

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Saltire Capital Ltd. (formerly FG Acquisition Corp.) (the “**Company**”)
1800-510 West Georgia Street
Vancouver, British Columbia
V6B 0M3

Item 2. Date of Material Change

September 25, 2024

Item 3. News Release

Attached as Schedule “A” is a copy of the press release relating to the material change on September 25, 2024, which was subsequently filed on the SEDAR+ (<https://www.sedar.com/>).

Item 4. Summary of Material Change

The Company announced the completion of its previously announced acquisition (the “**MDI Acquisition**”) of Strong/MDI Screen Systems, Inc. (“**MDI**”) pursuant to an acquisition agreement (the “**Acquisition Agreement**”) dated May 3, 2024 between the Company, Strong Global Entertainment, Inc. (“**Strong Global**”), MDI, FGAC Investors LLC (the “**FG Sponsor**”) and CG Investments VII Inc (the “**CG Sponsor**” and together with FGAC Investors LLC, the “**Sponsors**”). Pursuant to the MDI Acquisition, the Company issued 900,000 Series A preferred shares (“**Series A Preferred Shares**”) and 1,972,723 Common Shares in the capital of the Company, as partial consideration for all of the issued and outstanding shares of MDI, to Strong Global.

Simultaneously, with the closing of the MDI Acquisition (“**Closing**”), the Company completed an offering of 433,559 common shares (the “**Common Shares**”) at a price of \$10.00 per Common Share, for gross proceeds of approximately \$4.3 million on a private placement basis (the “**Private Placement**”).

Following Closing, the Company has the following securities issued and outstanding:

- 2,955 Common Shares, issued on conversion of the Company’s outstanding Class A Restricted Voting Shares, following the redemption of 803 Class A Restricted Voting Shares tendered for redemption in connection with Closing;

- 2,875,000 Common Shares, issued on conversion of the Company's outstanding Class B Shares;
- 1,972,723 Common Shares and 900,000 Series A Preferred Shares issued to Strong Global as partial consideration for the MDI Acquisition;
- 433,559 Common Shares, issued in connection with the Private Placement;
- 10,100,000 \$11.50 exercise price warrants to acquire Common Shares; and
- 1,500,000 \$15 exercise price warrants to acquire Common Shares.

The Corporation has reserved the symbols "SLT" and "SLT.WT" for the Common Shares and Warrants, respectively, and these securities commenced trading on the Toronto Stock Exchange ("TSX") on or about September 30, 2024.

On Closing, the Company changed its name from "FG Acquisition Corp." to "Saltire Capital Ltd.".

Item 5. Full Description of Material Change

For a full description of the material change, please see Schedule "A" attached hereto.

Item 6. Reliance on Subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officer

The name and business telephone number of the officer of the Company who can answer questions regarding this material change report is as follows:

Hassan R. Baqar
Chief Financial Officer
(847) 791-6817

Item 9. Date of Report

October 2, 2024

**SCHEDULE “A”
PRESS RELEASE**

See attached.

FG Acquisition Corp. Announces the Successful Completion of the Acquisition of Strong/MDI Screen Systems, Inc., approximately \$4.3 million Private Placement and launch of Saltire Capital Ltd.

All amounts expressed in United States dollars (US\$) unless otherwise noted

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TORONTO, Sept. 25, 2024 /CNW/ - FG Acquisition Corp. (TSX: FGAA.U) (TSX: FGAA.WT.U) ("**FGAC**" or the "**Corporation**"), a special purpose acquisition company, is pleased to announce the successful completion of the previously announced acquisition (the "**MDI Acquisition**") of Strong/MDI Screen Systems, Inc. ("**MDI**") by FGAC, pursuant to an acquisition agreement (the "**Acquisition Agreement**") dated May 3, 2024 between FGAC, Strong Global Entertainment, Inc. (NYSE: SGE) ("**Strong Global**"), MDI, FGAC Investors LLC (the "**FG Sponsor**") and CG Investments VII Inc (the "**CG Sponsor**" and together with FGAC Investors LLC, the "**Sponsors**"). The MDI Acquisition, together with the launch of FGAC's new investment platform, constitute FGAC's qualifying acquisition.

The Corporation is also pleased to announce it has completed an offering of 433,559 common shares (the "**Common Shares**") at a price of \$10.00 per Common Share, for gross proceeds of approximately \$4.3 million on a private placement basis (the "**Private Placement**"). The net proceeds from the Private Placement will be used to satisfy a portion of the purchase price in respect of the MDI Acquisition, to fund the Company's growth initiatives, for working capital and for general corporate purposes.

"We are excited to complete this qualifying acquisition previously presented to our shareholders and are pleased to anchor our unique investment platform with MDI, a leading global manufacturing and distribution business. Furthermore, the success of the Private Placement positions the Corporation very well to execute on its strategy" said Larry G. Swets, Jr., Executive Chair of Saltire Capital Ltd.

Concurrently with the closing of the MDI Acquisition ("**Closing**"), the Corporation has renamed itself Saltire Capital Ltd. ("**Saltire**"). Saltire intends to build and grow a portfolio of profitable and cash-flow generating private investments that would not otherwise be available to public market investors through its proprietary origination process and to maximize its intrinsic value on a per-share basis over the long-term by seeking to achieve superior investment performance commensurate with reasonable risk.

*"We are delighted to have finalized our acquisition of MDI and the launch of Saltire Capital Ltd. We firmly believe that, as we execute on our strategy, this platform will benefit both business owners and investors seeking a differentiated long-term platform", commented Andrew Clark, Chief Executive Officer of Saltire Partners, Inc. (the "**Manager**"), Saltire's external manager.*

Saltire Capital Ltd. is led by Larry G. Swets, Jr., as Executive Chairman, Andrew Clark as Chief Executive Officer, Hassan Baqar as Chief Financial Officer and Robert Clark as Chief Investment Officer, whose services will be provided pursuant to the Management Agreement (as defined below). The Corporation's board of directors consists of Larry G. Swets, Kyle Cerminara, Andrew

Clark, Shaun Alie, Robert Clark, Andrew B. McIntyre and Dr. Richard E. Govignon.

FGAC's Class A restricted voting shares (the "**Class A Restricted Voting Shares**") and share purchase warrants (the "**IPO Warrants**") are listed on the Toronto Stock Exchange (the "**TSX**"). In addition, the Corporation had 2,875,000 Class B shares (the "**Class B Shares**") issued and outstanding prior to Closing. The TSX has conditionally approved the listing of the Common Shares and Warrants and it is anticipated that they will be listed for trading on the TSX on or about September 27, 2024, subject to the TSX listing requirements. The Corporation has reserved the symbols "SLT" and "SLT.WT" for the Common Shares and Warrants, respectively.

Following Closing, the Corporation has the following securities issued and outstanding:

- 2,955 Common Shares, issued on conversion of the Corporation's outstanding Class A Restricted Voting Shares, following the redemption of 803 Class A Restricted Voting Shares tendered for redemption in connection with Closing;
- 2,875,000 Common Shares, issued on conversion of the Corporation's outstanding Class B Shares;
- 433,559 Common Shares, issued in connection with the Private Placement;
- 10,100,000 \$11.50 exercise price warrants to acquire Common Shares; and
- 1,500,000 \$15 exercise price warrants to acquire Common Shares.

As a result of the foregoing, on a non-diluted basis:

- the holders of Class A Restricted Voting Shares hold an ownership interest of approximately 0.06% in Saltire;
- the FG Sponsor and CG Sponsor hold a ownership interests of approximately 36.64% and 4.53%, respectively; and
- Strong Global holds an ownership interest of approximately 37.33%.

Saltire: Long-Term Capital Partner

Saltire's investment objectives are to provide shareholders with long-term total returns through capital appreciation by investing in securities of portfolio companies that will be actively managed and that the Manager believes are under-valued. The Manager, in evaluating potential investments, will focus on some of the following

- management strength, including experience, alignment and bench strength;
- top- and bottom-line growth opportunities, both organic and inorganic, including the degree of visibility into this growth and the opportunity for re-investment of capital in support of growth opportunities;
- operational execution and the sustainability of the business model, including barriers to entry, competitive position and durability of cash flows;
- profitability, including margin trajectory, operating leverage, free cash flow conversion, and per share compounding expectations;
- capital intensity, including returns on capital, capital expenditure requirements and balance sheet capacity; and
- corporate health and risk, including risk assessment and mitigation strategies.

Concurrently with Closing, Saltire has entered into a management agreement (the "**Management Agreement**") with Saltire Partners, Inc. (the "**Manager**"), which will provide management services to Saltire. Saltire's unique structure includes a 20% ownership position in the Manager, a stand-alone investment manager that will seek to develop, through organic growth and selected strategic acquisitions, a strong and differentiated asset management platform. The Manager also has executive responsibilities at Saltire, including investment and capital allocation decisions.

Saltire will seek to hold investments until it believes market valuations materially exceed inherent underlying valuation of the business, using traditional valuation metrics appropriate for each industry. In so doing, Saltire intends to be a permanent capital partner for the companies it invests in. Accordingly, Saltire's principal form of return will be through aggregating and compounding cash flows over the long-term

MDI Investment Highlights

MDI is a leading manufacturer and distributor of premium large format projection screens to the cinema industry in North America and around the globe. MDI has contractual relationships to supply screens to IMAX, AMC, Cinemark and many of the other major cinema operators worldwide. It also manufactures innovative screen support structures custom-built to adapt to virtually any venue requirement, with a unique self-standing modular construction that allows for easy assembly and adjustable size.

MDI also sells to non-cinema customers, such as theme parks, immersive attractions, and other entertainment venues as well as for use in training simulators. Some of these other customer verticals include the largest theme park operators in the world, immersive venues such as the Illuminarium and the immersive Van Gogh exhibits. MDI is also a subcontractor on several large government projects providing its projection screen technology for use in military training simulators.

MDI's management believes that MDI's screens are among the highest quality in the industry in terms of performance including the amount of gain (or brightness of the image reflected from the screen's surface), viewing angles, and other characteristics important to the viewing experience. The high-quality is driven by the innovative manufacturing process, focus on quality control and MDI's proprietary coatings. MDI's management believes that it is the only major screen manufacturer that develops and produces its own proprietary coatings, which are critical to the overall quality and continued innovation of MDI's screens.

Goodmans LLP acted as legal counsel to the Corporation and Gowling WLG acted as legal counsel to Strong Global and MDI.

Early Warning Disclosure

This press release is also being disseminated as required by National Instrument 62-103 – *The Early Warning System and Related Take Over Bids and Insider Reporting Issues* in connection with the filing of early warning reports by FG Sponsor and Strong Global in respect of their ownership positions in the Corporation.

FG Sponsor (i) purchased 38,580 Common Shares in the Private Placement, (ii) received 1,916,944 Common Shares on conversion of the Class B Shares, and (iii) acquired 4,889,608 IPO Warrants in connection with the put right relating thereto (the "**Warrant Put Right**"). Prior to the Closing, FG Sponsor owned or controlled 2,555,925 Class B Shares, 3,871,387 IPO Warrants, and 1,289,410 OTM Warrants. Immediately following Closing, FG Sponsor owned or controlled 1,936,234 Common Shares, 8,760,995 IPO Warrants, and 1,289,410 OTM Warrants.

Strong Global received 1,972,723 Common Shares and 900,000 series A preferred shares (the "**Series A Preferred Shares**") as consideration under the MDI Acquisition. Prior to the Closing, Strong Global did not own or control any securities of the Corporation. Immediately following Closing, Strong Global owned or controlled 1,972,723 Common Shares and 900,000 Series A Preferred Shares.

FG Sponsor and Strong Global hold their Common Shares, IPO Warrants and OTM Warrants, as applicable, for investment purposes. Each of them has a long-term view of the investment and may acquire additional securities including on the open market or through private acquisitions or sell the

securities including on the open market or through private dispositions in the future depending on market conditions, general economic and industry conditions, the Corporation's business and financial condition, and/or other relevant factors, and each such shareholder may develop such plans or intentions in the future.

A copy of the Early Warning Reports to be filed by FG Sponsor and Strong Global in connection with the transactions described above will be available on the Corporation's SEDAR+ profile at www.sedarplus.ca.

About MDI

MDI is a leading global manufacturer and distributor of premium large format projection screens and coatings. MDI supplies cinema screens to IMAX, AMC, Cinemark and many of the other major cinema operators worldwide. MDI also manufactures innovative screen support structures custom built to adapt to virtually any venue requirement. MDI also manufactures specially designed screens, haptic flooring and other solutions for theme parks, immersive applications such as interactive dark rides, 3D/4D theme park rides, flying theaters and motion simulators. MDI's manufacturing facility is located in Joliette, Quebec, Canada.

About Saltire

Saltire is a long-term capital partner that intends to invest in equity, debt and/or hybrid securities. It is intended that investments made by Saltire will consist of meaningful and influential stakes in carefully selected private companies that the Manager believes are under-valued businesses with high barriers to entry, predictable revenue streams, cash flows and defensive characteristics, with a view to significantly improve the fundamental value over the long-term. Although Saltire intends to primarily invest in private companies, Saltire may, in certain circumstances if the opportunity arises, also explore potential investments in public companies to the extent it is able to identify opportunities for take-private transactions that otherwise fall within Saltire's investment strategy. This opportunity will provide retail investors access to private and control-level investments typically reserved for larger players, while maintaining liquidity, as well as an ownership interest in the Manager.

Forward-Looking Statements

Certain statements in this news release are prospective in nature that constitute forward-looking information and/or forward-looking statements within the meaning of applicable securities laws (collectively, "**forward-looking statements**"). Forward-looking statements include, but are not limited to, statements concerning the completion and proposed terms of, and matters relating to, the expected impact of the MDI Acquisition on the business of MDI, the expected operations, financial results and condition of the Saltire following the MDI Acquisition, and MDI's and Saltire's business plans, strategies and growth prospects, opportunities for their respective investors, as well as other statements with respect to management's beliefs, plans, estimates and intentions, and similar statements concerning anticipated future events, results, outlook, circumstances, performance or expectations that are not historical facts.

Forward-looking statements generally, but not always, can be identified by the use of forward-looking terminology such as "outlook", "objective", "may", "could", "would", "will", "expect", "intend", "estimate", "forecasts", "project", "seek", "anticipate", "believes", "should", "plans" or "continue", or similar expressions suggesting future outcomes or events and the negative of any of these terms.

Forward-looking statements reflect management's current beliefs, expectations and assumptions and are based on information currently available to management. With respect to the forward-looking statements included in this news release, the Corporation has made certain assumptions with respect to, among other things, that the Corporation is capable of meeting and will meet its future objectives and strategies, that the Corporation's future projects and plans are achievable and

will proceed as anticipated, the Corporation's competitive position in its industry, the Corporation's ability to successfully predict and respond to client preferences and demand, availability of favourable regulations and government incentives affecting the industry and markets in which the Corporation operates, that the Manager will be able to identify suitable investment opportunities in Portfolio Companies and that the Corporation will be able to complete investments in such Portfolio Companies, competition, including from established and future competitors, the Manager's ability to attract and retain management and other employees who possess specialized knowledge and technical skills, and general economic and market growth rates, currency exchange and interest rates and competitive intensity.

Readers are cautioned not to place undue reliance on forward-looking statements, as there can be no assurance that the future circumstances, outcomes or results anticipated or implied by such forward-looking statements will occur or that plans, intentions or expectations upon which the forward-looking statements are based will occur. By their nature, forward-looking statements involve known and unknown risks and uncertainties and other factors that could cause actual results to differ materially from those contemplated by such statements. Factors that could cause such differences include, but are not limited to: inability to predict future results of operations and other operating metrics, which fluctuate from quarter to quarter, the impact of fluctuations in foreign currency exchange rates on earnings, the Corporation's failure to outperform its competitors and keep pace with industry and technological changes in an evolving and competitive market, failure to attract or retain clients or generate growth and revenue for the Corporation, the impact on the Corporation's growth and/or tax profile of applicable tax laws, damages or penalties imposed as a result of civil litigation or regulatory enforcement actions, the business of the Corporation being disrupted as a result of operational risks or otherwise, dependence on third party service providers, suppliers and other third-party relationships, non-performance or early termination of contracts, alleged infringement of the intellectual property rights of third parties, the Manager being unable to attract and retain skilled personnel and qualified management, changes in business, economic or political conditions impacting the Corporation's business and reputation, the Manager not being able to identify suitable investment opportunities in Portfolio Companies or the Corporation not being able to complete investments in such Portfolio Companies, the Corporation being unable to raise additional funds to meet its capital requirements, the Corporation not being able to continue as a going concern, Saltire failing to obtain or maintain adequate insurance coverage, losses arising from any misrepresentations in the representations, warranties and covenants of MDI or Strong Global pursuant to the Acquisition Agreement, which terminate on Closing, subsequent to the completion of the MDI Acquisition, the Corporation having to take write-downs or write-offs, restructuring or other charges, the TSX not approving the MDI Acquisition and the Corporation's securities for listing, the Corporation's ability to comply with continued listing standards, the MDI Acquisition's benefits not meeting the expectations of investors or securities analysts, there being no market for the Corporation's securities, fluctuations in the market price of the Common Shares, sales of Common Shares by significant shareholders, increases in the number of shares eligible for future resale in the public market and dilution as a result of Warrants, OTM Warrants, or other convertible or exchangeable securities becoming exercisable for Common Shares, the Warrants never being in-the-money, FGAC being unable to continue as a going concern and consummate a qualifying acquisition, the Corporation incurring significant expenses and devoting significant resources and management time as a result of being a public company, the Manager and the Corporation's executive officers having limited experience in managing a public company, the Corporation being unable to implement and maintain effective internal controls over financial reporting, securities or industry analysts not publishing research, or publishing inaccurate or unfavourable research about the Corporation, and the Corporation's management having broad discretion in the use of FGAC's escrowed funds and the net proceeds from a private placement.

All forward-looking statements included in and incorporated into this news release are qualified by these cautionary statements. Unless otherwise indicated, the forward-looking statements contained herein are made as of the date of this news release, and except as required by applicable law, the

Corporation does not undertake any obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

SOURCE FG Acquisition Corp.

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For further information: FOR FURTHER INFORMATION PLEASE CONTACT: Hassan R. Baqar, Chief Financial Officer, Saltire Capital Ltd., hbaqar@sequoiafin.com, or (847) 791-6817.

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