



## PRIME DRINK GROUP ANNOUNCES CLOSING OF TRIANI CANADA ACQUISITION

**Montreal, Québec, November 1, 2024 – Prime Drink Group Corp. (CSE: PRME) (“Prime” or the “Company”)** announces it has closed its acquisition of all the issued and outstanding shares (“**Triani Shares**”) of Triani Canada Inc. (the “**Transaction**”) from 9296-0186 Québec Inc. (“**9296**”) and Angelpart Ventures Inc. (collectively, the “**Vendors**”), pursuant to the amended and restated share purchase agreement dated August 7, 2024 (the “**Amended and Restated SPA**”) entered into between the Vendors, the shareholders of 9296, and Prime.

All dollar figures provided herein are in Canadian dollars unless otherwise stated.

### **Acquisition of Triani**

Pursuant to the Amended and Restate SPA, Prime acquired the Triani Shares from the Vendors in consideration for:

- (i) CAD\$11,400,000 payable through the issuance of an aggregate of 91,200,000 common shares in the capital of Prime (“**Prime Shares**”) at a deemed price of \$0.125 per Prime Share; and
- (ii) the issuance of 11,200,000 common share purchase warrants (a “**Prime Warrant**”), each Prime Warrant is exercisable for one Prime Share at a price of \$0.125 per share and expires twelve (12) months from the closing date of the Transaction (the “**Closing Date**”).

In addition to the foregoing purchase price for the Triani Shares, subject to Triani achieving certain EBITDA targets, the Company shall pay to 9296, additional consideration in an amount of up to \$23,500,000 payable through the issuance of Prime Shares (the “**Bonus Consideration**”) at a deemed price of \$0.125 per share for any Bonus Consideration payable in the fiscal years ended March 31, 2025 and 2026, and \$0.16 per share for any Bonus Consideration payable in the fiscal year ended March 31, 2027.

In connection with the Transaction and in accordance with the policies of the Canadian Securities Exchange (the “**CSE**”), the Company has filed an updated listing statement dated October 30, 2024 (the “**Listing Document**”) on SEDAR+ and the CSE’s website, regarding the anticipated business of the Company post-closing of the Transaction and that includes the financial statements of Triani for the annual periods ended March 31, 2024 and 2023, as well as the interim financial statements of Triani for the period ended June 30, 2024.

### **Subscription Receipt and Unit Financing**

In connection with the closing of the Transaction, the proceeds raised from the issuance of a total of 12,275,400 subscription receipts of the Company (the “**Subscription Receipts**”) – issued at a price of \$0.625 per Subscription Receipt for aggregate gross proceeds of \$7,672,125, pursuant to a non-brokered best efforts private placement financing (the “**Subscription Receipt Offering**”) – were released from escrow and the Subscription Receipts were converted into a total of 61,377,000 Prime Shares at a ratio of five (5) Prime Shares for each outstanding Subscription Receipt. For further details on the Subscription Receipt Offering, see the press releases of the Company dated May 22, 2024, July 31, 2024, and October 16, 2024.

In addition and in connection with the Transaction, the Company closed an offering of units of the Company (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 was comprised of 6,250 Prime Shares and 6,250 share purchase warrants (the “**Unit Warrants**”), resulting in the aggregate issuance of 6,250,000 Prime Shares at a deemed price per share of \$0.16 and 6,250,000 Unit Warrants. Each Unit Warrant entitles the holder to purchase a Prime Share at a price of \$0.16 per Prime Share for a period of two (2) years.

As such, through the Unit Offering and Subscription Receipt Offering, the Company raised aggregate gross proceeds of \$8,672,125.

### Share Capitalization of the Company

After giving effect to the Transaction, the Subscription Receipt Offering, and the Unit Offering, the following securities of Prime are issued and outstanding as of the date hereof (subject to certain adjustments): (i) 337,173,212 Prime Shares, (ii) 17,450,000 warrants; and (iii) 5,500,000 stock options. For further details on the share capitalization of the Company post-closing of the Transaction, refer to the Listing Document available on the Company’s SEDAR+ profile.

### Principals of the Company

In connection with the closing of the Transaction, the Company is pleased to announce its board of directors as follows: Alexandre Côté, Antoine Alonzo (appointed as of the Closing Date), Raimondo Messina, Dominique Primeau, Germain Turpin, Jean-Denis Côté (appointed as of the Closing Date), and Samuel Cousineau Bourgeois (appointed as of the Closing Date). In addition, the Company is pleased to announce its executive management as follows:

- Alexandre Côté as Chief Executive Officer,
- Tristan Bourgeois-Cousineau as President,
- Joannie Couture as Vice President,
- Antoine Alonzo as Chief Financial Officer and Corporate Secretary, and
- Raimondo Messina as Chief Strategy Officer.

The principals of the Company hold an aggregate total of 151,036,121 Prime Shares as of closing of the Transaction. In accordance with the policies of the CSE, 109,096,000 Prime Shares are subject to an escrow agreement. For further details regarding the principals of the Company and the escrowed holdings, refer to the Listing Document available on the Company’s SEDAR+ profile.

### Summary of Select Financial Information

The following table sets forth selected financial information for Prime and Triani and should be read in conjunction with the respective annual and interim financial statements of Triani and Prime attached as Schedules to the Listing Statement.

	Triani for the Year-Ended March 31, 2024 (\$) (Audited)	Triani for the Three-Month Period Ended as at June 30, 2024 (\$)	Prime for the Year Ended as at December 31, 2023 (\$) (Audited)	Prime for the Six-Month Period Ended as at June 30, 2024 (\$)	Pro Forma as at June 30, 2024 (\$)
<b>Total revenues</b>	16,833,976	3,109,885	Nil	Nil	6,570,413
<b>Net income (loss)</b>	(12,903,691)	(4,004,389)	(1,004,791)	(796,802)	(9,188,018)
<b>Basic and diluted net income (loss) per Common Share</b>	(14.69)	(4.56)	(0.0070)	(0.0049)	(0.03)

<b>Total assets</b>	36,237,732	33,343,649	8,884,351	13,853,039	87,380,522
<b>Total liabilities</b>	57,593,187	58,703,493	109,516	5,649,845	57,078,121
<b>Shareholders' equity (deficiency)</b>	(21,355,455)	(25,359,844)	8,774,835	8,203,194	30,302,401

### **Resumption of Trading**

The Company anticipates that trading in the Prime Shares will resume on or about November 5, 2024.

### ***Early Warning Report filed pursuant to National Instrument 62-103 – The Early Warning System and Related-Take-Over Bid and Insider Reporting Issues.***

9296-0186 Québec Inc. (the “**Reporting Insider**”) has filed an early warning report as required under applicable Canadian securities laws as a result of the Reporting Insider acquiring Prime Shares pursuant to the Transaction.

Immediately prior to the closing of the Transaction, the Reporting Insider beneficially owned nil Prime Shares. Following the closing of the Transaction, the Reporting Insider beneficially owns or otherwise exercise control or direction over 75,200,000 Prime Shares, representing 22.30% of the Prime Shares issued and outstanding as at October 31, 2024.

The Prime Shares are held by the Reporting Insider for investment purposes. The Reporting Insider’s future holdings in securities of the Company may increase or decrease in accordance with applicable securities legislation and in consideration of various factors that they may deem appropriate, including, but not limited to, the Reporting Insider’s investment criteria, market conditions and as circumstances warrant.

Additional information in respect of the foregoing matters is available in the early warning reports that have been filed under the Company’s profile on [www.sedarplus.ca](http://www.sedarplus.ca).

### ***About Prime Drink Group***

Prime Drink Group Corp. (CSE: PRME) is a Quebec-based corporation focused on becoming a leading diversified beverage holding company. With the completion of the acquisition of Triani, Prime has become a fully integrated beverage brewer, from conception to sales. The Company also owns fresh groundwater rights totalling 3.4 billion litres of annual volume, making Prime the largest rights holder in Canada.

### ***About Triani***

As of closing of the Transaction, Triani became a wholly-owned subsidiary of the Company. Triani is a Québec-based company specializing in the production, bottling and sale of alcoholic and non-alcoholic beverages to a large client roster including prestigious brand names across North America. Triani produces and markets brands such as, Octane, Mojo, Baron, and Seagram malt-based alcoholic beverages, as well as non-alcoholic products under the Hickson brand. It also markets alcoholic and non-alcoholic microbrewery beers from Brasserie les 2 Frères (Hickson, Série Découverte, and Charles-Henri), as well as produces several other alcoholic beverages for both the Canadian and American markets.

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***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 state 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 to: (i) the completion of the Transaction, the timing thereof, and on the terms described herein, (ii) the Bonus Consideration to be paid to the Vendors; (iii) the resumption of trading of the Prime Shares; and (iv) the investment objectives of the Reporting Insider.

These statements are based upon assumptions that are subject to significant risks and uncertainties, including risks regarding the beverage industry, market conditions, general economic factors, management’s ability to execute its business plan, no adverse change in applicable regulations, and the equity markets generally. For a more complete set of risk factors pertaining to the Company post-closing of the Transaction, refer to the section “*Risk Factors*” in the Listing Document. 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.

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