

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 15, 2024

Item 3 News Release

The news release dated November 19, 2024 was disseminated via Accesswire.

Item 4 Summary of Material Change

The Company announced the appointment of Davidson & Company LLP (the "**Successor Auditor**") as its new auditor effective as of November 15, 2024.

The Company has appointed Howard Blank as Chair of the Audit Committee, effective November 15, 2024. The Audit Committee comprises Howard Blank, Richard Coleman, and John Campbell.

Item 5 Full Description of Material Change

The Company announced the appointment of the Successor Auditor as its new auditor effective as of November 15, 2024.

The Successor Auditor replaces GreenGrowth CPAs Inc. (the "**Former Auditor**") as the Company's auditor. The Board of Directors and management of the Company would like to thank the Former Auditor for their excellent services. The change in auditor has been approved by the Company's Audit Committee and Board of Directors.

There were no reservations in the Former Auditor's reports in respect of the Company for any financial period during which Former Auditor was the Company's auditor or for any period subsequent to the most recently completed period for which an audit report was issued being December 31, 2023. There were also no reportable events between the Company and the Former Auditor or the Successor Auditor including disagreements, unresolved issues or consultations as defined in National Instrument 51-102, Continuous Disclosure ("**NI 51-102**"). A Notice of Change of Auditor together with the required letters from the Former Auditor and the Successor Auditor have been filed via SEDAR+ with each securities commission in each province or territory in Canada in which the Company is a reporting issuer.

Audit Committee

The Company has appointed Howard Blank as Chair of the Audit Committee, effective November 15, 2024. The Audit Committee comprises Howard Blank, Richard Coleman, and John Campbell.

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 22, 2024