

## **P2EARN ANNOUNCES PRIVATE PLACEMENT, NEW AUDITOR**

**VANCOUVER, BC**, March 29, 2023 – P2Earn Inc. (CSE: PXE; Frankfurt: WH4) (the “Company” or “P2E”) wishes to announce that the Company is proposing to complete a non-brokered private placement of a minimum of 4,666,666 Common Shares, for gross proceeds of \$350,000, and a maximum of 13,333,333 Common Shares (\$999,999.98) (the “**LIFE Offering**”).

### **LIFE Offering – Private Placement**

Pursuant to the LIFE Offering, the Company intends to issue on a non-brokered private placement basis, a minimum 4,666,666 Common Shares and a maximum of 13,333,333 Common Shares, at a price of \$0.075 per Common Share on a post-Consolidation basis for gross proceeds of min\$350,000 and max\$1,000,000.

There is an offering document (the “**Offering Document**”) related to the LIFE Offering that can be accessed under the Company’s profiles at [www.sedar.com](http://www.sedar.com); [www.cse.com](http://www.cse.com) and on the Company’s website at <http://p2earn.io>. Prospective investors should read the Offering Document before making an investment decision.

As disclosed in the Offering Document, the Company intends to use the net proceeds from the LIFE Offering for general working capital purposes.

The Common Shares offered as a part of the LIFE Offering shall be issued pursuant to the listed issuer financing exemption under Part 5A of National Instrument 45-106 - *Prospectus Exemptions* (the “**Listed Issuer Financing Exemption**”). Common Shares offered under the Listed Issuer Financing Exemption will not be subject to resale restrictions pursuant to applicable Canadian securities laws.

The LIFE Offering is anticipated to close in one or more closing dates prior to April 21, 2023, or such later date as the Company may determine. The closing is subject to certain conditions including, but not limited to, a minimum of \$350,000 in gross proceeds being raised by the LIFE Offering and the receipt of all necessary regulatory and other approvals, including the Company’s completion of its filing obligations under the policies of the CSE.

### **New Auditor**

The Company is further pleased to announce that it has engaged the services of Green Growth CPA’s of California, USA to replace its former auditor Smythe LLP who resigned last year. The new auditor is working with the Company to complete the Company’s audit for its year ended December 31, 2022.

### **For Further information:**

Eugene Valaitis, Director  
(214)-864-5958

*Certain statements contained in this press release constitute "forward-looking information" as such term is defined in applicable Canadian securities legislation. The words "may", "would", "could", "should", "potential", "will", "seek", "intend", "plan", "anticipate", "believe", "estimate", "expect" and similar expressions as they relate to the Company are intended to identify forward-looking information. All statements other than statements of historical fact may be forward-looking information, including but not limited to: completion of the Life Offering, if it is to complete at all; and intended use of proceeds of the Life Offering. Such statements reflect the Company's current views and intentions with respect to future events, and current information available to the Company, and are subject to certain risks, uncertainties and assumptions.*

*Many factors could cause the actual results, performance or achievements that may be expressed or implied by such forward-looking information to vary from those described herein should one or more of these risks or uncertainties materialize. Examples of such risk factors include, without limitation, credit; market (including equity, commodity, foreign exchange and interest rate); liquidity; operational (including technology and infrastructure); reputational; insurance; strategic; regulatory; legal; environmental; capital adequacy; the general business and economic conditions in the regions in which the Company operates; the ability of the Company to execute on key priorities, including the successful completion of acquisitions, business retention, and strategic plans and to attract, develop and retain key executives; difficulty integrating newly acquired businesses; the ability to implement business strategies and pursue business opportunities; disruptions in or attacks (including cyberattacks) on the Company's information technology, internet, network access or other voice or data communications systems or services; the evolution of various types of fraud or other criminal behavior to which the Company is exposed; the failure of third parties to comply with their obligations to the Company or its affiliates; the impact of new and changes to, or application of, current laws and regulations; decline of reimbursement rates; a novel business model; dependence on key suppliers; the overall difficult litigation environment; increased competition; increased funding costs and market volatility due to market illiquidity and competition for funding; the availability of funds and resources to pursue operations; critical accounting estimates and changes to accounting standards, policies, and methods used by the Company; the occurrence of natural and unnatural catastrophic events and claims resulting from such events; as well as those risk factors discussed or referred to in the Company's disclosure documents filed with the securities regulatory authorities in certain provinces of Canada and available at [www.sedar.com](http://www.sedar.com).*

*Should any factor affect the Company in an unexpected manner, or should assumptions underlying the forward-looking information prove incorrect, the actual results or events may differ materially from the results or events predicted. Any such forward-looking information is expressly qualified in its entirety by this cautionary statement. Moreover, the Company does not assume responsibility for the accuracy or completeness of such forward-looking information. The forward-looking information included in this press release is made as of the date of this press release and the Company undertakes no obligation to publicly update or revise any forward-looking information, other than as required by applicable law.*

**The CSE has not reviewed, approved or disapproved the content of this press release.**