



ZeUPay: Groundbreaking P2P Payment Provider & Crypto to Fiat Gateway

-FOR IMMEDIATE RELEASE-

Montréal, January 17, 2021 – ZeU Technologies Inc. (CSE: ZEU) is pleased to announce that it has completed its exhaustive due diligence review and corporate integration documentation and expects delivery of final legal opinions in relation to the proposed acquisition of Prego International Group AS.

Management of both companies plan to sign the final acquisition documents later this week. It is expected that all regulatory review should be completed on or around February 5, 2021. At that point, all shares of Prego International would have been exchanged for convertible debentures of ZeUPay, a wholly owned subsidiary of ZeU Technologies and the target corporation.

Ronald Eriksen will join the board of directors of ZeU Technologies at closing.

ZeUPay will be fully integrated into the Mula ecosystem. Users of ZeU and the Mula platform native function and applications, as well as users of third-party developed applications, will be able to use its Crypto to Fiat gateway functionalities. All current account holders of Prego, including Pay2Go card holders, will be seamlessly migrated to a Mula digital wallet that will allow them to send or receive money, lend to the ecosystem, earn income and interest, and structure transactions. ZeUPay's utility token will be hot-swappable with a range of other tokens, including the MulaPay stable utility token.

“ZeUPay will allow instant access to the world legacy banking and custodian system for 1.7 Billion “unbankables” while improving their financial standing within the MulaPay ecosystem”

Ronald Eriksen, President & CEO of Prego Group, commented: *“(...) The planned transaction with ZEU is shortly coming to final closing. (...) Both parties have worked effectively to ensure a successful transaction. From Prego's side, the team and advisors involved have meticulously prepared corporate and detailed information for financial and legal review by ZEU's advisors. This joint work collaboration with openness and high-quality management has been the successful formula for final completion. External and independent advisors have acknowledged the detail and quality of the information provided in our data room, which also confirms the strong focus both teams have to successfully accomplish this genuine opportunity. (...)”*

“(...) We just reached a significant milestone in the development and growth of our platform and ecosystem. Both companies moved at a fast pace and are close to achieving full integration and synchronicity on the technology side (...) strengthening the Mula ecosystem through strategic partnerships and acquisitions is expected to be an important contribution to our future growth (...) Prego allows us to reach non-traditional communities (...) not already immersed in the blockchain universe. The business of Prego, now ZeUPay, will enable us to offer to improve their wallets, digitally

and in real life (...). The level of professionalism in the way Prego keeps its books and data room has allowed us to move forward quickly for an acquisition of this type against all hurdles put in our way by external factors. We are happy to welcome Prego's management to our team (...)" Commented Frank Dumas, President of ZeU Technologies.

Transaction terms

ZeU will acquire 100% of the issued and outstanding securities of Prego, through a wholly-owned subsidiary ("ZeUPay") for consideration of \$8,125,000 paid as \$7,500,000 in the form of unsecured convertible debentures (the "**Convertible Debentures**") of ZeUPay, \$625,000 through the issuance of 2,500,000 ZeU common shares (each a "**ZeU Share**") at a deemed price of \$0.25 per share, and the issuance of 7,500,000 non-transferable ZeU Share purchase warrants (the "**ZeU Warrants**") of ZeU, each entitling the holder to acquire one (1) ZeU Share at a price of \$0.60 for a period of 24 months from the closing of the Transaction (the "**Closing Date**"). Other than normal course operational credit, Prego is currently debt-free.

The principal amount of the Convertible Debentures will bear interest at a rate of 6% per annum from and including their date of issue until the earlier of their date of conversion and the date which is 48 months from the Closing Date (the "**Maturity Date**") and will be redeemable at any time until the Maturity Date. The principal amount of the Convertible Debentures together with the accrued interests will automatically convert in common shares of ZeUPay on the earlier of: (i) the Maturity Date; and (ii) a liquidity event, at a conversion price equal to the higher of: (a) \$1.00; and (b) the last financing price of ZeUPay.

The Convertible Debentures holders will also have the option at any time after the Closing Date and prior to the earlier of: (i) the Maturity Date, and (ii) a liquidity event, to convert all of the principal amount together with accrued interest into ZeU Technologies Common Shares at a price equal to the higher of: (a) \$1.00; and (b) the 5 days VWAP of the ZeU Shares. The ZeU Shares issued pursuant to the Transaction, and upon any conversion triggered by the Convertible Debentures holders, will be subject to a voluntary resale restriction of 1 year from the Closing Date, or the date of conversion, respectively.

ZeUPay Nominations to its Board of Directors

The proposed board of directors for ZeUPay will consist of:

Ronald Aldor Eriksen, Director, President & CEO

Ronald Eriksen is the founder and conceptual developer of Prego's business concept. Mr. Eriksen has 20 years of previous sales and marketing experience within leading global IT companies, mobile telecommunications, and internet service providers. He developed Prego's business concept with financial inclusion operations, cross-border payment channels and general fintech market development.

Martin Halvorsen, Director & CTO

Martin Halvorsen is the Business Development Manager for Prego. Mr. Halvorsen has strong experience in the financial inclusion market and true global financial technology knowledge. His main skills are product development, technical infrastructure operation, and compliance towards companies and banks operating as suppliers to Prego.

Frank Dumas, Director & Chairman of the Board

Frank Dumas is the President and CEO of ZeU Crypto Networks. Mr. Dumas has over 20 years in the financial industry consulting for foreign governments on international administration and strategic governance. He holds a Master's degree in Public Administration.

Patricia Popert-Fortier

Educated at California State University, Northridge. Former C.P.M. Certified internal auditor. Background in project management and aerospace manufacturing working with established military contractors.

Additional managerial resources will be added to the team. **Mark Billings, ZeU's Chief Financial Officer**, will also take on that role in the new entity.

The Company expects to nominate two additional independent directors before February 5, 2021.

Prego International (PIG) New Board

The positions on the board of directors of PIG post-transaction will be fulfilled by the individuals below:

- Ronald Eriksen, Director, President & CEO
- Martin Halvorsen, Director, CTO
- Patricia Popert-Fortier, Director
- Mark Billings, CFO

ON BEHALF OF THE BOARD OF DIRECTORS

"Frank Dumas"

Frank Dumas
President & CEO

About ZeU

ZeU is a forward-thinking Canadian technology company that has developed a state-of-the-art blockchain protocol, providing the foundation for the next-generation of encrypted and distributed networks. Thanks to its high level of sophistication, ZeU's technology maximizes transparency, security and scalability as well as big data management. ZeU's strategy is to monetize blockchain transactions in diverse sectors such as payment, gaming, data, and healthcare.

Neither the CSE nor its Regulation Services Provider accepts responsibility for the adequacy or accuracy of this release.