

# P2P GROUP LTD.

997 Seymour Street  
Vancouver, British Columbia, Canada V6B 3M1

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## NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON **MARCH 28, 2025**

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**NOTICE IS HEREBY GIVEN** that the **Annual General and Special** meeting (the “**Meeting**”) of **P2P GROUP LTD.** (the “**Company**”) will be held at Suite 1100 – 1111 Melville Street, Vancouver, British Columbia, on **Friday, March 28, 2025**, at **11:30AM** (Pacific Time) for the following purposes:

1. to receive the audited financial statements of the Company for the financial year ended September 30, 2024, together with the auditor’s reports thereon;
2. to fix number of directors at three (3) and to elect directors for the ensuing year;
3. to appoint Shim & Associates LLP, Chartered Professional Accountants, as the Company’s auditor for the ensuing year, and to authorize the directors to fix the remuneration to be paid to the auditor;
4. to consider and, if thought fit, pass an ordinary resolution of disinterested shareholders to confirm and approve the continuation of the equity incentive plan, as more particularly described in the attached management information circular in “*Section 3 - The Business of the Meeting*”;
5. to consider and, if thought fit, pass an ordinary resolution of disinterested shareholders to ratify and approve the grant of surplus options under the Equity Incentive Plan; and
6. to transact such other business as may properly come before the Meeting or any adjournments thereof.

The accompanying management information circular (the “**Information Circular**”) provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. Also accompanying this Notice are (i) Form of Proxy or Voting Instruction Form, and (ii) Financial Statement Request Form. Any adjournment of the Meeting will be held at a time and place to be specified at the Meeting.

Only shareholders of record at the close of business on **February 20, 2025**, will be entitled to receive notice of and vote at the Meeting. Shareholders are entitled to vote at the Meeting either in person or by proxy. Each common share (the “**Common Shares**”) is entitled to one vote.

**Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.**

**Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account, you are not a registered shareholder.**

**DATED** at Vancouver, British Columbia, this **21<sup>st</sup>** day of **February, 2025**.

BY ORDER OF THE BOARD OF DIRECTORS:

Signed: “*Ed Clarke*”

EDWARD PAGE CLARKE  
Chief Executive Officer