

This amendment, together with the prospectus dated October 27, 2020, constitutes a public offering of the securities only in those jurisdictions where they may be lawfully offered for sale and, in such jurisdictions, only by persons authorized to sell such securities. No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

The securities offered hereby have not been and will not be registered under the United States Securities Act of 1933, as amended, and, subject to certain exceptions, may not be offered, sold or delivered, directly or indirectly, in the United States of America, its territories or possessions. This amendment, together with the prospectus dated October 27, 2020, does not constitute an offer to sell or solicitation of an offer to buy any of these securities within the United States.

**AMENDMENT NO. 1 DATED NOVEMBER 30, 2020
TO THE FINAL PROSPECTUS DATED OCTOBER 27, 2020**

INITIAL PUBLIC OFFERING



EURO ASIA PAY

EURO ASIA PAY HOLDINGS INC.

Minimum Offering: \$2,000,000 or 8,000,000 Units
Maximum Offering: \$3,000,000 or 12,000,000 Units
Price: \$0.25 per Unit

The final prospectus of Euro Asia Pay Holdings Inc. (the “**Company**” or “**EAP**”) dated October 27, 2020 (the “**Final Prospectus**”) is hereby amended in the manner set forth herein and is to be read subject to such amendments. Unless otherwise defined herein, all terms defined in the Final Prospectus have the same meanings in this amendment.

The Final Prospectus is hereby amended by adding a section entitled “*Marketing Materials*” immediately prior to the “*Eligibility for Investment*” section that states as follows:

Any “template version” of any “marketing materials” (as such terms are defined in NI 41-101) that will be filed under the Company’s profile on the SEDAR website at www.sedar.com after the date of this Prospectus (including any amendment thereto) and before the termination of the distribution of the Units under the Offering (including any amendments to, or an amended version of, any template version of any marketing materials) is deemed to be incorporated by reference into this Prospectus.

CERTIFICATE OF THE COMPANY

Dated: November 30, 2020

The Final Prospectus, as amended by this amendment (which includes the marketing materials included or incorporated by reference) (together, the “**Prospectus**”), constitutes full, true and plain disclosure of all material facts relating to the securities offered by the Prospectus as required by the securities legislation of British Columbia, Alberta and Ontario.

“Charles Newton Price”

“Mao Sun”

CHARLES NEWTON PRICE
Chief Executive Officer

MAO SUN
Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

“Morris Chen”

“Donald Kirkwood”

MORRIS CHEN
Director

DONALD KIRKWOOD
Director

CERTIFICATE OF THE PROMOTER

Dated: November 30, 2020

The Final Prospectus, as amended by this amendment (which includes the marketing materials included or incorporated by reference) (together, the “**Prospectus**”), constitutes full, true and plain disclosure of all material facts relating to the securities offered by the Prospectus as required by the securities legislation of British Columbia, Alberta and Ontario.

“Morris Chen”

MORRIS CHEN
Chairman, Director

CERTIFICATE OF THE AGENT

Dated: November 30, 2020

To the best of our knowledge, information and belief, the Final Prospectus, as amended by this amendment (which includes the marketing materials included or incorporated by reference) (together, the "**Prospectus**"), constitutes full, true and plain disclosure of all material facts relating to the securities offered by the Prospectus as required by the securities legislation of British Columbia, Alberta and Ontario.

CANACCORD GENUITY CORP.

Per:

"Frank G. Sullivan"

Frank G. Sullivan
Vice President, Sponsorship, Investment Banking