

**NOTICE OF CHANGE IN CORPORATE STRUCTURE**  
(Pursuant to Section 4.9 of National Instrument 51-102)

**Item 1. Names of the Parties to the Transaction**

The following corporate entities were parties to the transaction:

- a) St-Georges Eco-Mining Corp., a corporation existing under the *Canada Business Corporations Act* (“**SX**” or the “**Company**”); and
- b) ZeU Crypto Networks Inc., a corporation existing under the *Canada Business Corporations Act* (“**ZeU**”).

**Item 2. Description of the Transaction**

On December 16, 2019, the Company and ZeU, a subsidiary of the Company, completed the Spin-off transaction (the “**Transaction**”) of the latter by way of a plan of arrangement under section 192 of the *Canada Business Corporations Act* pursuant to the terms and conditions of an arrangement agreement dated May 30, 2018 between the Company and ZeU. The Transaction constitutes the qualifying transaction of ZeU pursuant to the policies of the Canadian Securities Exchange (“**CSE**”).

Pursuant to the Transaction, the shareholders of SX, as of August 8, 2018, each received the Class A Common shares of ZeU on the basis of 1 SX share held to 0.10241118 ZeU share approximately.

Effective at the market opening on December 30<sup>th</sup>, 2019, the Class A Common shares of ZeU commenced trading on the CSE under the symbol “**ZEU**”.

The Company continues to be a reporting issuer in British Columbia, Alberta and Ontario under the stock symbol “**SX**”.

The Transaction is more particularly described in ZeU’s Filing Statement dated December 17, 2019. A copy of the Filing Statement is available under ZeU’s profile on SEDAR at [www.sedar.com](http://www.sedar.com).

**Item 3. Effective Date of the Transaction**

December 30, 2019

**Item 4. Name of Each Party, if any, that Ceased to be a Reporting Issuer After the Transaction and of Each Continuing Entity**

Not applicable.

**Item 5. Date of the Reporting Issuer's First Financial Year-End After the Transaction**

December 31, 2019

**Item 6. Periods, Including the Comparative Periods, if any, of the Interim and Annual Financial Statements Required to be Filed for the Reporting Issuer's First Financial Year After the Transaction**

Year Ended December 31, 2019 and 2018

3 Months Ended March 31, 2020 and 2019

6 Months Ended June 30, 2020 and 2019

9 Months Ended September 30, 2020 and 2019

**Item 7. Documents Filed Under National Instrument 51-102**

In connection with the Transaction, the parties filed the following documents which are available under their profiles on SEDAR at [www.sedar.com](http://www.sedar.com):

1. News Releases dated May 22, 2018, May 31, 2018, July 31, 2018, August 13, 2018, December 12, 2019 and December 24, 2019
2. Material Change Report dated June 13, 2018;
3. Filing Statement dated December 17, 2019
4. Other material contracts