P2 Gold Announces Convertible Debenture Interest Payment and Conversion Price Increase

VANCOUVER, BC, Jan. 7, 2025 /CNW/ - **P2 Gold Inc.** ("P2" or the "Company") (TSX-V: PGLD) (OTCQB: PGLDF) reports that under the terms of the convertible debentures (the "Convertible Debentures") issued on March 4, 2024 and March 14, 2024 (*see news releases dated March 5, 2024 and March 14, 2024*), (a) it has elected to satisfy its obligation to pay accrued interest in shares of the Company and (b) the conversion price will increase to $0.10 per share from $0.07 per share on February 1, 2025.

Convertible Debenture Interest Payment

At December 31, 2024, Convertible Debentures having an aggregate value of $1,374,500 were outstanding (Convertible Debentures having an aggregate value of $290,500 were converted into shares of the Company prior to December 31, 2024). The Company has elected to pay an aggregate of $51,967.42 in interest accrued on the $1,374,500 of Convertible Debentures by issuing to such debenture holders for the interest payment (the "Interest Payment") due December 31, 2024 an aggregate of 822,467 common shares of the Company.

The Company will pay to each such debenture holder approximately 598.38 common shares per $1,000 principal amount of Convertible Debentures held as at the applicable interest payment record date. Under the terms of the Convertible Debentures, no fractional common shares will be delivered upon payment of the interest obligation. The issuance of common shares in payment of interest remains subject to the approval of the TSX Venture Exchange (the "Exchange"). The common shares to be issued in respect of the Interest Payment will be subject to a hold period of four months from the date of issuance.

A director and officer of the Company is a holder of Convertible Debentures. As a result, the Interest Payment is considered to be a "related party transaction" under Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Interest Payment in respect of this individual is exempt from the minority approval and formal valuation requirements of MI 61-101 pursuant to subsections 5.5(b) and 5.7(1)(a) of MI 61-101 as neither the fair market value of the debt, nor the fair market value of the shares to be issued in settlement of the debt, exceeds 25% of P2's market capitalization.

Increase in Conversion Price of Convertible Debentures

Under the terms of the Convertible Debentures, a holder may elect to convert the outstanding net principal amount, or any portion thereof, into shares of the Company at a conversion price of $0.07 per share up to January 31, 2025 and $0.10 per Share from February 1, 2025 up to January 31, 2026.

About P2 Gold Inc.

P2 Gold is a mineral exploration and development company focused on advancing its gold-copper Gabbs Project on the Walker Lane Trend in Nevada. A positive preliminary economic assessment has outlined a long-life, mid-size mine at Gabbs with annual average production of 104,000 ounces gold and 13,500 tonnes copper over a 14.2 year mine life.

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

Forward Looking Information

This press release contains "forward-looking information" within the meaning of applicable securities laws that is intended to be covered by the safe harbours created by those laws. "Forward-looking information" includes statements that use forward-looking terminology such as "may", "will", "expect", "anticipate", "believe", "continue", "potential" or the negative thereof or other variations thereof or comparable terminology. Such forward-looking information includes, without limitation, information with respect to the Company's expectations, strategies and plans for its exploration and development projects.

Forward-looking information is not a guarantee of future performance and is based upon a number of estimates and assumptions of management at the date the statements are made. Furthermore, such forward-looking information involves a variety of known and unknown risks, uncertainties and other factors which may cause the actual plans, intentions, activities, results, performance or achievements of the Company to be materially different from any future plans, intentions, activities, results, performance or achievements expressed or implied by such forward-looking information. See "Risk Factors" in the Company's annual information form for the year ended December 31, 2023, dated March 21, 2024 filed on SEDAR at www.sedar.com for a discussion of these risks.

The Company cautions that there can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, investors should not place undue reliance on forward-looking information.

Except as required by law, the Company does not assume any obligation to release publicly any revisions to forward-looking information contained in this press release to reflect events or circumstances after the date hereof.

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