

P2EARN INC. ANNOUNCES APPOINTMENT OF ANDY WU AS CFO

Vancouver, British Columbia – May 28, 2024 – P2Earn Inc. (the "**Company**") (CSE: PXE) (FSE: WH4), is pleased to announce the appointment of Andy Wu as the Company's Chief Financial Officer effective as of May 27, 2204. Mr. Wu will replace Leonard Schmidt, who has resigned as the Company's Chief Financial Officer.

Mr. Wu is an experienced businessman who currently serves as a CEO and specializes in executive management services, including corporate development, investor relations, financial reporting, company filings, budgeting and overseeing corporate governance, while achieving company objectives and maintaining internal cost controls. Mr. Wu has a Bachelor of Business Administration in accounting. In addition, Mr. Wu has worked with numerous companies in the food and beverage industry.

The Company wishes to thank Mr. Schmidt for his contributions to the Company and wishes him well in his future endeavors.

For further information:

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Cautionary Note Regarding Forward-Looking Statements

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. 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 Sedarplus.ca.

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 and does not accept responsibility for the adequacy or accuracy of this release.