



PesoRama Announces Senior Unsecured Convertible Debenture Offering of up to C\$16M to Retire Senior Debt

TORONTO, ON – (May 15, 2026) – [PesoRama Inc.](#) (TSXV:PESO) (OTC Pink:PSSOF) (FSE:ZE6) ("**PesoRama**" or the "**Company**"), a Canadian company operating dollar stores in Mexico under the JOi Dollar Plus brand, is pleased to announce that it intends to complete a marketed public offering of up to 16,000 senior unsecured convertible debentures (the "**Convertible Debentures**") for gross proceeds to the Company of C\$16.0 million (the "**Offering**"). Canaccord Genuity Corp. (the "**Lead Agent**") is acting as Lead Agent and sole bookrunner for the Company in connection with the Offering.

The Company has granted the Agents an option (the "**Overallotment Option**"), exercisable in whole or in part within 30 days of the Closing Date, to increase the size of the Offering by up to 2,400 additional Convertible Debentures for up to C\$2,400,000 in additional aggregate principal amount of Convertible Debentures. If the Overallotment Option is exercised in full, the aggregate gross proceeds of the Offering will be up to C\$18,400,000.

Each Convertible Debenture will be issued in the principal amount of C\$1,000 and will be unsecured. The principal amount of each Convertible Debenture will be convertible into common shares of the Company ("**Common Shares**"), at the option of the holder at a conversion price of \$0.91 (the "**Conversion Price**"), which represents a 30% premium to the volume-weighted average trading price of the Common Shares on the TSX Venture Exchange (the "**TSXV**") for the ten consecutive trading days immediately preceding the date of the public announcement of the Offering. The Convertible Debentures will mature on the date that is 36 months from the Closing Date (the "**Maturity Date**"). The principal amount outstanding under each Convertible Debenture will bear interest at a fixed rate of 9.0% per annum, payable in cash, semi-annually in arrears on the last day of June and December in each year, commencing on December 31, 2026. At any time after the sixth month following the Closing Date, if the volume-weighted average trading price of the Common Shares on the TSXV for ten consecutive trading days equals or exceeds 150% of the Conversion Price then in effect, the Company will have the right to require the holders of all outstanding Convertible Debentures to convert their Convertible Debentures into Common Shares at the Conversion Price then in effect. The Company will also have a repayment right, exercisable after the first six months following the Closing Date, to repay the principal amount outstanding in cash at par plus a premium of 4% (months 7–12), par plus 2% (months 13–24), or at par (months 25–36), upon not less than 30 calendar days' notice.

The net proceeds of the Offering will be used to repay outstanding senior debt.

Upon closing, the Company will pay the Agents a cash commission equal to 5.0% of the aggregate gross proceeds of the Offering and will issue compensation warrants ("**Compensation Warrants**") to the Agents equal to 2.0% of the aggregate number of Common Shares issuable upon conversion of the Convertible Debentures. Each Compensation Warrant will be exercisable for 24 months following the Closing Date to acquire one Common Share at an exercise price equal to \$0.70, being the last closing price of the Common Shares on the TSXV immediately preceding the public announcement of the Offering.

The Offering is expected to close on or about June 1, 2026, or such other date as may be agreed to by the Lead Agent and the Company (each such date, a "**Closing Date**").

Closing of the Offering is subject to receipt of all necessary corporate and regulatory approvals, including the approval of TSXV. The Convertible Debentures will be distributed (i) in Canada through the filing of a short form prospectus with the appropriate securities authorities in each of the provinces of Canada, except Quebec (the "**Canadian Jurisdictions**") and (ii) jurisdictions other than the Canadian Jurisdictions where the Convertible Debentures may be lawfully sold on a basis exempt from the prospectus, registration and similar requirements of any such jurisdictions.

CP LLP is acting as counsel to the Company with Dentons Canada LLP acting as counsel for the Agents in connection with the Offering.

This news release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any of the securities in the United States or in any jurisdiction in which such offer, solicitation or sale would be unlawful. The securities have not been and will not be registered under the 1933 Act, or any state securities laws and may not be offered or sold within the United States or to, or for account or benefit of, U.S. Persons (as defined in Regulation S under the 1933 Act) unless registered under the 1933 Act and applicable state securities laws, or an exemption from such registration requirements is available.

April 23 Press Release Clarification

Further to the Company's press release dated April 23 regarding the close of its \$10.04M financing, and in addition to the cash finder's fees which were paid and listed in that press release, the Company also paid a finder's fee of \$17,500 to BMO Nesbitt Burns.

About PesoRama Inc.

PesoRama, operating under the JOi Dollar Plus brand, is a Mexican value dollar store retailer. PesoRama launched operations in 2019 in Mexico City and the surrounding areas targeting high density, high traffic locations. PesoRama's 40 stores (including 5 stores opening in May and June) offer consistent merchandise offerings which include items in the following categories: household goods, pet supplies, seasonal products, party supplies, health and beauty, snack food items, confectionery and more. For more information visit: <http://pesorama.ca>.

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Cautionary Note

This press release contains "forward-looking information" within the meaning of applicable securities laws, including, among other things, statements regarding the completion of the Offering, the Closing Date and the intended use of proceeds of the Offering. While the Company believes that the expectations reflected in this forward-looking information are reasonable, undue reliance should not be placed on them

because the Company can give no assurance that they will prove to be correct. Readers are cautioned to not place undue reliance on forward-looking information. Actual results and developments may differ materially from those contemplated by these statements, including due to changes in consumer behaviour, general economic factors, the ability of the Company to execute its strategies, the availability of capital and the risk factors which are discussed in greater detail in the "Risk Factors" section of the Company's annual information form for the year ended January 31, 2025 and filed under the Company's profile on www.sedarplus.ca. The statements in this press release are made as of the date of this release. PesoRama undertakes no obligation to comment on analyses, expectations or statements made by third-parties in respect of PesoRama, its securities, or its financial or operating results (as applicable).

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.