

**Report Pursuant to National Instrument 62-103
and Section 5.2 of Multilateral Instrument 62-104**

1. Security and Reporting Issuer

This report is made pursuant to the provisions of the securities legislation referred to above in connection with certain acquisitions of securities of ZeU Technologies, Inc. (the “Company”), 1000 Sherbrooke Street West, Suite 2700, Montreal, Quebec, H3A 3G4. The transaction was effected through a private placement and not through the facilities of any stock exchange.

2. Identity of Acquirer

The transaction described in item 1 above took place on March 3, 2021, involving the following joint actor of Sheldon Inwentash (“Inwentash”):

- ThreeD Capital Inc. (the “Joint Actor”), 130 Spadina Avenue, Suite 401, Toronto, ON, M5V 2L4

The address of Inwentash is 126 Old Forest Hill Road, Toronto, ON, M5P 2R9.

3. Interest in Securities of the Reporting Issuer

Through a transaction settled on March 3, 2021, the Joint Actor acquired ownership of debentures (the “Subject Debentures”) that were converted into 217,391 common shares of the Company. The common shares derived from the Subject Debentures represented approximately 0.7% of all issued and outstanding common shares of the Company as of March 3, 2021, immediately following the transaction described above, resulting in a corresponding increase in the percentage of shares held by Inwentash and the Joint Actor as a result of the transaction.

Immediately before the transaction described above, Inwentash and the Joint Actor held an aggregate of 2,016,500 common shares of the Company (the “Pre-Shares”) and 900,000 purchase warrants of the Company (the “Pre-Warrants”), representing approximately 6.7% of the issued and outstanding common shares of the Company (or approximately 9.4% on a partially diluted basis, assuming exercise of the Pre-Warrants only). Of this total, Inwentash held an aggregate of 439,500 of the Pre-Shares and 300,000 Pre-Warrants, representing approximately 1.5% of the issued and outstanding common shares of the Company (or approximately 2.4% assuming exercise of such Pre-Warrants only); and the Joint Actor held an aggregate of 1,577,000 of the Pre-Shares and 600,000 Pre-Warrants, representing approximately 5.3% of the issued and outstanding common shares of the Company (or approximately 7.1% assuming exercise of the Pre-Warrants only).

Immediately following the transaction described above, Inwentash and the Joint Actor held an aggregate of 2,233,891 common shares (the “Post-Shares”) and 900,000 purchase warrants of the Company (the “Post-Warrants”), representing approximately 7.4% of the issued and outstanding common shares of the Company (or approximately 10.1% assuming exercise of the Post-Warrants only). Of this total, Inwentash held an aggregate of 439,500

of the Post-Shares and 300,000 of the Post-Warrants, representing approximately 1.5% of the issued and outstanding common shares of the Company (or approximately 2.4% assuming exercise of the Post-Warrants only); and the Joint Actor held an aggregate of 1,794,391 of the Post-Shares and 600,000 of the Post-Warrants, representing approximately 6.0% of the issued and outstanding common shares of the Company (or approximately 7.8% assuming exercise of the Post-Warrants only).

4. Consideration Paid.

The aggregate consideration payable for the Subject Debentures was \$150,000.

5. Purpose of the Transaction

The holdings of securities of the Company by Inwentash and the Joint Actor are managed for investment purposes. Inwentash and the Joint Actor may from time to time acquire additional securities of the Company, dispose of some or all of the existing or additional securities they hold or will hold, or may continue to hold their current positions.

6. Agreements, Arrangements, Commitments or Understandings with respect to Securities of the Company

The Subject Debentures were acquired by the Joint Actor in a private placement pursuant to a subscription agreement which does not contain any provisions regarding the transfer, guarantee or voting of such securities.

7. Change in Material Fact.

Not Applicable.

8. Exemption.

Section 2.3 of National Instrument 45-106 on the basis that Inwentash and the Joint Actor are each an “accredited investor” as defined therein.

9. Certification

The undersigned certifies that the information herein is true and complete in every respect.

DATED this 4th day of March, 2021

“Sheldon Inwentash”

Sheldon Inwentash