

P2Earn Inc Announces filing of Corrective Disclosure Pursuant to OSC Review

Vancouver BC, February 15, 2024 P2Earn Inc (CSE: PXE) (FSE: WH4) announces that further to the review by the Ontario Securities Commission ("OSC") of the Company's continuous disclosure, and a subsequent request from OSC staff in connection therewith, the Company has made corrective disclosure with respect to the following documents:

- Notice of Change of Auditor upon appointment of successor auditor pursuant to Subsection 6 of 4.11 of NI 51-102;
- Received response from former auditor commenting pursuant to Subsection 5 of 4.11 of NI 51-102
- Received response from successor auditor commenting pursuant to Subsection 6 of 4.11 of NI 51-102
- Filed on SEDAR a Reporting Package upon change of Auditor and appointment of successor auditor pursuant to Subsection 1 of 4.11 of NI 51-102;
- Issued a news release in the form of the notice set out in subsection 7 of 4.11 of NI 51-102

Corrective disclosure was requested by OSC staff in connection with the Company's change of Auditor and appointment of Successor Auditor. Corrective disclosure addresses various deficiencies identified under Section 4.11 of NI 51.102 Change of Auditor.

As a result of having to provide such corrective disclosures, the Company will be placed on the public list of Refiling and Errors (the "List") in accordance with SN 51-711 and will remain on the List for a period of three years from the date of refiling the corrective disclosure.

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, including but not limited to completion of the Life Offering, if it is to complete at all; and intended use of proceeds of the Life Offering. 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 www.sedar.com.

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, approved, or disapproved the content of this press release.

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