

P2P GROUP LTD. ANNOUNCES INCREASE TO PREVIOUSLY ANNOUNCED NON-BROKERED PRIVATE PLACEMENT

Vancouver, British Columbia – March 6, 2025 – P2P Group Ltd. (the “**Company**”) (CSE: PPB, FSE: 3QG), is pleased to announce that pursuant to strong demand, the previously announced financing has been increased from CAD\$750,000 with up to a further CAD\$250,000 in excess capacity to aggregate CAD\$1,250,000 (the “**Financing**”).

The Company will issue up to 9,615,384 units (“**Units**”) in the capital of the Company at a price of CAD\$0.13 per Unit, for gross proceeds of up to CAD\$1,250,000. Each Unit consists of one (1) common share (“**Share**”) and one share purchase warrant (each a “**Warrant**”). Each Warrant is exercisable by the warrant holder to acquire one additional Share at a price of \$0.18 if exercised within 12 months and \$0.25 if exercised after 12 months of issuance and before the 24 month expiry period, subject to acceleration. In the event the volume weighted average trading price of the Shares on the Exchange is greater than \$0.25 for a period of 10 consecutive trading days, the Company may accelerate the Warrant exercise period, requiring holders to act within 10 business days.

“The decision to increase the private placement reflects the strong interest from strategic investors and aligns with P2P Group’s ongoing initiatives in AI-driven technology across multiple sectors. As part of this financing round the Company welcomes some new strategic investors to the share register and additionally appreciates the ongoing support of existing investors” said Ed Clarke, CEO.

The Company will use the net proceeds of the Financing for general working capital to support the Company’s next phase of development and commercialization efforts and administration purposes.

The securities issued pursuant to the Financing are subject to a statutory hold period of four (4) months plus one (1) day from date of issuance.

Insiders may participate in the Financing, which is a “related party transaction” within the meaning of Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions (“**MI 61-101**”). The Company will rely on the exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 contained in subsections 5.5(a) and 5.7(1)(a) of MI 61-101 in respect of any related party participation in the Offering, as neither the fair market value of the subject matter of, nor the fair market value of the consideration for, the transaction, insofar as it involved the related parties, exceed 25% of the Company’s market capitalization.

The Company may pay finders fees, in cash, to registered persons in an amount up to 8% of the proceeds raised from persons introduced by the finder.

On behalf of the Board,

Edward Clarke
Chief Executive Officer

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The CSE has neither approved nor disapproved the contents of this news release. 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.

CAUTIONARY STATEMENT REGARDING “FORWARD-LOOKING” INFORMATION

This news release may contain forward-looking statements that are based on assumptions as of the date of this news release. Forward-looking statements are frequently characterized by words such as “anticipates”, “plan”, “continue”, “expect”, “project”, “intend”, “believe”, “anticipate”, “estimate”, “may”, “will”, “potential”, “proposed”, “positioned” and other similar words, or statements that certain events or conditions “may” or “will” occur. All such forward-looking statements involve substantial known and unknown risks and uncertainties, certain of which are beyond the Company’s control. The reader is cautioned that the assumptions used in the preparation of the forward-looking statements may prove to be incorrect and the actual results, performance or achievements could differ materially from those expressed in, or implied by, these forward-looking statements. Accordingly, no assurances can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do, what benefits, including the amount of proceeds, the Company will derive therefrom. Readers are cautioned that the foregoing list of factors is not exhaustive. The Company is under no obligation, and expressly 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.