

FORM 51-102F3

MATERIAL CHANGE REPORT

- Item 1** **Name and Address of Company**
ZeU Technologies, Inc. (the “Company”)
1000 Sherbrooke Street W., Suite 2700
Montreal, QC H3A3G4
- Item 2** **Date of Material Change**
December 23, 2021
- Item 3** **News Release**
News release dated December 20, 2021 was disseminated and subsequently filed on SEDAR.
- Item 4** **Summary of Material Change**
The Company completed a non-brokered private placement for gross proceeds of \$790,000.
- Item 5** **Full Description of Material Change**
The Company closed a non-brokered private placement (the “Offering”) of 1,975,000 units (the “Units”) at \$0.40 per Unit for gross proceeds of \$790,000.
- Each Unit is comprised of one common share (each a “Share”) and one transferable common share purchase warrant (each “Warrant”). Each Warrant is exercisable into a Share (a “Warrant Share”) at an exercise price of \$0.45 for a period of 18 months.
- Finder’s compensations were paid in connection with the Offering. All securities issued in connection with the Offering are subject to a statutory hold period of four months plus a day from Issuance Date, in accordance with applicable securities legislation.
- The Company intends to use the proceeds from the Offering for general working capital.
- Item 5.2** **Disclosure for Restructuring Transactions**
Not applicable.
- Item 6** **Reliance on subsection 7.1(2) of National Instrument 51-102**
Not applicable.
- Item 7** **Omitted Information**
Not applicable.
- Item 8** **Executive Officer**
Neha Tally, Secretary
Tel: 514-996-6342
- Item 9** **Date of Report**
December 22, 2021