



ZEU CRYPTO NETWORKS INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT AN ANNUAL AND SPECIAL MEETING (the “**Meeting**”) of the holders of common shares (“**Common Shares**”) of ZeU Crypto Networks Inc. (the “**Corporation**”) will be held at 1000 Sherbrooke Street West, Suite 2700, Montreal, Quebec H3A 3G4 on Friday, August 28, 2020 at 11:00 a.m. (Eastern Daylight Time), with the teleconference access set forth herein below, for the following purposes:

1. to receive and consider the audited financial statements of the Corporation for the financial year ended December 31, 2019 and the reports of the auditor thereon;
2. to set the number of directors of the Corporation at six (6) for the ensuing year;
3. to elect the Board of Directors of the Corporation for the ensuing year;
4. to appoint the auditor of the Corporation for the ensuing year and to authorize the Board of Directors to fix the auditor’s remuneration;
5. to consider and, if deemed advisable, to pass, with or without variation, a special resolution, approving a change of name of the Corporation to “ZeU Technologies, Inc.”, or such other name acceptable to the Board of Directors of the Corporation;
6. to transact such other business as may be properly brought before the meeting or any adjournment thereof.

DATED this 10th day of July, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ “Frank Dumas”

FRANK DUMAS
President and CEO

NOTES:

- (1) Only holders of common shares of the Corporation of record at the close of business on July 9, 2020 are entitled to receive notice of the Meeting and only those holders of the common shares of the Corporation of record at the close of business on July 9, 2020 or who subsequently become shareholders and comply with the provisions of the *Canada Business Corporations Act*, are entitled to vote at the Meeting.
- (2) It is desirable that as many shares as possible be represented at the Meeting. If you do not expect to attend the Meeting and would like your shares represented, please complete the enclosed instrument of proxy and return it as soon as possible in the envelope provided for that purpose. All proxies, to be valid, must be received by Computershare Investor Services Inc., the transfer agent of the Corporation at Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1 or by fax within North America to 1-866-249-7775, and outside North America to (416) 263-9524 at least 48 hours prior to the Meeting (namely, by 11:00 a.m. (Eastern Daylight Time) on August 26, 2020) or any adjournment thereof. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.

Teleconference access:

Canada Toll: +1-416-915-8942

Canada Toll Free: +1-855-244-8680

Attendee access code: 863 410 05

Having trouble dialing in? Try these backup numbers:

US Toll free: +1-855-797-9485

US Toll: +1-415-655-0002

Global call-in numbers:

<https://mcmillanllp.webex.com/mcmillanllp/globalcallin.php?MTID=m0baffba864cda22811b141026f0da7ee>

Toll-free dialing restrictions: https://www.webex.com/pdf/tollfree_restrictions.pdf

IN LIGHT OF THE RAPIDLY EVOLVING PUBLIC HEALTH GUIDELINES RELATED TO COVID-19, THE CORPORATION ENCOURAGES THAT ALL SHAREHOLDERS VOTE THEIR SHARES BY PROXY AND ATTEND THE MEETING VIA TELECONFERENCE AND NOT IN PERSON.