

SWEET EARTH ANNOUNCES NON-BROKERED PRIVATE PLACEMENT OF UNITS

Vancouver, British Columbia (December 13, 2024) – **Sweet Earth Holdings Corporation (CSE: SE) (FSE:1KZ1) (OTCQB: SEHCF)** (“**Sweet Earth**” or the “**Company**”) announces that it will proceed with a non-brokered private placement of up to 10,434,782 units of the Company (the “**Units**”) at \$0.115 per Unit for gross proceeds of up to \$1,200,000 (the “**Offering**”). Each Unit will be comprised of one common share in the capital of the Company (a “**Common Share**”) and one Common Share purchase warrant (each, a “**Warrant**”). Each Warrant will entitle the holder thereof to acquire one additional Common Share (a “**Warrant Share**”) at a price of \$0.15 per Warrant Share, for a period of 36 months from the closing date of the Offering.

The net proceeds of the Offering are expected to be used for payment of the Company’s payables and general working capital purposes. No finder’s fees are anticipated to be payable in connection with the Offering.

Closing of the Offering is subject to a number of conditions, including receipt of all necessary corporate and regulatory approvals, including the Canadian Securities Exchange. All securities issued in connection with the Offering will be subject to a statutory hold period of four months plus a day from the date of issuance in accordance with applicable securities legislation. The Offering is not subject to a minimum aggregate amount of subscriptions.

All references to currency in this news release are to Canadian currency. The Company shall obtain securityholder approval for the Offering, by consent resolution, in accordance with section 4.6(2) of CSE Policy 4 – *Corporate Governance, Security Holder Approvals and Miscellaneous Provisions*.

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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