

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

St-Georges Eco-Ming Corp. (the “Company”)
230 rue Notre-Dame Ouest
Montréal, Québec H2Y 1T3

Item 2 Date of Material Change

May 30, 2018

Item 3 News Release

News release with respect to the material change referred to in this report was disseminated on May 31, 2018 through a Canadian news wire and filed on the system for electronic document analysis and retrieval (SEDAR).

Item 4 Summary of Material Change

On May 30, 2018, the Company entered into an arrangement agreement providing for the spin-out of its subsidiary ZeU Crypto Networks Inc. (“ZeU”), with the intent of listing ZeU on the Canadian Securities Exchange (“CSE”).

Item 5 Full Description of Material Change

The material change is fully described in the news releases attached hereto as Schedule A.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Confidentiality is not requested.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Frank Dumas
President and Chief Executive Officer
Tel: (514) 295 9878

Item 9 Date of Report

June 13, 2018

SCHEDULE A



ST-GEORGES ECO-MINING SIGNS AGREEMENT TO SPIN-OUT SUBSIDIARY ZEÜ

-FOR IMMEDIATE RELEASE-

Montreal, May 31, 2018 – St-Georges Eco-Mining Corp. (CSE: SX) (OTC: SXOOF) (FSE: 85G1) is pleased to announce the signing of an arrangement agreement (the “Arrangement Agreement”) providing for the spin-out (the “Spin-Out”) of its subsidiary ZeU Crypto Networks Inc. (“ZeU”), with the intent of listing ZeU on the Canadian Securities Exchange (“CSE”).

Under the terms of the Arrangement Agreement, shareholders of St-Georges at the time of the completion of the Spin-Out, anticipated to be the latter part of July, will receive 11,249,825 shares of Zeu, representing one (1) share of ZeU for every eight (8) common shares of St-Georges held based on the current issued and outstanding share capital. A St-Georges Shareholders’ meeting to approve the Arrangement Agreement is set for July 5, 2018 and proxy materials related to the meeting will be delivered to shareholders and made available on SEDAR in June 2018. A copy of the Arrangement Agreement will also be filed on SEDAR. The Arrangement Agreement is subject to the acceptance of the CSE.

ZeU holds an exclusive license to use Qingdao Tiande Technologies Limited and Beijing Tiande Technologies Limited’s (collectively “Tiande”) proprietary technologies, patents and know-how to develop and commercialize novel mineral commodity production chain control, tracking and trading exchanges, and has entered into a binding asset purchase agreement with Tiande, and the intervention Guiyang Tiande Technologies Limited, to acquire substantially all the intellectual property of Tiande, as more particularly described in St-Georges February 26 and May 22, 2018 press releases.

ON BEHALF OF THE BOARD OF DIRECTORS

“Frank Dumas”

FRANK DUMAS, PRESIDENT & CEO

About St-Georges

St-Georges is developing new technologies to solve the some of the most common environmental problems in the mining industry.

The Company controls directly or indirectly, through rights of first refusal, all of the active mineral tenures in Iceland. It also explores for nickel on the Julie Nickel Project & for industrial minerals on Quebec's North Shore and for lithium and rare metals in Northern Quebec and in the Abitibi region. Headquartered in Montreal, St-Georges' stock is listed on the CSE under the symbol SX, on the US OTC under the Symbol SXOOF and on the Frankfurt Stock Exchange under the symbol 85G1.

The Canadian Securities Exchange (CSE) has not reviewed and does not accept responsibility for the adequacy or the accuracy of the contents of this release.

The release contains forwarding looking information and statements as defined by law including, without limitation, Canadian securities laws and the “safe harbor” provisions of the US Private Securities Litigation Reform Act of 1995 (“forward-looking statements”), respecting St-Georges’ plans to spin-out its subsidiary ZeU. which is intended to be listed on the Canadian Securities Exchange. Forward-looking statements involve risks, uncertainties and other factors that may cause actual results to materially differ from those expressed or implied by the forward-looking statements including that the spin-out may not be completed as planned or at all due to failure to obtain shareholder or regulatory approval ,the inability to complete the Acquisition, raise sufficient capital to adequately fund ZeU or a decision of the board of St-Georges not to proceed, which decision can be made at any time prior to closing. Forward-looking statements are based on the opinions and estimates of management at the date the statements are made and a number of assumptions that may prove to be incorrect, including, without limitation, assumptions about general business and economic conditions, the timing and receipt of required approval and continued availability of capital and financing. Readers are cautioned not to place undue reliance on the forward-looking statements contained herein. The foregoing list is not exhaustive and St-Georges undertakes no obligation to update any of the foregoing except as required by law.