Form 45-106F1 Report of Exempt Distribution

BCSC EDER Reference Number 9348249

ITEM 1 - REPORT TYPE					
☐ New report					
✓ Amended report If amen	ded, provide filing date	of report that is being am	ended 2021 01 27	(YYYY-MM-DD)	
ITEM 2 - PARTY CERTIFYING THE	REPORT				
Indicate the party certifying the report (sele Instrument 81-106 Investment Fund Contin		_	vestment fund, refer to section	on 1.1 of National	
Investment fund issuer	adds Disclosure and the comp	umon policy to 141 01 100.			
✓ Issuer (other than an invest	tment fund)				
Underwriter	and it is a same				
ITEM 3 - ISSUER NAME AND OTH					
Provide the following information about the					
Full legal name	ZeU Technologies, Inc.				
Previous full legal name					
If the issuer's name changed in the	last 12 months, provide most	recent previous legal name.			
Website		(if applicab	ole)		
If the issuer has a legal entity identifier, provide below. Refer to Part B of the Instructions for the definition of "legal entity identifier".					
Legal entity identifier					
If two or more issuers distributed a single se	ecurity, provide the full legal no	ame(s) of the co-issuer(s) other t	han the issuer named above.		
Full legal name(s) of co-issuer(s)		(if applicab	ole)		
ITEM 4 - UNDERWRITER INFORMATION					
If an underwriter is completing the report, provide the underwriter's full legal name and firm NRD number.					
Full legal name					
Firm NRD number (if applicable)					
If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.					
Street address	Street address				
Municipality		Province/State			
Country		Postal code/Zip code			
Telephone number		Website		(if applicable)	

Item 5 - Issuer Information
If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6.
a) Primary industry
Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that in your reasonable judgment most closely corresponds to the issuer's primary business activity.
NAICS industry code 5 4 1 5 1 4
If the issuer is in the mining industry , indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.
Exploration Development Production
Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply.
Mortgages ☐ Real estate ☐ Commercial/business debt ☐ Consumer debt ☐ Private companies☐ Cryptoassets
b) Number of employees
Number of employees: ✓ 0 - 49 ☐ 50 - 99 ☐ 100 - 499 ☐ 500 or more
c) SEDAR profile number
Does the issuer have a SEDAR profile?
No ✓ Yes If yes, provide SEDAR profile number 0 0 4 8 8 7 9
If the issuer does not have SEDAR profile complete item 5(d) - (h).
d) Head office address
Street address Province/State
Municipality Postal code/Zip code
Country Telephone number
e) Date of formation and financial year-end
Date of formation Financial year-end MM DD MM DD
f) Reporting issuer status
Is the issuer a reporting issuer in any jurisdication of Canada? No Yes
If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.
AII AB BC MB NB NL NT
NS NU ON PE QC SK YT
g) Public listing status
If the issuer has a CUSIP number, provide below (first 6 digits only) CUSIP number
If the issuer is publicly listed, provide the name of the exchange on which the issuer's equity securities primarily trade. Provide only the name of an exchange and not a trading facility such as, for example, an automated trading system.
Exchange name
h) Size of issuer's assets

Select the size of the issuer's assets based on its most recently available annual financial statements (Canadian \$). If the issuer has not prepared annual financial statements for its first financial year, provide the size of the issuer's assets at the distribution end date.

☐ \$0 to under \$5M	☐ \$5M to under \$25M	☐ \$25M to under \$100M
\$100M to under \$500M	☐ \$500M to under \$1B	\$1B or over

ITEM 6 - INVESTMENT	FUND ISSUER INFORMATION			
If the issuer is an inves	tment fund, provide the following information.			
a) Investment fund ma	anager information			
Full legal name				
Firm NRD number	(if applicable)			
If the investment fund mand	ager does not have a firm NRD number, provide the head office contact information of the investment fund manager.			
Street address				
Municipality	Province/State			
Country	Postal code/Zip code			
Telephone number	Website (if applicable)			
b) Type of investment	fund			
Type of investment fund tha	it most accurately identifies the issuer (select only one) .			
Money market	☐ Equity ☐ Fixed income ☐ Balanced			
Alternative strate	gies Cryptoasset Other (describe)			
Indicate whether one or bot	h of the following apply to the investment fund .			
Invests primarily in	n other investment fund issuers			
☐ Is a UCITs Fund¹				
'Undertaking for the Collective Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) directives that allow collective investment schemes to operate throughout the EU on a passport basis on authorization from one member state.				
c) Date of formation a	nd financial year-end of the investment fund			
Date of forma	tion Financial year-end MM DD			
d) Reporting issuer st	atus of the investment fund			
Is the investment fund a rep	orting issuer in any jurisdication of Canada? No Yes			
If yes, select the jurisdictions	s of Canada in which the investment fund is a reporting issuer.			
AII	AB BC MB NB NL NT			
☐ NS ☐	NU ON PE QC SK T			
e) Public listing status	s of the investment fund			
If the investment fund has a	CUSIP number, provide below (first 6 digits only)			
	CUSIP number			
If the investment fund is publicly listed, provide the name of the exchange on which the investment fund's securities primarily trade. Provide only the name of an exchange and not a trading facility such as, for example, an automated trading system.				
Exchange on				
-	AV) of the investment fund			
	investment fund as of the date of the most recent NAV calculation (Canadian \$).			
\$0 to under \$5M	\$5M to under \$25M \$25M to under \$100M			
\$100M to under \$500	DM S500M to under \$1B S1B or over Date of NAV calculation:			
	YYYY MM DD			

ITEM 7 - INFORMATION ABOUT THE DISTRIBUTION

If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees in connection with the distribution, which must be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report.

a) Curr	ency	

Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars.

b) Distribution date(s)

State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report.

Start date 2021 01 07

YYYY MM DD

End date 2021 01 07

c) Detailed purchaser information

Complete Schedule 1 of this form for each purchaser and attach the schedule to the completed report.

d) Types of securities distributed

Provide the following information for all distributions reported on a per security basis. Refer to Part A(12) of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed.

							Canadian \$	
	curit		CUSIP number (if applicable)	Description of security	Number of securities	Single or lowest price	lowest Highest price Total amount	
С	М	S	98954K		1,500,000.00	0.2500		375,000.00
U	В	S	98954K	Units, each is consisted of 1 common share of the Issuer (each, a "Share") and 1 Share purchase warrant.	2,500,000.00	0.2500		625,000.00

e) Details of rights and convertible/exchangeable securities

If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.

exch	Convertible / exchangeable security code Underlying security code		ngeable Underlying Exercise price (Canadian \$)		Expiry date (YYYY- MM-DD)	Conversion ratio	Describe other items (if applicable)			
						Lowest	Highest			
W	N	Т	U	В	S	0.3500		2023-01-07	1:1	

f) Summary of the distribution by jurisdiction and exemption

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only.

This table requires a separate line item for: (i) each jurisdiction where a purchaser resides, (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction.

For jurisdictions within Canada, state the province or territory, otherwise state the country.

Province or country	Exemption relied on	Number of unique ²⁸ purchasers	Total amount (Canadian \$)
British Columbia	NI 45-106 2.14 [Securities for debt]	1	36,500.00
Ontario	NI 45-106 2.14 [Securities for debt]	1	30,000.00
Ontario	NI 45-106 2.3 [Accredited investor]	5	315,000.00
Québec	NI 45-106 2.14 [Securities for debt]	3	288,500.00
Québec	NI 45-106 2.3 [Accredited investor]	15	282,500.00
Québec	NI 45-106 2.5 [Family, friends and business associates]	2	27,500.00

United Kingdom	NI 45-106 2.14 [Securities for debt]	20,000.00	
	1,000,000.00		
	Total number of unique purchasers ² b	27	

^{2a} In calculating the number of unique purchasers per row, count each purchaser only once. Joint purchasers may be counted as one purchaser.

g) Net proceeds to the investment fund by jurisdiction

If the issuer is an investment fund, provide the net proceeds to the investment fund for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides. If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include net proceeds for that jurisdiction of Canada only. For jurisdictions within Canada, state the province or territory, otherwise state the country.

Province or country	Net proceeds (Canadian \$)
Total net proceeds to the investment fund	

³"Net proceeds" means the gross proceeds realized in the jurisdiction from the distributions for which the report is being filed, less the gross redemptions that occurred during the distribution period covered by the report.

h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

Description	Date of document or other material (YYYY-MM-DD)	Previously filed with or delivered to regulator? (Y/N)	Date previously filed or delivered (YYYY-MM-DD)

^{2b} In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. Complete additional copies of this page if more than one person was, or will be, compensated. Indicate whether any compensation was paid, or will be paid, in connection with the distribution.	ITEM 8 - COMPENSATION INFORMATION
□ No □ Yes If yes indicate number of persons compensated □ 4	Indicate whether any compensation was paid, or will be paid, in connection with the distribution.
in yes, indicate number of percents compensated.	No ✓ Yes If yes, indicate number of persons compensated. 4

a) Name of person compens	sated and registra	ation status							
Indicate whether the person compe	nsated is a registra	nt.	☐ No	\checkmark	Yes				
If the person compensated is an individual, provide the name of the individual.									
Full legal name of individu	al								
	Fa	mily name	Fi	irst given r	name		Seconda	ry given nam	nes
If the person compensated is not ar	n individual, provide	the following info	rmation.						
Full legal name of	non-individual H	laywood Securit	es Inc.						
Firm NRD number 1 6 3 0 (if applicable)									
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. V No Yes									
b) Business contact informa	tion								
If a firm NRD number is not provid	ed in Item 8 (a), pro	vide the business o	ontact informati	on of the	person bein	ід сотреі	nsated.		
Street address									
Municipality				F	Province/S	tate			
Country				Postal	code/Zip c	ode			
Email address				Telep	phone num	nber			
c) Relationship to issuer or i	nvestment fund r	manager							
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.									
Connect with the issuer of					-		than an inve	estment fur	nd)
Director or officer of the i			anager \Box			`	nvestment f		•
None of the above			aago	,p0,	, 00 00			aaa.	
d) Compensation details Provide details of all compensation	naid arta ba naid	to the newsen iden	ified in Itama ()(a)	in soons	ation with t	lo o distuib	uution Drovi	do all anno	unte in
Canadian dollars. Include cash comincidental to the distribution, such a	missions, securities- ns clerical, printing, i	based compensati legal or accounting	on, gifts, discoun services. An issu	ts or othe Ier is not	r compensa required to	tion. Do i ask for de	not report p	ayments fo	r services
allocation arrangements with the de		<u> </u>	-individual comp	ensated i	by the issue	r.			
Cash commissions paid	1,500	.00			Security cod	de 1 Se	ecurity code 2	2 Security	y code 3
Value of all securities distributed as compensation ⁴			Security codes		W N	Т			
Describe term	s of warrants, option	ons or other rights	6,000 finder' Share of the						one
Other compensation ⁵		Describe			·	1 0	<u>, , , , , , , , , , , , , , , , , , , </u>		
Total compensation paid	1,500	.00							
Check box if the person will or may receive any deferred compensation (describe the terms below)									
⁴ Provide the aggregate value of al	ll securities distribu	ted as compensati	ion, excludina or	ntions. wa	arrants or of	ther riahts	s exercisahl	e to acauir	 e
additional securities of the issuer. rights exercisable to acquire addit	Indicate the securit	ty codes for all sed	curities distribute	d as com	pensation,	including	options, wa	arrants or o	other
⁵ Do not include deferred compens		-							

a) Name of person compensate	ed and registrat	tion status										
Indicate whether the person compensa	ted is a registrant		☐ No)	√	Yes						
If the person compensated is an individual, provide the name of the individual.												
Full legal name of individual												
	Fam	ily name		First	given na	ame		Se	econdary	given n	ames	
If the person compensated is not an inc	dividual, provide t	the following info	ormation.									
Full legal name of nor	n-individual Le	ede Jones Ga	ble Inc.									
Firm NRD number 5 7 7 0 (if applicable)												
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. V No Yes												
b) Business contact information	1											
If a firm NRD number is not provided i	n Item 8 (a), prov	ide the business	contact info	ormation (of the p	oerson	being c	compensate	d.			
Street address												
Municipality					Pi	rovinc	e/Stat	е				
Country			Ī	Po	ostal c	ode/Z	ip cod	е				
Email address			Ī		Telepl	hone	numbe	er				
c) Relationship to issuer or inve	estment fund m	anager	_									
	Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.											
Connect with the issuer or in			,		•	-		other than	an inves	tment i	fund)	
Director or officer of the inve			nanager					er or invest			·	
✓ None of the above				ш	1 -7						- 5	
d) Compensation details												
, .	d 4		. 4:6: - J :- 14-	0(-) :		-4°	:41- 41	d:-4;h4;	D	!! -:-		
Provide details of all compensation paid Canadian dollars. Include cash commis.	sions, securities-b	ased compensat	ion, gifts, d	iscounts o	r other	comp	ensatio	n. Do not re	port pay	ments	for se	ervices
incidental to the distribution, such as cl allocation arrangements with the direct								for details	about, o	r repor	t on,	internal
Cash commissions paid	4,050.0	<u>-</u>	Tinatviada	Compens								
·							y code 1	 	code 2	Secu	rity co	ode 3
Value of all securities distributed as compensation⁴			Security of	odes		VV I	N 1					
Describe terms o	f warrants, option	ns or other rights						titles the h			iire c	one
Other compensation ⁵		Describe										
Total compensation paid	4,050.0	00										
Check box if the person will or may receive any deferred compensation (describe the terms below)												
4 Dura i da tha a anno anta calca af all an		- d	<i>tian</i>	di						4		
⁴ Provide the aggregate value of all se additional securities of the issuer. Individual securities of the issuer.	icate the security	codes for all se										er
rights exercisable to acquire additiona ⁵ Do not include deferred compensation		- 155UEI.										

a) Name of person compe	nsated and regis	tration status							
Indicate whether the person comp	pensated is a regist	rant.	☐ No	√	Yes				
If the person compensated is an individual, provide the name of the individual.									
Full legal name of individ	lual								
		Family name	Firs	st given na	me	Secon	ndary given name	 ∋s	
If the person compensated is not	If the person compensated is not an individual, provide the following information.								
Full legal name of	f non-individual	Mackie Research	Capital Corpor	ation					
Firm NRD number 3 0 7 0 (if applicable)									
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. V No Yes									
b) Business contact inform	ation								
If a firm NRD number is not provi	ided in Item 8 (a), p	provide the business c	ontact informatio	n of the p	erson being co	mpensated.			
Street address									
Municipality				Pr	ovince/State				
Country			Ī .	Postal co	ode/Zip code				
Email address			1	Teleph	none number				
c) Relationship to issuer or	r investment fund	d manager							
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.									
Connect with the issuer	or investment fun	d manager		Insider o	of the issuer (o	ther than an i	nvestment fund	d)	
Director or officer of the	investment fund o	or investment fund m	anager	Employe	e of the issue	r or investmer	nt fund manage	er	
✓ None of the above									
d) Compensation details									
Provide details of all compensation Canadian dollars. Include cash con incidental to the distribution, such allocation arrangements with the	mmissions, securiti as clerical, printin	es-based compensatio g, legal or accounting	on, gifts, discounts services. An issue	or other or	compensation. equired to ask f	Do not report	t payments for	services	
Cash commissions paid	1,50	00.00		S	Security code 1	Security cod	de 2 Security	code 3	
Value of all securities distributed as compensation ⁴			Security codes	V	V N T				
		otions or other rights	6,000 finder's Share of the I					I	
Other compensation ⁵		Describe		<u> </u>	Ф одраг	- Ing on canac	., 7, 2020:		
Total compensation paid	1,50	00.00							
Check box if the person will or may receive any deferred compensation (describe the terms below)									
⁴ Provide the aggregate value of additional securities of the issue rights exercisable to acquire add ⁵ Do not include deferred compen	r. Indicate the secu litional securities o	ırity codes for all sec	ion, <u>excluding</u> opt urities distributed	ions, warr 'as compe	rants or other i ensation, <u>inclu</u>	rights exercisa <u>ıding</u> options,	able to acquire warrants or ot	her	

a) Name of person comper	nsated and registration	n status								
Indicate whether the person comp	pensated is a registrant.		☐ No	\checkmark	Yes					
If the person compensated is an individual, provide the name of the individual.										
Full legal name of individ	ual									
	Family	name	Fire	st given n	ame	· · · · · · · · · · · · · · · · · · ·	Seco	ondary give	en name	S
If the person compensated is not o	an individual, provide the	following infor	mation.							
Full legal name of non-individual EMD Fianncial Inc.										
Firm NRD number 3 6 4 8 0 (if applicable)										
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. V No Yes										
b) Business contact inform	ation									
If a firm NRD number is not provi	ded in Item 8 (a), provide	the business co	ontact informatio	n of the p	person be	ing con	npensated.			
Street address										
Municipality				Р	rovince/	'State				
Country			Ī	Postal c	ode/Zip	code				
Email address				Telep	hone nu	ımber				
c) Relationship to issuer or	investment fund man	ager	-							
Indicate the person's relationship the Instructions and the meaning							ning of "co	onnected'	' in Part	B(2) of
Connect with the issuer	or investment fund man	ager		Insider	of the iss	uer (oth	ner than an	investme	ent fund)
Director or officer of the	investment fund or inve	stment fund ma	anager	Employ	ee of the	issuer	or investme	ent fund	manage	r
✓ None of the above										
d) Compensation details										
Provide details of all compensation Canadian dollars. Include cash con incidental to the distribution, such allocation arrangements with the	mmissions, securities-base as clerical, printing, lega	ed compensatio l or accounting	n, gifts, discounts services. An issue	or other er is not r	r compen. required t	sation. I o ask fo	Do not repo	rt payme	nts for s	services
Cash commissions paid	12,300.00				Security c	ode 1	Security co	ode 2	Security of	code 3
Value of all securities distributed as compensation ⁴	,		Security codes		W N	Т				
·	ms of warrants, options o	or other rights	49,200 finder Share of the I	s warra	ints eacl	h entitl	es the hol	der to a	cquire 023.	1
Other compensation ⁵		Describe					9	··· y · , –		
Total compensation paid	12,300.00									
Check box if the pers	on will or may receive ar	ny deferred con	npensation (desc	ribe the	terms be	low)				
⁴ Provide the aggregate value of additional securities of the issue rights exercisable to acquire add ⁵ Do not include deferred compen	r. Indicate the security co litional securities of the is	ndes for all secu	on, <u>excluding</u> opt urities distributed	ions, wai 'as comp	rrants or pensatior	other riç n, <u>includ</u>	ghts exercis <u>ling</u> options	sable to a	acquire ts or oth	ner

тем 9 - Directors, Execu	TIVE OFFICERS	AND PROMOT	ERS OF THE ISS	SUER					
If the issuer is an investment fund	d, do not complete l	Item 9. Procced to	Item 10.						
Indicate whether the issuer is any o	f the following (select	t the one that appli	es - if more than one	applies, select onl	y one).				
✓ Reporting issuer in any juris	sdiction of Canada								
Foreign public issuer									
Wholly owned subsidiary of	a reporting issuer in	any jurisdiction of	Canada ⁶						
Provide name of reporting issuer									
Wholly owned subsidiary of	a foreign public issu	uer ⁶						_	
Provide name of	foreign public issue	r						7	
Issuer distributing only eligil	ble foreign securities	and the distribution	n is to permitted clie	ents only ⁷				_	
If the issuer is at least one of the	above, do not comp	olete Item 9(a) – (d	c). Proceed to Item	10.					
⁶ An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively. ⁷ Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions.									
If the issuer is none of the	above, check this b	ox and complete	Item 9(a) - (c).						
a) Directors, executive officer	e and promoters of	of the issuer							
Provide the following information for	•		moter of the issuer F	or locations within	Canada s	tate the	nrovince	or	
territory; otherwise state the country.							province		
Organization or company name	Family name	First given name	Secondary given names				ionship to issuer ect all that apply)		
				Province or	country	D	0	Р	
b) Promoter information									
If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory; otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer.									
Organization or company name	Family name	First given name	Secondary given names	Residential jurisdiction of individual			p to promoter both if applicable)		
				Province or country	1 1		C)	
c) Residential address of eac	h individual								
Complete Schedule 2 of this form completed report. Schedule 2 also					(a) and (b)	and at	tach to t	he	

ITEM 10 - CERTIFICATION

Provide the following certification and business contact information of an officer, director or agent of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

The certification may be delegated, but only to an agent that has been authorized by an officer or director of the issuer or underwriter to prepare and certify the report on behalf of the issuer or underwriter. If the report is being certified by an agent on behalf of the issuer or underwriter, provide the applicable information for the agent in the boxes below.

If the individual completing and filing the report is different from the individual certifying the report, provide the name and contact details for the individual completing and filing the report in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

Securities legislation requires an issuer or underwriter that makes a distribution of securities under certain prospectus exemptions to file a completed report of exemt distribution.

By completing the information below, I certify, on behalf of the issuer/underwriter/investment fund manager, to the securities regulatory authority or regulator, as applicable, that I have reviewed this report and to my knowledge, having exercised reasonable diligence, the information provided in this report is true and, to the extent required, complete.

Name of issuer/underwriter/ investment fund manager/agent	ZeU Technologies, Inc.								
Full legal name	Lemieux								
	Family name	'	Secondary given names						
Title	Legal counsel								
Telephone number	5143755172	Email address	Maxime.Lemieux@mcmillan.ca			an.ca			
Signature	Maxime Lemieux	Date	2021	09	29				
			YYYY	MM	DD				

TEM 11- CONTACT PERSON									
Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.									
Same as individua	al certifying the report								
Full legal name	Liu	Amanda		Title	Paralegal				
	Family name	First given name	Secondary given na	mes					
Name of company	McMillan LLP								
Telephone number	5143755126	Em	ail address Aman	ida.Liu@mcmill	an.ca				

Notice - Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authority or regulator under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedules 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the security regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.