

**SWEET EARTH COMMENTS ON TRADING ACTIVITY AT REQUEST OF
CANADIAN INVESTMENT REGULATORY ORGANIZATION AND ANNOUNCES
PRIVATE PLACEMENT**

Vancouver, British Columbia (February 23, 2024) – **Sweet Earth Holdings Corporation (CSE: SE) (FSE:1KZ1) (OTCQB: SEHCF)** (“**Sweet Earth**” or the “**Company**”) is issuing this press release in response to a request by the Canadian Investment Regulatory Organization (“**CIRO**”) to comment on recent trading activity of its stock.

The Company is not aware of any material undisclosed corporate developments and there have been no material changes in its business or affairs that have not been publicly disclosed that would account for the recent increase in the market price or trading volume of its common shares. The Company is unaware of any reason for the current market activity.

Private Placement

The Company also announces a non-brokered private placement offering (the “**Offering**”) of 250,000 units at a price of \$0.35 per unit (each, a “**Unit**”) for gross proceeds of up to \$87,500. Each Unit shall consist of one common share (a “**Common Share**”) of the Company and one whole Common Share purchase warrant (a “**Warrant**”). Each Warrant will entitle the holder thereof to acquire one additional Common Share at an exercise price of \$0.50 per Common Share for a period of 24 months from the date of issuance.

The net proceeds of the Offering are expected to be used to pay the Company’s payables and for general working capital purposes. The securities issued in connection with the Offering will be subject to a statutory hold period in Canada expiring four months and one day from the date of issuance. No Finder’s fees are payable in connection with the Offering.

The securities issued pursuant to the Offering have not, nor will they be registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons in the absence of U.S. registration or an applicable exemption from the U.S. registration requirements. This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in the United States or in any other jurisdiction in which such offer, solicitation or sale would be unlawful.

About Sweet Earth

Sweet Earth is a reporting issuer in the Provinces of British Columbia, Alberta and Ontario with its common shares listed on the CSE. Sweet Earth has been developing hemp and CBD related assets in Canada and the United States and is actively seeking new and different business opportunities.

ON BEHALF OF THE BOARD

“*Chris Cooper*”

Chris Cooper, CFO and Director

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Neither the CSE nor its regulation services provider accepts responsibility for the adequacy or accuracy of this release.

Certain statements contained in this news release may constitute forward-looking information. Forward-looking information is often, but not always, identified by the use of words such as “anticipate”, “plan”, “estimate”, “expect”, “may”, “will”, “intend”, “should”, and similar expressions. Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information. The Company’s actual results could differ materially from those anticipated in this forward-looking information as a result of regulatory decisions, competitive factors in the industries in which the Company operates, prevailing economic conditions, changes to the Company’s strategic growth plans, and other factors, many of which are beyond the control of the Company. The Company believes that the expectations reflected in the forward-looking information are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking information should not be unduly relied upon. Any forward-looking information contained in this news release represents the Company’s expectations as of the date hereof, and is subject to change after such date. The Company disclaims any intention or obligation to update or revise any forward-looking information whether as a result of new information, future events or otherwise, except as required by applicable securities legislation.

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