

Northstar Extends Maturing Convertible Debentures

CALGARY, AB, Feb. 17, 2026 /CNW/ - Northstar Clean Technologies Inc. (TSXV: ROOF) (OTCQB: ROOOF) ("**Northstar**" or the "**Company**") announces that it intends to enter into agreements to extend the maturity date of \$425,000 in convertible debentures (the "**February 2026 Tranche**") from the original maturity date of February 28, 2026 to February 28, 2027, with all terms associated with the February 2026 Tranche remaining unchanged. Under the February 2026 Tranche, the Company originally raised \$625,000.

"Of the total \$2.1 million in convertible debentures issued between December 2022 and February 2023, 98% have either been converted to common shares or will be extended in this restructuring," commented Greg Phaneuf, VP Corporate Development & CFO. "The extension of these debentures supports our balance sheet while we drive towards our production goals at the Empower Calgary facility and profitable operations. We look forward to providing a comprehensive operational update in the coming weeks."

Pursuant to prior conversions of the February 2026 Tranche, 200,000 common share purchase warrants are currently outstanding (the "**Warrants**"). In connection with the extension of the February 2026 Tranche, the Company also intends to extend the expiry date of the Warrants to February 28, 2027.

The extension of the expiry date of the Warrants and the extension of the February 2026 Tranche remains subject to the acceptance of the TSX Venture Exchange (the "**TSXV**").

The Company also announces that it intends to issue common shares to satisfy the interest owing at February 28, 2026 for the February 2026 Tranche. The Company expects to agree with the respective holders of the February 2026 Tranche to satisfy, in the aggregate, \$21,250 of interest through the issuance of 106,250 common shares. Of the total shares, 18,750 common shares are to be issued to insiders. Closing of the shares-for-debt transaction is subject to customary closing conditions, including the approval of the TSXV. All shares issued will be free of resale restrictions.

As certain insiders of the Company are to receive shares under the aforementioned shares-for-debt transaction and are to participate in the extension of the February 2026 Tranche, their participation is considered a "related party transaction" within the meaning of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). The Company intends to rely on the exemptions from the formal valuation and minority approval requirements of Policy 5.9 of the TSXV and MI 61-101 in respect of related party transactions contained in sections 5.5(b) and 5.7(1)(a) of MI 61-101, respectively.

About Northstar

Northstar is a Canadian waste to value technology company focused on the sustainable recovery and reprocessing of asphalt shingles. Northstar developed and owns a proprietary design process for taking discarded asphalt shingles, otherwise destined for already over-crowded landfills, and extracts the liquid asphalt for use in new hot mix asphalt shingle manufacturing and asphalt flat roof systems while also extracting aggregate and fiber for use in construction products and other industrial applications. Focused on the circular economy, Northstar plans to reprocess used or defective asphalt shingle waste back into its three primary components for reuse/resale with its first commercial scale up facility in Calgary, Alberta. As an emerging innovator in sustainable processing, Northstar's mission aims at leading the recovery and reprocessing of asphalt shingles in North America that would otherwise be sent to landfill addressing numerous stakeholder objectives.

U.S. investors can find current financial disclosure and Real-Time Level 2 quotes for the Company on <https://www.otcmarkets.com/>.

For further information about Northstar, please visit www.northstarcleantech.com.

On Behalf of the Board of Directors,

Aidan Mills


President & CEO, Director

Cautionary Statement on Forward-Looking Information

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release. The TSX Venture Exchange has neither approved nor disapproved the contents of this press release.


This press release may contain forward looking information within the meaning of applicable securities legislation, which forward looking information reflects the Company's current expectations regarding future events. Forward-looking statements are often identified by the words "may", "would", "could", "should", "will", "intend", "plan", "anticipate", "believe", "estimate", "expect", "aim" or similar expressions. Forward-looking statements in this press release include statements concerning: (i) Northstar's intention to extend the maturity date of the February 2026 Tranche; (ii) Northstar's expectation to achieve production goals and profitable operations; (iii) Northstar's intention to extend the expiry date of the Warrants; (iv) the anticipated issuance of common shares pursuant to the shares-for-debt transaction; and (v) Northstar's ability to become a leader in the recovery and reprocessing of asphalt shingles in North America. Such statements are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in the statements, including: risks related to factors beyond the control of the Company; inability of the Company to execute on its business plans; the Company may require additional financing which may not be obtainable or on favourable terms; economic uncertainty; and the risks and uncertainties which are more fully described under the heading "Risk Factors" in the Company's annual and quarterly management's discussion and analysis and other filings with the Canadian securities regulatory authorities under the Company's profile on SEDAR+. No assurance can be given that any of the events anticipated by the forward-looking statements will occur or, if they do occur, what benefits the Company will obtain from them. The Company does not undertake any obligation to update such forward looking information whether because of new information, future events or otherwise, except as expressly required by applicable law.

Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated, expected or aimed. Although the Company has attempted to identify important risks, uncertainties and factors which could cause actual results to differ materially, there may be others that cause results not to be as anticipated, estimated or intended and such changes could be material. The Company does not intend, and do not assume any obligation, to update the forward-looking statements except as otherwise required by applicable law.

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