

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of the Company

Forte Group Holdings Inc. (the “**Company**”)
1108 West 8th Ave.
Vancouver, BC V6H 4C8

Item 2 Date of Material Change

April 21, 2025

Item 3 News Release

The news release dated April 21, 2025 was disseminated via Accesswire.

Item 4 Summary of Material Change

The Company announced that further to its news release dated April 8, 2025, it has settled debts in the total aggregate amount of \$546,695 into common shares (“**Common Shares**”) in the capital of the Company to arm’s length holders at a price of \$0.375 per common share, for a total of 1,457,852 Common Shares (the “**Shares for Debt Arrangement**”).

5.1 Full Description of Material Change

The Company announced that further to its news release dated April 8, 2025, it has settled debts in the total aggregate amount of \$546,695 into Common Shares in the capital of the Company to arm’s length holders at a price of \$0.375 per Common Share, for a total of 1,457,852 Common Shares. All Common Shares issued in connection with the Shares for Debt Arrangement are subject to a restricted period until August 22, 2025.

5.2 Disclosure for Restructuring Transactions

N/A

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

Dallas Petty, Chief Financial Officer
Telephone: (604) 989-6275

Item 9 Date of Report

April 22, 2025