



NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that a annual and special meeting(the “**Meeting**”) of the holders (“**SX Shareholders**”) of common shares (the “**SX Shares**”) of St-Georges Eco-Mining Corp. (“**SX**”) will be held at 1000 Sherbrooke W., Suite 2700, Montréal, Québec, H3A 3G4 on July 5, 2018 at 10:00 a.m. (EST) for the following purposes:

1. to receive the audited annual consolidated financial statements of SX for the year ended December 31, 2017, together with the auditor’s reports thereon;
2. to consider, pursuant to an interim order of the Superior Court of Quebec dated June 5, 2018 (the “**Interim Order**”) and, if thought advisable, to pass, with or without amendment, a special resolution (the “**Arrangement Resolution**”) approving an arrangement (the “**Arrangement**”) under Section 190 of the *Canada Business Corporations Act* (the “**Business Corporations Act**”), creating a new public company, ZeU Crypto Networks Inc. (“**ZeU**”), the full text of which is set forth in Appendix A to the accompanying management information circular (the “**Circular**”);
3. to elect directors to hold office until the next annual general meeting of SX;
4. to appoint Dale Matheson Carr-Hilton Labonte LLP as auditor of SX and to authorize the directors to fix the auditor’s remuneration;
5. to consider and, if thought advisable, to pass, with or without amendment, an ordinary resolution approving ZeU’s proposed stock option plan, as further described in the Circular; and
6. to transact such further or other business as may properly come before the Meeting or any adjournment or postponement thereof.

The Circular contains the full text of the Arrangement Resolution and provides additional information relating to the subject matter of the Meeting, including the Arrangement.

SX Shareholders are entitled to vote at the Meeting either in person or by proxy. Registered SX Shareholders who are unable to attend the Meeting in person are encouraged to read, complete, sign, date and return the enclosed form of proxy in accordance with the instructions set out in the proxy and in the Circular. In order to be valid for use at the Meeting, proxies must be received by Computershare Investor Services Inc. (“**Computershare**”), Proxy Department at its office at 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, or by toll free North American fax number 1-866-249-7775, or by international fax number 1-416-263-9524, at least 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting or any adjournment or postponement thereof. Please advise SX or Computershare of any change in your mailing address.

If you are a non-registered SX Shareholder, please refer to the section in the Circular entitled “*General Proxy Information - Voting by SX Shareholders*” for information on how to vote your SX Shares.

Pursuant to the Interim Order, each SX Shareholder has been granted the right to dissent in respect of the Arrangement Resolution and, if the Arrangement becomes effective, to be paid the fair value of the shares and/or options in respect of which such SX Shareholder dissents by SX, in accordance with the dissent procedures contained in the Interim Order. To exercise such right: (a) a written notice of dissent with respect to the Arrangement Resolution from the registered SX Shareholder must be received by SX at the offices of McMillan LLP at 1000 Sherbrooke W., Suite 2700, Montréal, Québec, H3A 3G4, by no later than 10:00 a.m. (local time) on the date that is two (2) Business Days before the Meeting date or two (2) Business Days before any adjournment or postponement of the Meeting; and (b) the SX Shareholder must have otherwise complied with the dissent procedures in the Interim Order and the Business Corporations Act. The right to dissent is described in the Circular and the text of the Interim Order, which is attached as Appendix D to the Circular. The board of directors of SX may decide to withdraw the Arrangement Resolution at any time, and the board of directors of SX or of ZeU may determine to not proceed with the Arrangement at any time in their sole discretion, including if SX has received dissent notices from SX Shareholders holding greater than 3% of the outstanding SX Shares. Failure to strictly comply with the requirements set forth in the Interim Order and the Business Corporations Act may result in the loss of any right of dissent.

DATED this 7th day of June, 2018.

BY ORDER OF THE BOARD OF DIRECTORS OF
ST-GEORGES ECO-MINING CORP.

signed "François (Frank) Dumas"
CEO, President and Director
St-Georges Eco-Mining Corp.