



PRIME DRINK GROUP RAISES AN ADDITIONAL \$2.2 MILLION AND PROVIDES AN UPDATE ON THE TRIANI ACQUISITION

Montreal, Québec, October 16, 2024 – Prime Drink Group Corp. (CSE: PRME) (“Prime” or the “Company”) is pleased to announce that it has raised an additional aggregate total of approximately \$2,200,000 through:

- the closing of the third and final tranche of its previously announced non-brokered private placement financing of subscription receipts (the **“Subscription Receipt Offering”**) for gross proceeds of \$1,193,500, and
- the closing of a non-brokered private placement of Units (as defined herein) (the **“Unit Offering”**) for gross proceeds of \$1,000,000.

The Subscription Receipt Offering is being completed in connection with the previously announced transaction (the **“Transaction”**), whereby the Company will acquire all of the issued and outstanding shares (the **“Triani Shares”**) of Triani Canada Inc. (**“Triani”**) pursuant to an amended and restated share purchase agreement dated August 7, 2024 entered into by the Company, 9296-0186 Québec Inc. (**“9296”**), the shareholders of 9296, and Angelpart Ventures Inc., with respect to the Transaction.

Following the approval of the Transaction by the Company's shareholders on September 16, 2024, Prime has been working on the filing of the final documentation with the Canadian Securities Exchange (**“CSE”**) to receive conditional approval from the CSE and subsequently close the Transaction (the **“Closing”**). Prime expects the Closing to occur by the end of October 2024. For further information on the Transaction, please refer to the press releases of the Company dated January 22, 2024, May 8, 2024, May 15, 2024, May 22, 2024, July 31, 2024, August 14, 2024, and September 17, 2024.

“Since announcing the Triani acquisition, we have raised nearly \$9 million, a major accomplishment and a testament to Prime's potential,” said Alexandre Côté, President and CEO of Prime. “We are eager to close the Transaction so that we can work on growing the business for our shareholders.”

Third Tranche of Subscription Receipts Financing

The Company closed the third and final tranche of the Subscription Receipt Offering for gross proceeds of \$1,193,500 (the **“Third Tranche”**).

The Third Tranche consisted of the sale of 1,909,600 subscription receipts of the Company (the **“Subscription Receipts”**) at a price of \$0.625 per Subscription Receipt. Each Subscription Receipt will convert, without payment of any additional consideration and without any further action by the holder thereof, into five (5) common shares in the capital of Prime (the **“Common Shares”**), subject to adjustment, upon satisfaction or waiver of certain escrow release conditions (the **“Escrow Release**

Conditions”), including all of the conditions precedent required for the completion of the Transaction, pursuant to the terms of a Subscription Receipt Agreement (as defined herein).

The Subscription Receipts have been created and issued pursuant to the terms of a subscription receipt agreement (the “**Subscription Receipt Agreement**”) among Computershare Trust Company of Canada (the “**Subscription Receipt Agent**”) and the Company dated May 16, 2024, and as such may be amended from time to time. The gross proceeds from the sale of the Subscription Receipts shall be held in escrow by the Subscription Receipt Agent pending satisfaction or waiver of the Escrow Release Conditions.

The Subscription Receipts were offered by way of private placement pursuant to exemptions from prospectus requirements under applicable securities laws. The Subscription Receipts issued pursuant to the Third Tranche are subject to resale restrictions, including a hold period of four months and one day from the date of issuance, in accordance with applicable Canadian securities laws.

The Company will pay a cash finders’ fee in the amount of \$69,000 in connection with the closing of the Third Tranche, such amount equal to 6% of the proceeds received by the Company from subscribers to the Subscription Receipt Offering introduced to the Company by such arm’s length finders.

Unit Private Placement

The Company has also closed the Unit Offering with an accredited investor for gross proceeds of \$1,000,000 through the issuance of 1,000 units of the Company (a “**Unit**”) at a price of \$1,000 per Unit. Each Unit is comprised of 6,250 Common Shares and 6,250 share purchase warrants (the “**Warrants**”), resulting in the aggregate issuance of 6,250,000 Common Shares at a deemed price per share of \$0.16 and 6,250,000 Warrants. Each Warrant entitles the holder to purchase a Common Share at a price of \$0.16 per Common Share for a period of two (2) years.

All securities issued pursuant to the Unit Offering are subject to resale restrictions, including a hold period of four months and one day from the date of issuance, in accordance with applicable Canadian securities laws. The Unit Offering is subject to the final approval of the Canadian Securities Exchange and any other applicable regulatory approvals.

The Company intends to use the net proceeds of the Subscription Receipt Offering and the Unit Offering to fund the Transaction, to develop its business and for working capital.

About Prime Drink Group

Prime Drink Group Corp. (CSE: PRME) is a Québec-based corporation that aims to become a leading diversified beverage holding company. The Company currently owns more than 3.4 billion litres of Québec’s fresh groundwater reserves volume under permit and is strategically positioned to increase its holding. Under its new leadership team, the Company will seek to acquire, integrate, and grow beverage businesses in diversified sectors, with a focus on sustainable growth.

NOT FOR DISTRIBUTION TO UNITED STATES WIRE SERVICES OR DISSEMINATION IN THE UNITED STATES. THIS NEWS RELEASE DOES NOT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO BUY ANY OF THE SECURITIES IN THE UNITED STATES. THE SECURITIES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE “U.S. SECURITIES ACT”) OR ANY STATE SECURITIES LAWS AND MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES OR TO U.S. PERSONS UNLESS REGISTERED UNDER THE U.S. SECURITIES ACT AND

APPLICABLE STATE SECURITIES LAWS OR AN EXEMPTION FROM SUCH REGISTRATION IS AVAILABLE. THIS NEWS RELEASE DOES NOT CONSTITUTE AN OFFER OR SALE OF SECURITIES IN THE UNITED STATES.

For further information, please contact:

Jean Gosselin

Phone: (514) 394-7717

Email: info@prime-group.ca

Neither the Canadian Securities Exchange nor its Regulation Services Provider accepts responsibility for the adequacy or accuracy of this release.

Forward-Looking Information

This press release contains “forward-looking information” within the meaning of applicable Canadian securities legislation. Generally, forward-looking information can be identified by the use of forward-looking terminology such as “plans”, “expects” or “does not expect”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations (including negative and grammatical variations) of such words and phrases or statements that certain acts, events or results “may”, “could”, “would”, “might” or “will be taken”, “occur” or “be achieved”. Forward-looking information in this press release may include, without limitation, statements relating: (i) to the completion of the Transaction, (ii) the conversion of the Subscription Receipts upon satisfaction of the Escrow Release Conditions, (iii) receipt of all necessary approvals, including from the CSE, and (iv) the intended use of proceeds of the Subscription Receipt Offering and the Unit Offering.

These statements are based upon assumptions that are subject to significant risks and uncertainties, including risks regarding the beverage industry, the Transaction is completed as currently contemplated, all regulatory approvals are received for the Transaction and the offerings described herein, market conditions, general economic factors, and the equity markets generally. Because of these risks and uncertainties and as a result of a variety of factors, the actual results, expectations, achievements or performance of Prime may differ materially from those anticipated and indicated by these forward-looking statements. Any number of factors could cause actual results to differ materially from these forward-looking statements as well as future results. Although Prime believes that the expectations reflected in forward-looking statements are reasonable, they can give no assurances that the expectations of any forward-looking statements will prove to be correct. Except as required by law, Prime disclaims any intention and assumes no obligation to update or revise any forward-looking statements to reflect actual results, whether as a result of new information, future events, changes in assumptions, changes in factors affecting such forward-looking statements or otherwise.