

Form 51-102F3
Material Change Report

Item 1: Name and Address of Company

ZeU Technologies, Inc. (the “Company”)

Item 2: Date of Material Change

July 30, 2024

Item 3: News Release

A news release announcing the material change was disseminated on Stockwatch on July 30, 2024, and was subsequently filed on SEDAR+ at www.sedarplus.ca.

Item 4: Summary of Material Change

The Company announced that the filing of its annual audited financial statements for the year ended March 31, 2024, including the related management discussion and analysis, Chief Executive Officer and Chief Financial Officer certifications were not filed by the required deadline of July 29, 2024. The Company voluntarily applied and received a management cease trade order from the applicable regulatory authorities.

Item 5: Full Description of Material Change

5.1: Full Description of Material Change

The Company announced that the filing of its annual audited financial statements for the year ended March 31, 2024, including the related management discussion and analysis, and Chief Executive Officer and Chief Financial Officer certifications (collectively, the “**Annual Financial Statements**”) were not filed by the required filing deadline of July 29, 2024 (the “**Filing Deadline**”).

The Annual Financial Statements were not filed on or before the Filing Deadline due to the delay in the completion of the audit of the Company’s Annual Financial Statements before the Filing Deadline. The delay is due to recent changes in senior management, namely the CEO and CFO of the Company, announced March 26, 2024, and April 15, 2024, respectively, as well as limited audit resources.

The Company is working on the steps required to complete the Annual Financial Statements and expects to be able to file the Annual Financial Statements by September 27, 2024. The Company will provide updates as further information relating to the Annual Financial Statements becomes available.

Pursuant to National Policy 12-203 - *Management Cease Trade Orders (NP 12-203)* the Company voluntarily applied to the applicable securities regulatory authorities and received a management cease trade order (**MCTO**) related to the Company’s securities under which the Chief Executive Officer and Chief Financial Officer of the Company will

be restricted from trading securities of the Company until the Financial Statements are filed.

All other securityholders will still be able to trade in the securities of the Company in accordance with applicable securities laws.

Until the Annual Financial Statements are filed and the MCTO has been revoked, the Company intends to continue to satisfy the provisions of the alternative information guidelines specified in NP 12-203 by issuing default status reports in the form of further press releases every two weeks.

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

Ryan Gibson
President and Chief Executive Officer
Telephone: 1-236-978-4254

Item 9: Date of Report

July 31, 2024