

March 29, 2022



FG ACQUISITION CORP. FILES FINAL PROSPECTUS FOR U.S.\$100,000,000 INITIAL PUBLIC OFFERING

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TORONTO, March 29, 2022 /CNW/ - On March 28, 2022, FG Acquisition Corp. (the "**Company**") filed a final prospectus (the "**Final Prospectus**") with the securities regulatory authorities in each of the provinces and territories of Canada, other than Quebec, in respect of the Company's proposed initial public offering (the "**Offering**") of U.S.\$100,000,000 of Class A restricted voting units (the "**Class A Restricted Voting Units**"). The Company has granted Canaccord Genuity Corp. and Raymond James Ltd., the underwriters of the Offering (the "**Underwriters**"), a 30-day non-transferable option following the closing of the Offering (the "**Closing**") to purchase up to an additional 1,500,000 Class A Restricted Voting Units, at a price of U.S.\$10.00 per unit, to cover over-allotments, if any, and for market stabilization purposes (the "**Over-Allotment Option**").

The aggregate gross proceeds from the distribution of the Class A Restricted Voting Units will be deposited into an escrow account and will only be released upon certain prescribed conditions. On March 29, 2022, the Company obtained a receipt for the Final Prospectus with the securities regulatory authorities in each of the provinces and territories of Canada, other than Quebec.

The Company is a newly organized special purpose acquisition company incorporated under the laws of British Columbia for the purpose of effecting, directly or indirectly, an acquisition of one or more business or assets, by way of a merger, amalgamation, arrangement, share exchange, asset acquisition, share purchase, reorganization, or any other similar business combination involving the Company within a specified period of time (a "**Qualifying Acquisition**"). The Company intends to complete a Qualifying Acquisition of assets and/or businesses in the financial services sector. Notwithstanding the forgoing, the Company is not limited to a particular industry or geographic region for the purpose of completing a Qualifying Acquisition.

The sponsors of the Company are FGAC Investors LLC and CG Investments VII Inc. (together, the "**Sponsors**"). The Company intends to leverage its management's and the Sponsors' extensive networks to find high-quality financial services sector business(es) located within North America and effect a Qualifying Acquisition.

Each Class A Restricted Voting Unit consists of one Class A restricted voting share (a "**Class A Restricted Voting Share**") and one-half of a share purchase warrant (each whole warrant, an "**IPO Warrant**"). On or immediately after the completion of a Qualifying Acquisition, each Class A Restricted Voting Share will automatically convert into a common share in the capital of the Company, subject to the terms described in the Final Prospectus.

Each IPO Warrant will become exercisable 65 days after the completion of a Qualifying Acquisition and will entitle the holder to purchase one Class A Restricted Voting Share at a price of U.S.\$11.50 for a period of five years after the completion of a Qualifying Acquisition, subject to the terms described in the Final Prospectus.

The Toronto Stock Exchange (the "**TSX**") has conditionally approved the listing of the Class A Restricted Voting Units, Class A Restricted Voting Shares, IPO Warrants and Sponsors' Warrants (as defined below). The Class A Restricted Voting Units will initially trade under the symbol "FGAA.V" until the Class A Restricted Voting Units are separated into Class A Restricted Voting Shares and IPO Warrants. The stock symbol "FGAA.U" has been reserved for the Class A Restricted Voting Shares and the stock symbol "FGAA.WT.U" has been reserved for the IPO Warrants and the Sponsors' Warrants. The Class A Restricted Voting Units are intended to begin trading on the TSX promptly after Closing. The Class A Restricted Voting Shares and IPO Warrants comprising the Class A Restricted Voting Units will initially trade as a unit, but it is anticipated that the Class A Restricted Voting Shares and IPO Warrants will begin trading separately approximately forty (40) days following Closing (or, if such date is not a trading day on the TSX, the next trading day on the TSX). However, no fractional warrants will be issued and only whole warrants will trade.

Prior to Closing, the Sponsors intend to purchase an aggregate of 2,875,000 Class B shares in the capital of the Company (the "**Founders' Shares**") for aggregate gross proceeds of approximately U.S.\$25,000. The Sponsors have agreed to relinquish up to 375,000 Founders' Shares to the Company without compensation depending on the extent to which the Over-Allotment Option (as defined below) is exercised, such that the Founders' Shares will represent twenty percent (20%) of the issued and outstanding shares of the Company (including all Class A Restricted Voting Shares and Class B shares in the capital of the Company, but assuming no exercise of any share purchase warrants).

Simultaneously with Closing, the Sponsors intend to purchase 1,500,000 share purchase warrants (the "**OTM Warrants**") at a price of U.S.\$0.10 per OTM Warrant and 4,150,000 share purchase warrants (or 4,350,000 warrants if the Over-Allotment Option is exercised in full) (the "**Sponsors' Warrants**") at a price of U.S.\$1.00 per Sponsors' Warrant. The OTM Warrants and the Sponsors' Warrants will become exercisable 65 days after the completion of the Qualifying Acquisition. Each OTM Warrant will entitle the holder to purchase one Class A Restricted Voting Share at a price of U.S.\$15.00 for a period of ten years after the completion of a Qualifying Acquisition, subject to the terms described in the Final Prospectus. Each Sponsors' Warrant will entitle the holder to purchase one Class A Restricted Voting Share at a price of U.S.\$11.50 for a period of five years after the completion of a Qualifying Acquisition, subject to the terms described in the Final Prospectus.

The IPO Warrants shall contain a right (the "**Warrant Put Rights**") to require the Sponsors to acquire such IPO Warrants (other than those held by our Sponsors) in connection with a Qualifying Acquisition, the extension of the permitted timeline for the Qualifying Acquisition or a winding-up of the Company, for U.S.\$1.25 per IPO Warrant. The applicable IPO Warrants shall be acquired by the Sponsors, subject to applicable law, immediately prior to the closing of the Qualifying Acquisition, the extension of the permitted timeline for the Qualifying Acquisition or in connection with a winding-up of the Company, as applicable. Warrant Put Rights shall be automatically exercised in connection with a winding-up of the

Company.

To facilitate the transfer of the IPO Warrants to the Sponsors pursuant to the Warrant Put Rights, concurrently with Closing, the Sponsors will deposit U.S.\$6,250,000 (the "**Warrant Put Rights Escrow Amount**") into escrow with an escrow agent. If the Over-Allotment Option is exercised, the Warrant Put Rights Escrow Amount will be increased by up to U.S.\$937,500, to a maximum of U.S.\$7,187,500, to the extent the Over-Allotment Option is exercised.

The Closing is expected to occur on or about April 5, 2022.

Norton Rose Fulbright Canada LLP is acting as legal counsel to the Company and FGAC Investors LLC. Goodmans LLP is acting as legal counsel to the Underwriters and CG Investments VII Inc.

The Offering is only being made to the public by prospectus. The Final Prospectus contains important detailed information about the securities being offered. Investors should read the Final Prospectus before making an investment decision.

This press release is not an offer of securities for sale in the United States, and the securities may not be offered or sold in the United States absent registration or an exemption from registration. The securities have not been and will not be registered under the United States Securities Act of 1933. A copy of the Final Prospectus is available on SEDAR at www.sedar.com.

Completion of the Offering is subject to the receipt of customary approvals, including stock exchange approvals.

About the Company

FG Acquisition Corp. is a newly organized special purpose acquisition company incorporated under the laws of British Columbia for the purpose of completing a Qualifying Acquisition. In addition, Robert I. Kauffman, a former co-founder and Principal of Fortress Investment Group., will serve as a Senior Advisor to the Company following the closing of the Offering.

About the Sponsors

FGAC Investors LLC is a limited liability company formed under the laws of Delaware and is controlled by Larry G. Swets, Jr., Hassan R. Baqar and D. Kyle Cerminara in their capacities as managers. CG Investments VII Inc. is a corporation formed under the laws of Ontario and is controlled by Canaccord Genuity Group Inc.

Forward-Looking Statements

*This press release contains "forward-looking information" and "forward-looking statements" (together "**forward-looking statements**") within the meaning of applicable Canadian securities legislation and applicable U.S. securities laws, which reflects the Company's and the Sponsors' current expectations regarding future events. Forward looking statements are often identified by terms such as "may", "should", "anticipate", "expect", "potential", "believe", "intend", "estimate" or the negative of these terms and similar expressions.*

Forward-looking statements in this press release include, but are not limited to, statements with respect to the Offering (including the terms, conditions, timing, anticipated use of proceeds, completion thereof, the Over-Allotment Option granted to the Underwriters and the obligations of the Sponsors), the Qualifying Acquisition (including the target business criteria, conditions, timing and completion thereof), the deposit of the gross proceeds from the Offering into an escrow account and the conditional release thereof, and TSX matters (including the listing and trading of certain securities of the Company).

Forward-looking statements are based on assumptions, including expectations and assumptions concerning: the Company's ability to complete the Offering, the financial services industry in North America and the Company's ability to complete a Qualifying Acquisition. While the Company considers these assumptions to be reasonable based on information currently available, they may prove to be incorrect. Readers are cautioned not to place undue reliance on forward-looking statements. In addition, forward-looking statements necessarily involve known and unknown risks, including, without limitation, risks associated with general economic conditions; adverse industry events; future legislative, tax and regulatory developments; and the factors discussed under "Risk Factors" in the Final Prospectus.

Readers are cautioned that the foregoing list is not exhaustive and other risks are set out in the Company's public disclosure record filed under the Company's profile on www.sedar.com. Readers are further cautioned not to place undue reliance on forward-looking statements as there can be no assurance that the plans, intentions or expectations upon which they are placed will occur. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. Forward-looking statements contained in this press release are expressly qualified by this cautionary statement and reflect our expectations as of the date hereof, and thus are subject to change thereafter. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as expressly required by applicable law.

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