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MANIFESTSEVEN ANNOUNCES THE CLOSING OF A CAD \$1.8 MILLION PRIVATE PLACEMENT

The Company Also Issues Shares For A Release And Settlement Agreement With A Former Director

IRVINE, Calif. – March 30, 2022 – [ManifestSeven Holdings Corporation](#) (formerly P&P Ventures Inc.) (CSE: MSVN; OTCMKTS: MNFSF) ("**M7**" or the "**Company**"), announces that it has completed the first tranche of a non-brokered private placement of units of the Company (the "**Units**") at a price of \$0.07 (CAD) per Unit for gross proceeds of up to \$2,100,000 (CAD) (the "**Offering**"). Each Unit consists of one Class A subordinate voting share (a "**Share**") and one-half of a Share purchase warrant (a "**Warrant**"). Each full Warrant will be exercisable into an additional Share at a price of \$0.25 (CAD) per Share for a period of 18 months, provided, however, that the Company is entitled to accelerate the expiry date of the Warrants to the date that is 30 days following the date the published volume-weighted average trading price of the Shares on the Canadian Securities Exchange (or such other stock exchange where the Shares are then listed) is greater than \$0.375 for a period of 10 consecutive trading days.

The first tranche of the Offering was entirely subscribed to by Mr. Sturges Karban, Chief Executive Officer and Director of the Company.

In this closing, the Company issued an aggregate of 25,823,494 Units to Mr. Karban for aggregate gross proceeds of \$1,807,645 (CAD). All securities issued in the Offering are subject to a four-month hold period in accordance with applicable Canadian securities laws and the policies of the Canadian Securities Exchange. The proceeds of the Offering will be used for general working capital.

The proceeds of the Offering will be used for general operating expenses.

The Company continues its previously announced strategic review, and the evaluation of a broad range of potential alternatives focused on maximizing shareholder value. The Company continues its efforts to monetize its non-core assets and operations and de-lever its balance sheet. Further, while the Company continues to be in default of certain debt obligations, it is in discussions with its noteholders regarding restructuring the outstanding debt and a range of strategic and financing alternatives.

In addition, the Company also announces that it has issued 6,300,000 Shares pursuant to a release and settlement agreement entered into between the Company and Mr. Daniel Sekers (the "**Sekers Agreement**"), in consideration for a release and expense reimbursements owed to Mr. Sekers, a former director of the Company. The Shares issued pursuant to the Sekers Agreements were issued at a deemed price of \$0.05 (CAD) per share are subject to a four-month hold period in accordance with applicable Canadian securities laws and the policies of the Canadian Securities Exchange (the "**Sekers Issuance**").

The independent directors of the Company, being Kristin Fox, Charles Parker and Scott Wessler (collectively, the "**Independent Directors**"), each of who is not a "related party" to Messrs. Karban or Sekers, have unanimously confirmed to the board of directors of the Company that: (i) the Company is in serious financial difficulty; (ii) the Sekers Issuance and the Offering are designed to improve the financial position of the Company, and (iii) the terms of the Sekers Issuance and the Offering are reasonable in the circumstances to the Company; and in light of the foregoing confirmations, that the Company satisfies the requirements to rely on the financial hardship exemption provided for under section 5.7(e) of Multilateral Instrument 61-101 in respect of obtaining minority approval for the transaction for the Sekers Issuance and the Offering.

ABOUT MANIFESTSEVEN:

[ManifestSeven Holdings Corporation](#) (CSE: MSVN; OTCMKTS: MNFSF) ("M7" or the "Company") operates an e-commerce portfolio that includes several respected ancillary companies and subscription services, including [Rolling Paper Deport](#), [Hippie Butler](#), and [Puff Pack](#). M7 is a publicly listed company on the Canadian Securities Exchange ("CSE") trading under the ticker symbol "MSVN". Additional information is available under the Company's SEDAR profile at www.sedar.com.

For the latest news, activities, and media coverage, please visit www.manifest7.com. To receive Company updates and be added to the email distribution list, please sign up [here](#).

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION AND STATEMENTS:

This press release contains "forward-looking information" within the meaning of applicable Canadian securities legislation. Such forward-looking information and forward-looking statements are not representative of historical facts or information or current condition, but instead represent only the Company's beliefs and assumptions regarding future events, plans or objectives, many of which, by their nature, are inherently uncertain and outside of the Company's control. This forward-looking information is based on certain assumptions made by management and other factors used by management in developing such information. Although the Company believes that the assumptions and factors used in preparing, and the expectations contained in, the forward-looking information and statements are reasonable, undue reliance should not be placed on such information and statements, and no assurance or guarantee can be given that such forward-looking information and statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information and statements. Factors that could cause the actual results to differ materially from those in forward-looking statements include regulatory actions, market prices, and availability of capital and financing, and general economic, market or business conditions. The forward-looking information and forward-looking statements contained in this press release are made as of the date of this press release, and the Company does not undertake to update any forward-looking information and/or forward-looking statements that are contained or referenced herein, except in accordance with applicable securities laws. All subsequent written and oral forward-looking information and statements attributable to the Company or persons acting on its behalf are expressly qualified in its entirety by this notice.

The securities of the Company referred to in this press release 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. Accordingly, the securities of the Company may not be offered or sold within the United States unless registered under the U.S. Securities Act and applicable state securities laws or pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws. This press release does not constitute an offer to sell or a solicitation of any offer to buy any securities of the Company in any jurisdiction in which such offer, solicitation or sale would be unlawful.

No stock exchange, securities commission or other regulatory authority has approved or disapproved the information contained herein. Neither the CSE nor its Market Regulator (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.

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