

P2EARN INC. ANNOUNCES PROPOSED DEBT SETTLEMENT

Vancouver, British Columbia – June 17, 2024 – P2Earn Inc. (the "**Company**") (CSE: PXE) (FSE: WH4), is pleased to announce that Company proposes to issue 24,100,000 Shares (the "**Settlement Shares**") at \$0.01 per Settlement Share to settle aggregate debt of \$241,000 owed from prior loans advanced to the Company by Jesse Dylan, a former director. Mr. Dylan resigned as director on May 14, 2024. The Settlement Shares are subject to a statutory hold period expiring four months and one day from the date of issuance in accordance with applicable Canadian securities laws and the policies of the Canadian Securities Exchange.

For further information:

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Neither the Canadian Securities Exchange nor its regulation services provider accepts responsibility for the adequacy or accuracy of this news release.

Cautionary Note Regarding Forward-Looking Statements: This release includes certain statements and information that may constitute "forward-looking information" within the meaning of applicable Canadian securities laws. All statements in this news release, other than statements of historical facts, including statements regarding future estimates, plans, objectives, timing and assumptions or expectations of future performance are forward-looking statements and contain forward-looking information. Generally, forward-looking statements and information can be identified by the use of forward-looking terminology such as "intends" or "anticipates", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "should", "would" or "occur". Forward-looking statements are based on certain material assumptions and analysis made by the Company and the opinions and estimates of management as of the date of this news release. These forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking statements or forward-looking information. Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements or forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. Readers are cautioned that reliance on such information may not be appropriate for other purposes. The Company does not undertake to update any forward-looking statement, forward-looking information or financial out-look that are incorporated by reference herein, except as required by applicable securities laws.