

## PowerBand Provides Update on Executive Share Transfers

Portions of this press release are being issued pursuant to Multilateral Instrument 62-104 - *Take-Over Bids and Issuer Bids* and National Instrument 62-103- *The Early Warning System and Related Take-Over Bid and Insider Reporting Issues*.

**TORONTO, ON** (May 17, 2022) - **PowerBand Solutions Inc.** (TSXV:PBX) (OTCQB:PWWBF) (Frankfurt:1ZVA) ("**PowerBand**", "**PBX**" or the "**Company**"), a comprehensive e-commerce solution transforming the online experience to sell, trade, lease, and finance vehicles, wishes to provide an update with respect to the transfer of rights to 44,188,828 common shares of the Company held by Kelly Jennings to an arm's length lender (the "**Lender**"), previously announced by press release on May 4, 2022.

The Company has concluded that full title to these shares was transferred to the Lender for the term of the loan, with that same number of shares to be returned to Mr. Jennings upon the loan repayment and assuming no uncured event of default. Title to the shares was transferred by Mr. Jennings to the Lender in a number of tranches, and then appear to have been sold by the Lender on the open market, over time. Based on a review of public filings, the Company's share registry, limited discussions with the Lender, and assuming that any new 10% or 20% holder would comply with their own securities filing obligations, the Company has concluded that no new 10% or 20% holder of the Company's voting shares was created pursuant to these share transfers. The Company remains of the view that Mr. Jennings share transfers to the Lender do not represent a "change of control" of the Company (as defined by the policies of the TSX Venture Exchange and applicable securities laws).

### About PowerBand Solutions Inc.

PowerBand Solutions Inc., listed on the TSX Venture Exchange and the OTCQB markets, is a fintech provider disrupting the automotive industry. PowerBand's integrated, cloud-based transaction platform facilitates transactions amongst consumers, dealers, funders, and manufacturers (OEMs). It enables them to buy, sell, trade, finance, and lease new and used, electric and non-electric vehicles, on any phone, tablet or PC connected to the internet. PowerBand's transaction platform – being trademarked under DRIVRZ™ – is being made available across North American and global markets.

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### Filing of Early Warning Report by Kelly Jennings

Kelly Jennings announces that he has transferred an aggregate of 44,188,828 common shares of the Company ("**Common Shares**") to an arm's length lender pursuant to a series of loan transactions with the lender that occurred between January 2021 and April 2022 (the "**Dispositions**")

Mr. Jennings previously held 44,188,828 Common Shares, representing approximately 21.97% of the issued and outstanding Common Shares of the Company (based on 201,155,336 Common Shares being issued and outstanding). Following the Disposition, Mr. Jennings currently holds no Common Shares, however upon repayment of the loan and assuming no uncured event of default prior to maturity, the lender is to return 44,188,828 common shares of the Company to Mr. Jennings. Mr. Jennings does not hold any incentive stock options or other convertible securities.

The Disposition was made in stages in accordance with the terms and conditions of a series of loan agreements, and Mr. Jennings received USD \$12,044,072 in loan proceeds from the Dispositions. Mr. Jennings continues to dispute certain terms of the loan agreements. Depending on market conditions and other factors, Mr. Jennings may from time to time acquire and/or dispose of Common Shares or other securities of the Company, whether in the open market, by private placement issuance, by privately negotiated agreement or otherwise. A report respecting the Dispositions will be filed by Mr. Jennings with the applicable securities commissions using the System for Electronic Document Analysis and Retrieval (SEDAR).

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

#### **FORWARD-LOOKING STATEMENTS**

*This news release contains forward-looking statements relating to the Company and other statements that are not historical facts. Forward-looking statements are often identified by terms such as "will", "may", "should", "anticipate", "expects" and similar expressions. All statements other than statements of historical fact, included in this release, including, without limitation, statements regarding future plans and objectives of the Company, are forward looking statements that involve risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements.*

*The reader is cautioned that assumptions used in the preparation of any forward-looking information may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted, as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of the Company. As a result, we cannot guarantee that any forward-looking statement will materialize, and the reader is cautioned not to place undue reliance on any forward-looking information. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated.*

*Forward-looking statements contained in this news release are expressly qualified by this cautionary statement. The forward-looking statements contained in this news release are made as at the date of this news release, and the Company does not undertake any obligation to update publicly or to revise any of the included forward-looking statements, whether as a result of new information, future events or otherwise, except as expressly required by Canadian securities law.*

*This press release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States unless registered under the U.S. Securities Act and applicable state securities laws, unless an exemption from such registration is available.*