

**Form 51–102F3**  
**MATERIAL CHANGE REPORT**

**Item 1. Name and Address of Company**

P2Earn Inc. (the “**Company**”)  
1090 Homer Street  
Suite 150  
Vancouver, BC V6B 2W9

**Item 2. Date of Material Change**

June 27, 2024

**Item 3. News Release**

A news release dated June 27, 2024, was disseminated, and subsequently filed on SEDAR.

**Item 4. Summary of Material Change**

The Company announced a debt settlement transaction.

**Item 5.1. Full Description of Material Change**

The Company announced that it has completed the debt settlement transaction previously announced on June 17, 2024. Pursuant to such debt settlement, the Company settled an aggregate of \$241,000 in outstanding bona fide loan debt (the “**Debt**”) owed to a former director of the Company (the “**Creditor**”). The Company settled the Debt through the issuance to the Creditor of 24,100,000 common shares in the capital of the Company at a deemed price of \$0.01 per common share (the “**Settlement Shares**”).

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.

**Item 5.2. Disclosure for Restructuring Transactions**

Not applicable.

**Item 6. Reliance on subsection 7.1(2) of National Instrument 51–102**

Not applicable.

**Item 7. Omitted Information**

No information was omitted.

**Item 8. Executive Officers**

The following officer of the Company is knowledgeable about the material change and this Material Change Report and may be contacted:

Alex Lineton, Chief Executive Officer  
Telephone: 604-687-1224

**Item 9. Date of Report**

July 5, 2024