

**P2EARN INC.**  
*formerly Aquarius AI Inc.*  
**First Canadian Place**  
**100 King Street West, Suite 5600**  
**Toronto, Ontario M5X1C9**

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**TO BE HELD ON MAY 30, 2023**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Shareholders (the "**Meeting**") of P2EARN Inc., formerly Aquarius AI Inc., (the "**Company**") will be held in Mission, British Columbia on **Tuesday, May 30, 2023 at 9:00 a.m.** (Vancouver Time) for the following purposes:

1. to receive the consolidated financial statements of the Company for the financial years ended December 31, 2022 and 2021 and the auditors' report thereon;
2. to fix the number of directors to be elected at the Meeting at four;
3. to elect directors of the Company for the ensuing year;
4. to appoint GreenGrowth CPA's as auditors of the Company for the ensuing year and to authorize the directors of the Company to fix the remuneration of the auditors; and
5. to transact such further or other business as may properly come before the Meeting and any adjournment(s) thereof.

The specific details of the foregoing matters to be put before the Meeting are set forth in the Management Information Circular (the "**Circular**") accompanying this notice. The Company's audited financial statements for the financial year ended December 31, 2022 and 2021 are available upon request to the Company or they can be found as filed on SEDAR at [www.sedar.com](http://www.sedar.com).

**This notice is accompanied by the Circular, either a form of proxy for registered shareholders or a voting instruction form for beneficial shareholders and a supplemental mailing list return card.** Shareholders who are unable to attend the Meeting in person are requested to complete, date and sign the enclosed form of proxy and to return it in the envelope provided for that purpose.

The Board of Directors of the Company has, by resolution, fixed the close of business on **April 25, 2023**, as the **record date**, being the date for the determination of the registered holders of common shares of the Company entitled to notice of and to vote at the Meeting and any adjournment or adjournments thereof.

Proxies to be used at the Meeting must be deposited with the Company, c/o the Company's transfer agent, Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1 no later than **12:00 p.m.** (Vancouver Time) on **May 26, 2023**, or no later than 48 hours (excluding Saturdays, Sundays and statutory holidays) prior to the date on which the Meeting or any adjournment thereof is held.

If you have any questions about the procedures required to qualify to vote at the Meeting or about obtaining and depositing the required form of proxy, you should contact Computershare Investor Services Inc. by telephone at 1-800-564-6253 (toll free in North America), by fax at 1-888-453-0330 or by e-mail at [service@computershare.com](mailto:service@computershare.com).

Non-registered shareholders who receive these materials through their broker or other intermediary are requested to follow the instructions for voting provided by their broker or intermediary, which may include the completion and delivery of a voting instruction form.

**SPECIAL MEASURES IN RESPONSE TO COVID-19 (CORONAVIRUS)**

**In view of the past COVID-19 outbreak, the Company encourages Shareholders not to attend the Meeting in person. The Company will limit the number of persons permitted to attend in person at the in-person location for the Meeting. The Company may take additional precautionary measures in relation to the Meeting. As always, the Company encourages Shareholders to vote prior to the Meeting.**

**The Company respectfully requests that any person who intends to attend the Meeting in person register with the Company at least 72 hours in advance and receive approval, by calling Kathryn Witter at 604-410-2277 or by email at [kathryn.witter@outlook.com](mailto:kathryn.witter@outlook.com).**

**The Company reserves the right to take any additional precautionary measures it deems appropriate in relation to the Meeting in response to further developments in respect of the COVID-19 outbreak including, if considered necessary or advisable, providing a virtual webcast version of the Meeting and/or hosting the Meeting solely by means of remote communication, placing restrictions on in-person attendance, or postponing or adjourning the Meeting. Changes to the Meeting date and/or means of holding the Meeting may be announced by way of news release. If applicable and as appropriate, the Company will provide required information on the logistical details of a virtual or hybrid Meeting including how a shareholder can remotely access, participate in and vote at a Meeting. An amended Circular will not be mailed out in the event of changes to the Meeting format.**

**DATED** at Vancouver, British Columbia this 28<sup>th</sup> day of April, 2023.

**BY ORDER OF THE BOARD OF DIRECTORS**

*(signed) "Jesse Dylan"*

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Jesse Dylan, Executive Chairman

**PLEASE VOTE. YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE COMPLETE, SIGN AND DATE THE ENCLOSED FORM OF PROXY AND PROMPTLY RETURN IT IN THE ENVELOPE PROVIDED.**