

Forte Group Announces Strategic Initiatives to Strengthen Financial Position

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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 a non-brokered private placement financing (the "**Private Placement**"), consisting of the issuance of an aggregate of 200,000 common shares of the Company (the "**Shares**"), at a price of \$0.60 per Share for aggregate gross proceeds of up to \$120,000. The Shares will be subject to a statutory hold period expiring four months and one day from the date of issuance.

The Company intends to use the proceeds of the Private Placement for general working capital and outstanding payables. Closing of the Private Placement is anticipated to occur on or about February 24, 2025.

Insiders may participate in the Private Placement and will be considered a related party transaction subject to Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). The Company intends to rely on exemptions from the formal valuation and minority shareholder approval requirements provided under subsections 5.5(a) and 5.7(a) of MI 61-101 on the basis that participation in the Private Placement by insiders will not exceed 25% of the fair market value of the Company's market capitalization. No finder's fees are payable in connection with the Private Placement.

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. The securities being offered have not been, nor will they 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.

Proposed Conversion of Promissory Notes

The Company also announces that it intends to convert an aggregate principal amount of \$29,000 in secured promissory notes secured against its property near Bridesville, British Columbia issued by Naturo Group into Common Shares to arm's length holders at a price of \$0.48 per Common Share, for a total of 60,416 Common Shares (the "**Shares for Debt**

Arrangement"). All Common Shares issued in connection with the Shares for Debt Arrangement will be subject to a restricted period of four months and one day from closing.

Closing of the Shares for Debt Arrangement is anticipated to be on or about February 24, 2025 in accordance with the policies of the Canadian Securities Exchange.

None of the securities issued pursuant to the Shares for Debt Arrangement 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.

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:

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Disclaimer for Forward-Looking Information

This news release contains forward-looking statements within the meaning of applicable securities laws. These forward-looking statements include, but are not limited to, statements regarding the expected completion and timing of the Private Placement and the Shares for Debt Arrangement, the intended use of proceeds from the Private Placement for general working capital and outstanding payables, the expected participation of insiders in the Private Placement, and the conversion of secured promissory notes into Common Shares. Forward-looking statements reflect management's current beliefs, expectations, and assumptions as of the date of this release and are subject to significant risks,

uncertainties, and other factors that may cause actual results to differ materially. These risks and uncertainties include, but are not limited to: the Company's ability to complete the Private Placement and Shares for Debt Arrangement in a timely manner or at all; regulatory approvals and compliance requirements; market and economic conditions; consumer demand for the Company's products; the Company's ability to generate sufficient revenue to meet its financial obligations; risks associated with securing and maintaining financing; competition within the industry; and potential supply chain disruptions. Additionally, risks related to insider participation in the Private Placement and the Company's reliance on exemptions under Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions could impact the transaction's completion. The Company makes no assurance that the forward-looking statements will prove to be accurate and disclaims any obligation to update or revise these statements, whether as a result of new information, future events, or otherwise, except as required by law. For a more detailed discussion of these risks and other potential factors, please refer to the Company's public filings available on SEDAR+.

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