

Forte Group Announces Closing of Non-Brokered Private Placement with Insider Participation

VANCOUVER, British Columbia – February 7, 2025 – **Forte Group Holdings Inc. (CSE:FGH) (OTC:FGHFF) (FSE:7BC0, WKN:A40L1Z)** (“**Forte Group**” or the “**Company**”), a diversified lifestyle and wellness consumer packaged goods company, announces that, effective February 6, 2025, it has closed its previously announced non-brokered private placement for common shares of the Company (each, a “**Common Share**”) at a price of \$0.60 per Common Share for aggregate gross proceeds of \$375,000 for a total of 624,999 Common Shares (the “**Offering**”).

The Company intends to use approximately \$45,000 of the proceeds raised from the Offering for general working capital purposes, and approximately \$330,000 for current and anticipated payables.

No finder’s fees were payable in connection with the Offering. All Common Shares issued in connection with the Offering are subject to a restricted period of four months and one day, expiring on June 7, 2025.

Marcello Leone, the Chief Executive Officer, Chairman and a director of the Company was issued 28,333 Common Shares under the Offering, which constituted a “related party transaction” within the meaning of Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). The issuance to the insider is exempt from the valuation requirement of MI 61-101 by virtue of the exemption contained in section 5.5(b) as the Company’s shares are not listed on a specified market and from the minority shareholder approval requirements of MI 61-101 by virtue of the exemption contained in section 5.7(a) of MI 61-101 in that the fair market value of the consideration of the Common Shares issued to the related party did not exceed 25% of the Company’s market capitalization.

None of the securities issued pursuant to the Offering have been or will be registered under the United States Securities Act of 1933, as amended (the “**1933 Act**”), and none of them may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the 1933 Act. This news release shall not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of the securities in any state where such offer, solicitation, or sale would be unlawful.

Audit Committee Changes

The Company has restructured its Audit Committee, appointing Dallas Pretty to replace John Campbell, effective February 4, 2025. The committee now comprises Mr. Howard Blank (Chair), Mr. Dallas Pretty, and Mr. Richard Coleman.

About Forte Group Holdings Inc.

Forte Group Holdings Inc. (CSE:FGH) (OTC:FGHFF) (FSE: 7BC0, WKN:A40L1Z) is a diversified lifestyle and wellness consumer packaged goods company. Forte Group develops and manufactures a range of alkaline and mineral-enriched beverages and nutraceutical supplements for both its TRACE brand and private-label clients. Based in British Columbia, Canada, Forte Group owns a pristine natural alkaline spring water aquifer and operates a 40,000-square-foot, Health Canada and HACCP-certified manufacturing facility near Osoyoos, British Columbia. The Company's distribution network includes traditional retail and e-commerce channels, delivering wellness-focused products directly to consumers through its innovative offerings.

On behalf of the Board of Directors:

Marcello Leone, Chief Executive Officer and Director
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Disclaimer for Forward-Looking Information

This news release contains forward-looking statements within the meaning of applicable securities laws. Forward-looking statements in this release relate to the anticipated use of proceeds from the Offering, including the allocation of funds for general working capital and payables. Forward-looking statements also include expectations regarding future financial and operational plans of the Company. These statements are based on current expectations and assumptions as of the date of this release. However, actual results may differ materially due to various risks and uncertainties, including market conditions, the Company's ability to execute its strategic objectives, and other risk factors that may affect actual results as outlined in the Company's public filings available on SEDAR+ (www.sedarplus.ca). The Company makes no assurances that the outcomes expressed or implied in these forward-looking statements will be realized and 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 by law.