

MustGrow Announces Non-Brokered LIFE Offering of Approximately \$2 Million

SASKATOON, Saskatchewan, Canada, May 25, 2026 – MustGrow Biologics Corp. (TSXV: MGRO; OTC: MGROF; FRA: 0C0) (the "**Company**" or "**MustGrow**"), is pleased to announce a non-brokered private placement of units (each, a "**Unit**") at a price of \$0.50 per Unit for aggregate gross proceeds to the Company of approximately \$2,000,000 (the "**LIFE Offering**"). The Company reserves the right to increase the size of the Offering, as further described in the offering document.

Each Unit will consist of: (i) one common share in the capital of the Company (each, a "**Common Share**"); and (ii) one Common Share purchase warrant (each, a "**Warrant**"). Each Warrant will be exercisable for a period of 60 months from the Closing Date (defined below) and will entitle the holder thereof to purchase one additional Common Share (each, a "**Warrant Share**") at an exercise price of \$0.70 per Warrant Share.

The Company intends to use the net proceeds raised from the LIFE Offering for inventory production for its mustard-derived organic biofertility product TerraSante™ and working capital and general corporate purposes.

Subject to the rules and policies of the TSX Venture Exchange (the "**TSXV**"), the securities issuable from the sale of Units to Canadian resident subscribers will not be subject to a hold period under applicable Canadian securities laws. Insiders and certain consultants that participate in the LIFE Offering would be subject to a four-month hold period pursuant to applicable policies of the TSXV.

There is an offering document related to the LIFE Offering that can be accessed under the Company's profile at www.sedarplus.ca and on the Company's website at www.MustGrow.ca. Prospective investors should read this offering document before making an investment decision.

It is expected that closing of the LIFE Offering will take place on or about June 11, 2026 or such other date(s) as may be determined the Company (the "**Closing Date**"). Closing of the LIFE Offering is subject to certain conditions including, but not limited to, receipt of all necessary approvals, including the approval of the TSXV.

The Units sold pursuant to the LIFE Offering will be offered in Canada pursuant to the listed issuer financing exemption from the prospectus requirement available under Part 5A of National Instrument 45-106 - *Prospectus Exemptions* as modified by Coordinated Blanket Order 45-935 *Exemptions from Certain Conditions of the Listed Issuer Financing Exemption*, in the United States pursuant to available exemptions from the registration requirements of the United States Securities Act of 1933 (the "**1933 Act**"), as amended, and in certain other jurisdictions outside of Canada and the United States provided that no prospectus filing or comparable obligation arises in such other jurisdiction.

As consideration for services, certain eligible finders may receive: (i) an aggregate cash fee equal up to 6.0% of the gross proceeds of the LIFE Offering from investors introduced to the Company by the finder; and (ii) non-transferable Common Share purchase warrants (the "**Finder's Warrants**") representing up to 6.0% of the aggregate number of Units sold to investors introduced to the Company by the finder. Each Finder's Warrant will entitle its holder to purchase one Common Share (a "**Finder Warrant Share**") at a price of \$0.70 per Finder Warrant Share for a 60-month period. The Finder Warrants and any Finder Warrant Shares issuable upon exercise thereof will be subject to a statutory hold period expiring four months and one day following the date of issue in accordance with applicable Canada securities laws.

MI 61-101 Compliance

It is anticipated that insiders of the Company may participate in the LIFE Offering, and any Units issued to insiders will be subject to a four month hold period pursuant to applicable policies of the TSXV. The issuance of Units to any insiders will be considered a "related party transaction" within the meaning of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). In respect of any such insider participation, the Company expects to rely on exemptions from the formal valuation requirements of MI 61-101 pursuant to section 5.5(a) and the minority shareholder approval requirements of MI 61-101 pursuant to section 5.7(1)(a), as the fair market value of the transaction, insofar as it involves interested parties, does not exceed 25% of the Company's market capitalization.

Not an Offer to Sell or Solicitation in the US

This news release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any of the securities in the United States or in any jurisdiction in which such offer, solicitation or sale would be unlawful. The securities have not been and will not be registered under the 1933 Act, or any state securities laws and may not be offered or sold within the United States or to, or for account or benefit of, U.S. Persons (as defined in Regulation S under the 1933 Act) unless registered under the 1933 Act and applicable state securities laws, or an exemption from such registration requirements is available.

About MustGrow

MustGrow Biologics Corp. is a provider of innovative biological and regenerative agriculture solutions designed to support sustainable farming. The Company's technology is centered on harnessing the natural defense mechanisms and organic compounds found in mustard seed and formulating them into organic biofertility, biostimulant, and biocontrol products. These solutions are designed to protect soil health and the soil microbiome, support plant health, and contribute to global food security through more sustainable agricultural practices. In the United States, MustGrow's flagship biofertility product, TerraSante™, is registered, organically certified, and commercially sold in key agricultural states, including California. Outside of North America, MustGrow is focused on collaborating with leading global agriculture companies, such as Bayer AG in Europe, the Middle East, and Africa, to commercialize its wholly owned proprietary products and technologies. The Company is dedicated to driving shareholder value through the commercialization and expansion of its intellectual property portfolio, which includes approximately 108 issued and pending patents. MustGrow is publicly traded on the TSX Venture Exchange under the symbol MGRO and has approximately 63.0 million common shares issued and outstanding, and approximately 76.7 million shares on a fully diluted basis.

For further details, please visit www.mustgrow.ca.

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MustGrow Forward-Looking Statements

Certain statements included in this news release constitute "forward-looking statements" which involve known and unknown risks, uncertainties and other factors that may affect the results, performance or achievements of MustGrow.

Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects", "is expected", "budget", "estimates", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might", "occur" or "be achieved". Forward-looking statements in this news release, including statements about: the LIFE Offering, the intended closing date of the LIFE Offering and if the LIFE Offering closes at all, the intended use of proceeds, and are subject to a number of risks and uncertainties that may cause the actual results of MustGrow to differ materially from those discussed in such forward-looking statements, and even if such actual results are realized or substantially realized, there can be no assurance that they will have the expected consequences to, or effects on, MustGrow. Important factors that could cause MustGrow's actual results and financial condition to differ materially from those indicated in the forward-looking statements include: risks relating to the Company's ability to complete the proposed LIFE Offering on the terms and timeline contemplated herein, or at all, including the receipt of conditional and final approvals from the TSXV and satisfaction of other closing conditions, and those risks described in more detail in MustGrow's annual information form for the year ended December 31, 2025 and other continuous disclosure documents filed by MustGrow with the applicable securities regulatory authorities which are available on SEDAR+ at www.sedarplus.ca. Readers are referred to such documents for more detailed information about MustGrow, which is subject to the qualifications, assumptions and notes set forth therein.

Neither the TSXV, nor their Regulation Services Provider (as that term is defined in the policies of the TSXV), nor the OTC Markets has approved the contents of this release or accepts responsibility for the adequacy or accuracy of this release.

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