”) which have been developed as a wall mounted version and an in-vehicle cabin version. The Company is also developing additional technologies including: (i) Mass Spectrometer Breath Sampler (“**MSBS**”) technology, which is specialized laboratory hardware to help confirm THC in breath from humans; (ii) technology using high-field asymmetric waveform ion mobility spectrometry known as “**FAIMS**” to detect

THC in breath; and (iii) a novel “detector” technology that would confirm specific ions (like THC) that have been filtered through the FAIMS cell, delivering a confirmation signal.

Recent Developments

Throughout 2024, 2025, 2026 the Company focused on its development of its technology offerings including working with Omega (as defined below) under its SPDA (as defined below) to optimize its BCU and BC technology. The Company developed its BreathLogix series of alcohol screening devices with improvements to hardware, features, alcohol sensitivity, software and third-party testing at CeCert in Germany and the BreathLogix “Workplace Series” was approved by National Highway Traffic Safety Association (NHTSA) to be added to the U.S. Federal Register Conforming Products List (CPL) for breath alcohol screen devices (2025). The Company has delivered BreathLogix devices to current and potential distributors in Australia, USA and other jurisdictions for evaluation and business development purposes. The Company is advancing distribution and sales partnerships and reviewing additional manufacturing partners and operations with its technologies (in various domestic and international jurisdictions) as it transitions from research and development to commercial rollout of its devices.

Recent developments of the Company include:

On May 15, 2024 (as amended on May 7, 2025), the Company and Omega Laboratories Inc. (“**Omega**”) entered into a strategic partnership and development agreement (“**SPDA**”) to advance the development and commercialization of the MBT. The Company and Omega agreed to key milestones, including validation of results using proprietary liquid chromatography–mass spectrometry methods, publication of validation results to industry journals, the entering into of potential large-scale studies, and testing agreements with Omega’s clients. Omega was also granted the right to appoint a director to the Board for so long as it holds at least 3,000,000 Common Shares, subject to certain conditions. As consideration, Omega received: (i) 1,000,000 Common Shares on execution of the SPDA; and (ii) 11,000,000 special warrants of the Company (the “**Special Warrants**”) which will vest and automatically convert into Common Shares upon the occurrence of specific milestones specified in the SPDA. The Special Warrants expire May 15, 2029, being five years from the date of execution of the SPDA.

On April 2, 2024, Dr. Phillip Olla joined the Board. The Company granted 2,700,000 incentive stock options (“**Options**”) to directors and consultants of the Company. 2,225,000 Options are exercisable at \$0.25 per Common Share for five years. 475,000 Options are exercisable at \$0.25 per Common Share for two years, subject to vesting provisions.

On November 26, 2024, the Company received a positive certification test report from accredited laboratory, CEcert GmbH, based in Germany, for its BreathLogix device. The certification is a prerequisite for the BreathLogix to be marketed in Australia.

On January 9, 2025, the Company confirmed updates to its BCU technology including a smaller, lightweight, and more ergonomic design and a new removable, rechargeable Li-ion battery. The BC was modified to be able to collect a single sample or dual sample consistent with federally regulated programs that require a simultaneous A and B sample collection. A new ambient air collection through a second cartridge, an “on demand” periodic quality assurance check, a new start-up self-check feature, and a streamlined user interface were introduced.

On January 24, 2025, the Company entered a memorandum of understanding with AlcoPro Inc. (“**AlcoPro**”) to establish preliminary marketing exposure of the MBT and BreathLogix to AlcoPro customers, gauge interest, and work toward a future distribution agreement.

On March 14, 2025, the Company granted 3,375,000 Options exercisable at \$0.54 per Common Share to officers, directors and consultants of the Company. 2,725,000 Options are exercisable for five years and 650,000 Options are exercisable for two years, subject to vesting conditions.

On March 14, 2025, Thomas Clarke resigned from the Board.

On March 18, 2025, Omega announced the development and validation of the MBT. The validation included a test method for the simultaneous quantification of Δ -9-tetrahydrocannabinol (THC), Δ -8-THC, cannabidiol (CBD), and cannabinol (CBN) in breath aerosols using the BCU and BC.

On April 4, 2025, the Company changed its auditor from Saturna Group Chartered Professional Accountants LLP to SHIM and Associates LLP.

On April 25, 2025, the Company entered into a non-exclusive distribution and sales agreement with Alco Prevention Canada for North America for its BreathLogix devices.

On May 5, 2025, the Company reported it had received notice from the U.S. National Highway Traffic Safety Association that the BreathLogix "Workplace Series" (WS) alcohol breathalyzer had met the U.S. Department of Transportation model specifications for breath alcohol screening devices. As a result of the approval, the BreathLogix WS will be added to the U.S. Federal Register Conforming Products List.

On May 14, 2025, the Company reported entering into a two-year exclusive distribution agreement with Breathalyser Sales & Service Pty Ltd. (based in Australia) for the territories of Australia, New Zealand and the Pacific Islands for BreathLogix devices.

On May 29, 2025, the Company reported entering into an agreement with Price Industries Ltd. as contract manufacture for its BreathLogix product line.

On June 5, 2025, the Company reported that Omega had delivered a Validation Packet (the "**Validation Packet**") for Omega's laboratory-developed test method to test THC in relation to the MBT technology. As a result of the Validation Packet delivery milestone completion, 3,000,000 of the Special Warrants were converted into Common Shares on June 2, 2025 in accordance with the SPDA.

On June 17, 2025 the United States Patent and Trademark Office issued a notice of allowance to the Company for patent application No. 18/1729,658 entitled, "*Contact-Free Breath Analysis Device and Method*".

On July 14, 2025, in accordance with the SPDA, the Company converted 2,000,000 of the Special Warrants into Common Shares upon receiving notice from Omega of its completion and delivery of validation white paper for submission to a peer reviewed journal.

On July 24, 2025 the Company held its annual general and special meeting of common shareholders. Resolutions passed at the meeting included the re-appointment of SHIM and Associates LLP as auditors for the ensuing year, and the election of five directors to the Board: Dr. Raj Attariwala, Dr. Phillip Olla, Ravinder Mlait, Bryan Loree, and William Corl.

On August 7, 2025, William (Bill) R. Corl joined the Board.

On September 30, 2025 the Company entered into its first sales agreement for its BreathLogix technology.

Effective October 15, 2025, the Company entered into an arm's length marketing agreement with Black Swan Solutions Inc. dba VHLA Media ("**VHLA**") to provide certain digital marketing services to the Company, including development of social media content and a marketing campaign distributed through online platforms, including Instagram, TikTok, Google, and via email through VHLA's mailing list. The agreement was for a term of three months and may be renewed or extended for subsequent periods if

mutually agreed upon by VHLA and the Company. As consideration, the Company paid VHLA a fee of C\$100,000 plus GST.

On October 27, 2025, the Company announced that the United States Patent and Trademark Office (USPTO) had granted patent No. 18/1729,658 entitled "Contact-Free Breath Analysis Device and Method" to the Company. This patent is centered on innovations made by the Company and its dual mode contactless (and traditional mouthpiece) breath capture and analysis technology used inside the BreathLogix device platform.

On October 22, 2025, the Company granted 2,500,000 Options to directors and consultants of the Company, exercisable at \$0.55 per Common Share. 700,000 Options are exercisable for five years. 800,000 Options are exercisable for two years and are subject to vesting provisions, 1,000,000 Options are exercisable for one year.

On November 7, 2025 the Company announced a non-brokered private placement (under the listed issuer financing exemption under Part 5A of National Instrument 45-106) for a minimum of 2,127,659 units and to a maximum of 4,255,319 units of the company at a price of 47 cents per unit. On December 30, 2025 the Company announced that it cancelled the non-brokered private placement and to reassess the Company's near-term capital requirements in early 2026.

On December 9, 2025 the Company reported that its Breath Collection Unit (BCU) has successfully passed electronic emissions testing in relation to Federal Communications Commission (FCC) standards.

On December 30, 2025 the Company reported receiving its first international distributor order from BreathLogix devices and related accessories from its exclusive distribution partner in Australia, Breathalyser Sales & Service Pty. Ltd.

On December 30, 2025 the company has entered into an arm's-length 30-day investor awareness campaign with ShareholdersIPR LLC to provide a research report, help disseminate the report through social media and on-line Web forums. As consideration for the services, the company paid \$2,450 (U.S.).

Material Facts

An investor of the Company holds a contractual participation right until May 15, 2026 in respect of future equity financings by the Company. The Company has received an executed waiver from such investor indicating that they will not exercise their participation right in connection with the Offering.

There are no material facts about the securities being distributed that have not been disclosed in this offering document or in any other document filed by the Company in the 12 months preceding the date of this offering document.

What are the business objectives that we expect to accomplish using the available funds?

The net proceeds of the Offering will be for the following business objectives over the next 12 months:

- Manufacturing inventory, and labour costs.
- General and administrative expenses (including investor relations) and unallocated working capital.

PART 3: USE OF AVAILABLE FUNDS

What will our available funds be upon the closing of the offering?

		Assuming Minimum Offering Only	Assuming 100% of Offering
A.	Amount to be raised by this Offering	\$500,000	\$1,000,000
B.	Selling commissions and fees ⁽¹⁾	\$40,000	\$80,000
C.	Estimated offering costs (e.g., legal, accounting, audit)	\$25,000	\$25,000
D.	Net proceeds of offering: D = A - (B+C)	\$435,000	\$895,000
E.	Working capital as at January 31, 2026 (estimate only)	\$1,248,000	\$1,248,000
F.	Additional sources of funding	Nil	Nil
G.	Total available funds: G = D+E+F	\$1,683,000	\$2,143,000

Notes:

- (1) Upon closing, finders' fees of up to 8% cash may be paid and Finder's Warrants ("Finder's Warrants") in an amount equal to up to 8% of the Units sold in the Offering may be issued. Each Finder's Warrant consists of one Warrant. Each Warrant shall entitle the holder to purchase one Common Share at a price of \$0.65 at any time on or before that date which is 24 months after the Closing Date, subject to the Acceleration Clause.

How will we use the available funds?

Description of intended use of available funds listed in order of priority⁽¹⁾⁽²⁾⁽³⁾	Assuming Minimum Offering Only	Assuming 100% of Offering
Manufacturing, inventory, labour costs	\$250,000	\$250,000
General and Administrative Expenses (including investor relations costs)	\$185,000	\$300,000
Unallocated Working Capital	\$0	\$345,000
Total	\$435,000	\$920,000

Notes:

- (1) The available funds will not be paid to insiders, associates or affiliates of the Company, except for normal course salaries or consulting fees currently paid by the Company to its employees, consultants, officers and/or directors. Certain insiders of the Issuer, including directors and officers of the Issuer (the "Insiders"), have advised the Issuer that they intend to participate in the Offering. The Insiders are expected to subscribe for securities issued in the Offering. All Insiders participating in the Offering will acquire Units on the same terms and conditions as arm's-length purchasers, and no Insiders will receive any preferential treatment, compensation, or other benefit in connection with their participation. There are no side agreements, understandings, or arrangements between the Issuer and any Insider relating to the Offering.
- (2) The most recent financial statements of the Company included a going-concern note. This Offering is intended to permit the Company to continue its operations, with the goal of advancing product development and manufacturing and is not expected to affect the decision to include a going-concern note in the next annual financial statements of the Company.
- (3) The above-noted allocation of capital represents the Company's current intentions based upon its present plans and business condition, which could change in the future as its plans and business conditions evolve. Although the Company intends to use the proceeds from the Offering as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary and may vary materially from that set forth above, as the amounts actually allocated and spent will depend on a number of factors, including the Company's ability to execute on its business plan. See "Cautionary Statement Regarding Forward-Looking Statements".

How have we used the other funds we have raised in the past 12 months?

The Company has not raised other funds in the past 12 months.

PART 4: FEES AND COMMISSIONS

Who are the dealers or finders that we have engaged in connection with this offering, if any, and what are their fees?

In connection with the Offering, the Company may: (i) pay cash finder's fees of up to 8% of the gross proceeds of the Offering and (ii) issue Finder's warrants in an amount equal to up to 8% of the Units sold in the Offering. The Finder's warrants will be issued pursuant to the listed issuer financing exemption and form part of the Offering under this offering document.

PART 5: PURCHASER'S RIGHTS

Rights of Action in the Event of a Misrepresentation

If there is a misrepresentation in this offering document, you have a right:

- (a) to rescind your purchase of these securities with the Company; or
- (b) to damages against the Company and may, in certain jurisdictions, have a statutory right to damages from other persons.

These rights are available to you whether or not you relied on the misrepresentation. However, there are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the securities.

If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations.

You should refer to any applicable provisions of the securities legislation of your province or territory for the particulars of these rights or consult with a legal adviser.

PART 6: ADDITIONAL INFORMATION

Where can you find more information about us?

A security holder can access the Company's continuous disclosure at www.sedarplus.ca and the Company's website at www.cannabixtechnologies.com.

PART 7: DATE AND CERTIFICATE

This offering document, together with any document filed under Canadian securities legislation on or after February 6, 2025, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

Dated February 6, 2026

(signed) "Rav Mlait"

Rav Mlait, Chief Executive Officer

(signed) "Bryan Loree"

Bryan Loree, Chief Financial Officer