

**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**

November 7, 2024

**Item 3 News Release**

The news release dated November 7, 2024 was disseminated via Accesswire.

**Item 4 Summary of Material Change**

The Company also announced that further to its press release dated October 31, 2024, it has converted the principal amount of \$47,064.70 of a secured promissory note issued by its wholly-owned subsidiary, Naturo Group Enterprises Inc. (“**Naturo Group**”), into common shares of the Company (each, a “**Debt Settlement Share**”) at a price of \$0.52 per Debt Settlement Share, for a total of 90,508 Debt Settlement Shares.

**Item 5 Full Description of Material Change**

The Company also announced that further to its press release dated October 31, 2024, it has converted the principal amount of \$47,064.70 of a secured promissory note issued by its wholly-owned subsidiary, Naturo Group, into Debt Settlement Shares at a price of \$0.52 per Debt Settlement Share, for a total of 90,508 Debt Settlement Shares. This conversion strengthens the Company’s balance sheet by reducing outstanding debt, thereby improving financial stability and enhancing the Company's overall financial position.

The Debt Settlement Shares are subject to a restricted period of four months and one day.

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.

**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**

John Campbell, Chief Financial Officer  
Telephone: 604.569.1414

**Item 9 Date of Report**

November 14, 2024