*This amended and restated offering document pursuant to the listed issuer financing exemption under section 5A.2 of National Instrument 45-106 – Prospectus Exemptions as amended by Coordinated Blanket Order 45-935 – Exemptions from Certain Conditions of the Listed Issuer Financing Exemption (the "**Offering Document**") constitutes an offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities and to those persons whom they may be lawfully offered for sale. The securities offered under this Offering Document have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or any state securities laws, and may not be offered or sold within the United States or to, 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 state securities laws. This Offering Document does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby within the United States or to, or for the 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.*

***No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this Offering Document. Any representation to the contrary is an offence. This Offering (as defined below) may not be suitable for you, and you should only invest in it if you are willing to risk the loss of your entire investment. In making this investment decision, you should seek the advice of a registered dealer.***

**AMENDED AND RESTATED OFFERING DOCUMENT**
**(amending and restating the offering document of the Company dated February 17, 2026)**

**UNDER THE LISTED ISSUER FINANCING EXEMPTION**

**February 18, 2026**

**CARRIER CONNECT DATA SOLUTIONS INC.**
("**Carrier Connect**", the "**Company**" or the "**issuer**")

**What are we offering?**

| | |
|---|---|
| **Offering:** | The issuance of up to 6,562,500 units of the Company (each, a "**Unit**" and collectively, "**Units**") on a "commercially reasonable efforts" agency basis, at a price of $1.60 per Unit for gross proceeds of up to $10,500,000 (the "**Offering**"). Each Unit will consist of one common share in the capital of the Company (each, a "**Common Share**" and collectively, "**Common Shares**") and one half of one Common Share purchase warrant of the Company (each whole warrant, a "**Warrant**" and collectively, "**Warrants**"). Each Warrant will be exercisable to acquire one Common Share at a price of $2.10 per Common Share for a period of 24 months following the Closing Date (as defined below). |
| **Offering Price:** | $1.60 per Unit (the "**Offering Price**"). |
| **Offering Amount:** | Up to 6,562,500 Units for gross proceeds of up to $10,500,000. There is no minimum amount. |
| **Closing Date:** | The Offering is expected to close on or about February 26, 2026 (the "**Closing Date**"), or such other date as mutually agreed to between Canaccord Genuity Corp. and Beacon Securities Limited as co-lead agents and joint book runners, and the Company, each acting reasonably, such date being no later than 45 days from the date the Company issues a press release announcing the Offering. |
| **Exchange:** | The Common Shares are listed for trading on the TSX Venture Exchange (the "**TSXV**") under the symbol "CCDS" and on the OTCQB under the symbol "CCDSF". The Warrants to be issued pursuant to the Offering will not be listed for trading on any stock exchange. |

| | |
|---|---|
| **Closing Price:** | The closing price of the Common Shares on the TSXV, the Frankfurt Stock Exchange and the OTCQB on February 17, 2026 was $1.80, €1.09 and US$1.31, respectively. |

**Carrier Connect is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 – *Prospectus Exemptions,* as amended by *Coordinated Blanket Order 45-935 – Exemptions from Certain Conditions of the Listed Issuer Financing Exemption* (the "Order"). In connection with this Offering, the issuer represents the following is true:**

- **The issuer has active operations, and its principal asset is not cash, cash equivalents or its exchange listing.**
- **The issuer has filed all periodic and timely disclosure documents that it is required to have filed.**
- **The issuer is relying on the exemptions in Order and is qualified to distribute securities in reliance on the exemptions included in the Order.**
- **The total dollar amount of the 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 $25,000,000.**
- **The issuer will not close this Offering unless the issuer 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 issuer 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 issuer seeks security holder approval.**

## CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Offering Document contains "forward-looking statements" or "forward-looking information" within the meaning of applicable Canadian securities legislation (collectively "**forward-looking statements**"). Such statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company, or its mineral projects, or industry results, to be materially different from any future results, expectations, performance or achievements expressed or implied by such forward-looking statements or information. Such statements can be identified by the use of words such as "may", "would", "could", "will", "intend", "expect", "believe", "plan", "anticipate", "estimate", "scheduled", "forecast", "predict" and other similar terminology, or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved although not all forward-looking statements contain such identifying words. These statements reflect the Company's current expectations regarding future events, performance and results based on information currently available and speak only as of the date of this Offering Document. In making such statements or providing such information, the Company has made assumptions regarding, among other things: the Company's advancement of its development pipeline, including its ability to meet growing demand from prospective customers, and its ability to acquire new sites or transition sites through its pipeline to commercialization; the Company's plans to acquire and/or develop new sites across Canada and abroad, including the potential support to commercialize such sites and the next-generation architecture to be built at the sites, where appropriate; access to capital, including its ability to obtain additional financing on satisfactory terms, including financing necessary to advance the development of its projects, actively manage its liquidity and its approach to debt and equity issuances; the Company's expectations with respect to the terms of the Offering; the Company's expectations with respect to the use of proceeds and the use of the available funds following completion of the Offering; and the completion of the Offering and the expected Closing Date. All other assumptions contained in this Offering Document constitute forward-looking information.

Forward-looking statements involve significant risks and uncertainties, should not be read as guarantees of future performance or results, and will not necessarily be accurate indicators of whether or not such results will be achieved. A number of factors could cause actual results to differ materially from the results discussed in the forward-looking statements, including, but not limited to, unexpected changes in laws, rules or regulations, or their enforcement by applicable authorities, including potentially arbitrary action; the failure of parties to contracts with the Company to perform as agreed; failure of critical systems; geopolitical, social, economic, and other events and circumstances; competition from current and future competitors; risks related to power requirements; cybersecurity threats and breaches; hazards and operational risks; changes in leasing arrangements; Internet-related disruptions; dependence on key personnel; having a limited operating history; attracting and retaining customers; entering into new offerings or lines of business; price fluctuations and rapidly changing technologies; acquisition or construction of new data centers, data center expansions and improvements, or data center redevelopment; predicting facility requirements; strategic alliances or joint ventures; operating and expanding internationally; potential liquidity constraints; legal, regulatory, governmental, and technological uncertainties; physical risks related to climate change; involvement in legal proceedings; trading volatility; and effects of pandemics, wars, terrorism or acts of god. New risks may emerge from time to time and the importance of current factors may change from time to time and it is not possible for the Company to predict all such factors, changes in such factors and to assess in advance the impact of such factor on its business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements contained in this Offering Document. Further risks, uncertainties and assumptions include, but are not limited to, those applicable to the Company and described in the Company's filing statement dated January 31, 2025, which is available on the Company's profile on the System for Electronic Data Analysis and Retrieval (SEDAR+) at www.sedarplus.ca.

Further, any forward-looking statement speaks only as of the date on which such statement is made, and, except as required by applicable law, the Company undertakes no obligation to update any forward- looking statement to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events. New factors emerge from time to time, and it is not possible for management to predict all such factors and to assess in advance the impact of each such factor on the Company's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statement. There can be no assurance that such information or statements will prove to be accurate, and accordingly, readers should not place undue reliance on forward-looking statements.

*All of the forward-looking statements contained in this Offering Document are expressly qualified by the foregoing cautionary statements. Prospective investors should read this entire Offering Document and consult their own professional advisors to assess the income tax, legal, risk factors and other aspects of their investment.*

## SUMMARY DESCRIPTION OF BUSINESS

### What is our business?

Carrier Connect is a datacenter operator dedicated to providing best in class services primarily to the service provider market as well as enterprise clients. The Company provides carrier neutral datacenter facilities that encourage network interconnection and enable scalable growth conditions for its clients. Carrier operates a Tier II/III data center in Vancouver, British Columbia and a data center located in Perth, Australia.

Data centers are the physical locations that store computing machines and their related hardware equipment, such as servers, data storage drives and network equipment. Carrier specializes in delivering co-location and data center solutions to service providers, enterprises and businesses. As a carrier-neutral facility, Carrier's systems are fully independent and owned outright within its leased space. The current principal markets for Carrier are Metro Vancouver, Canada and Perth, Australia, where it serves clients who use its facilities either as their primary data center or as an ancillary site depending on their needs.

### Recent Developments

On December 4, 2025, the Company completed the acquisition of PureColo Inc., an established provider of carrier-neutral data centers in the Ottawa, Ontario region, offering colocation and server hosting for internet connectivity, geographical redundancy and disaster recovery. In consideration for the acquisition of the shares of PureColo Inc., the Company issued an aggregate of 4,606,704 Common Shares and paid approximately $2.3 million to former securityholders of PureColo Inc.

On December 23, 2025, the Company completed a non-brokered private placement resulting in the issuance of 833,333 units at a price of $0.90 per unit, for aggregate gross proceeds of approximately $750,000. Each unit was comprised of one common share and one-half of one common share purchase warrant, with each warrant entitling the holder to acquire one additional common share at a price of $1.35 until December 23, 2027.

On January 26, 2026, the Company entered into a non-binding letter of intent with Carbon60 Operating Co. Ltd., a leading provider of professional and managed services across multiple cloud platforms, pursuant to which the Company will acquire the principal business assets of the data center business owned and operated by Carbon60 in consideration for the payment of $1,750,000 in cash.

**Material Facts**

There are no material facts about the securities being distributed that have not been disclosed elsewhere 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 Company expects to use the net proceeds from the Offering towards the funding of strategic acquisitions, the repayment of the Vendor Take Back Loan (as defined below), capital improvements to, and expansion of, existing data centers, marketing initiatives and corporate staffing, and for working capital and general corporate purposes.

The primary business objective that the Company expects to accomplish using available funds following the completion of the Offering is to acquire additional data center assets and reduce existing debt. The Company believes that the related work to achieve this objective is expected to cost approximately $7.1 million in the aggregate and is currently targeted to be completed within the next 12 months. To complete data center acquisitions, targets will have to be identified, and definitive transaction documents negotiated. The Company also plans to use the net proceeds from the Offering to expand capacity and capabilities at its existing data centers in Vancouver, Perth and Ottawa over the course of the next 12 months at a cost of approximately $1.5 million. In addition, the Company intends to hire additional marketing and sales staff to increase customer acquisitions and fill available space at the Company's global suite of data centers, which is expected to be completed before the end of calendar 2026.

## USE OF AVAILABLE FUNDS

**What will our available funds be upon the closing of the Offering?**

| | | **Assuming 100% of Offering ($)** |
|---|---|---|
| A | Amount to be raised by the Offering | 10,500,000 |
| B | Selling commissions and fees | 630,000(1) |
| C | Estimated Offering costs (e.g., legal, accounting, audit) | 200,000 |
| D | Net proceeds of Offering: D = A – (B +C) | 9,670,000 |
| E | Estimated working capital as at January 31, 2026 | 1,070,000 |
| F | Additional sources of funding | Nil |
| G | Total available funds: G = D + E + F | 10,740,000 |

(1) The Company will pay the Agents a cash commission equal to 6.0% of the aggregate gross proceeds of the Offering. Pursuant to the Offering, certain "President's List" purchasers will be subject to a reduced cash commission of 3.0%. See "*Fees and Commissions*" below. The available funds above assume no sales are made to "President's List" purchasers. If sales are made to President's List purchasers, it will result in reduced commissions and an increase to the "Total available funds" set out in Row G of the table above.

**How will we use the available funds?**

The Company intends to use the available funds as follows:

| Description of Intended Use of Available Funds Listed in Order of Priority | Assuming 100% of Offering ($) |
|---|---|
| Acquisitions of Data Centers | 5,100,000 |
| Repayment of Vendor Take Back Loan(1) | 2,000,000 |
| Capital Improvements and Expansion of Data Centers | 1,500,000 |
| Marketing and Corporate Staffing | 1,190,000 |
| General corporate purposes | 650,000 |
| Unallocated working capital | 300,000 |
| **Total** | **10,740,000** |

(1) On July 23, 2025, the Company completed the acquisition of all of the outstanding shares of Nexion W1 DC Pty Ltd. from the Nexion Group Ltd., an arm's length party, for an aggregate purchase price of AUD $2.5 million, comprised of: (i) AUD $200,000 in cash paid at closing; (ii) AUD $100,000 payable six months following closing; and (iii) AUD $2.2 million under a secured vendor financing arrangement (the "**Vendor Take Back Loan**"), repayable over a 25-year term at 9.0% interest. The Company will use more than 10% of available funds to retire indebtedness related to the Vendor Take Back Loan.

The above noted allocation represents the Company's current intentions with respect to its use of proceeds based on current knowledge, planning and expectations of management of the Company. Although the Company intends to expend the proceeds from this 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 and financing objectives. The Company has generated negative cash flows from operating activities since inception and anticipates that it will continue to have negative operating cash flow until profitability from its operations is achieved. As a result, certain of the net proceeds from this Offering may be used to fund such negative cash flow from operating activities in future periods. See "*Cautionary Note Regarding Forward- Looking Statements*".

The most recently filed consolidated condensed interim financial statements of the Company for the period ended September 30, 2025 included a going concern note. Following the completion of the Offering, Carrier Connect will have adequate cash resources to fund its operations over the next 12 months in order to conduct its planned business objectives, meet its ongoing levels of corporate overhead and discharge its liabilities as they come due. The Offering is intended to strengthen the Company's balance sheet and permit the Company to continue its operations.

None of the available funds will be paid to an insider, associate or affiliate of the Company, except for normal course salaries or consulting fees currently paid by the Company to its employees, consultants, officers and/or directors.

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

| Date of Financing and Funds Raised | Intended Use of Funds | Variance between Intended and Actual Use of Funds | Impact of Variances on Ability to Achieve Business Objectives and Milestones |
|---|---|---|---|
| On March 10, 2025, the Company completed a non-brokered private placement and raised gross proceeds of $250,350 by issuing 1,669,000 Common Shares at a price of $0.15 per Common Share. | Working capital and general corporate purposes. | There is no variance to report between the intended and actual use of funds raised from the private placement. | N/A |
| On May 27, 2025, the Company completed a non-brokered private placement and raised gross proceeds of $1,000,000 through the issuance of 2,000,000 units at a price of $0.50 per unit. | Working capital and general corporate purposes. | There is no variance to report between the intended and actual use of funds raised from the private placement. | N/A |
| On November 10, 2025, the Company completed a non-brokered private placement and raised gross proceeds of approximately $4.34 million through the issuance of 6,204,397 units at a price of $0.70 per unit. | Funding of M&A, working capital and general corporate purposes. | There is no variance to report between the intended and actual use of funds raised from the private placement. | N/A |
| On December 23, 2025, the Company completed a non-brokered private placement and raised gross proceeds of approximately $750,000 through the issuance of 833,33 units at a price of $0.90 per unit. | Working capital and general corporate purposes. | There is no variance to report between the intended and actual use of funds raised from the private placement. | N/A |

## 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?**

| | |
|---|---|
| **Agents:** | Canaccord Genuity Corp. and Beacon Securities Limited (as co-lead agents and joint bookrunners, and collectively the "**Agents**"). |
| **Compensation Type:** | Cash commission and Broker Warrants |

| | |
|---|---|
| **Cash Commission:** | Cash commission equal to 6.0% of the gross proceeds of the Offering, subject to a reduction to 3.0% for certain "President's List" purchasers representing gross proceeds of up to a maximum of $250,000. |
| **Broker Warrants:** | The Company will issue to the Agents non-transferable broker warrants ("**Broker Warrants**") exercisable to acquire, in aggregate, that number of Common Shares as is equal to 6.0% of the number of Units sold in the Offering, at a purchase price of $1.60 per Common Share, for a period of 24 months following the Closing Date, subject to a reduction to 3.0% on the under of units sold to certain "President's List" purchasers representing up to a maximum of $250,000 of Units. |

**Do the Agents have a conflict of interest?**

To the knowledge of the Company, it is not a "related issuer" or "connected issuer" of or to any of the Agents, as such terms are defined in National Instrument 33-105 – *Underwriting Conflicts*.

## PURCHASERS' 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.**

## ADDITIONAL INFORMATION

**Where can you find more information about us?**

You can access the Company's continuous disclosure under its profile at www.sedarplus.ca. The Company's website address is www.carrierconnect.ca.

All dollar figures outlined in this Offering Document are expressed in Canadian dollars unless otherwise noted.

*Purchasers should read this Offering Document and consult their own professional advisors to asses the income tax, legal, risk factors and other aspects of their investment in the Units.*

## DATE AND CERTIFICATE

**This amended and restated Offering Document, together with any document filed under Canadian securities legislation on or after February 18, 2025, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.**

Dated: February 18, 2026

| | |
|---|---|
| *(signed) "Mark Binns"* | *(signed) "Zula Kropivnitski"* |
| Mark Binns | Zula Kropivnitski |
| Chief Executive Officer | Chief Financial Officer |