



## **St-Georges Eco-Mining Subsidiary ZeU Crypto Signs Definitive Agreement with Tiande**

-FOR IMMEDIATE RELEASE-

**Montreal, February 26, 2018 – St-Georges Eco-Mining Corp. (CSE: SX) (OTC: SXOOF) (FSE: 85G1)** announces that, further to its January 15 and February 8, 2018 press releases, its wholly owned subsidiary ZeU Crypto Networks Inc. has signed a definitive asset purchase agreement dated February 23, 2018 with Qingdao Tiande Technologies Limited and Beijing Tiande Technologies Limited with the intervention of Guiyang Tiande Technologies Limited to purchase substantially all the intellectual property of the Vendors.

The following are the material terms of the agreement:

- ZeU will acquire the Vendor's intellectual property (including without limitation, all intellectual property and patent applications directly or indirectly related to the Blockchain and smart contract technologies of the Vendors (the "**Blockchain Technology**"), including without limitation, BigData, IoB, Sandbox) (the "**IP**")
- the Vendors will complete: (i) the transfer and successful employment by ZeU of all key employees; (ii) the transfer and assignment of all the IP to ZeU; (iii) the obtaining of all regulatory approvals should they be required; and (iv) the obtaining of all required consents including all consents from clients and collaborators pursuant to the existing contracts of the Vendors (the "**Milestone Conditions**")
- ZeU, the Vendors and key collaborators will enter into a license agreement and non-competition covenant which will provide, among other things, that ZeU shall irrevocably grant a perpetual, exclusive, transferable and sub-licensable license to the Vendors for use of the Blockchain Technology in China, Hong Kong and Taiwan
- ZeU will have completed or caused to be completed prior to the Closing Date a debenture financing of not less than \$10,000,000 and up to \$30,000,000 (the "**Concurrent Financing**")

The purchase price for the Acquisition shall be up to 150,000,000 common shares of ZeU (each a "**Share**") and 150,000,000 Share purchase warrants (each a "**Warrant**") to the Vendors, satisfied by (i) the delivery of a total of 65,000,000 Shares and 75,000,000 Warrants on the closing date of the Acquisition (the "**Closing Date**"), (ii) to the extent and only if all of the Milestone Conditions (as defined hereinabove) are satisfied, the delivery of an additional 75,000,000 Shares, within 3 Business Days following the satisfaction of the Milestone Conditions or the Closing Date (whichever is later) and (iii) to the extent and only if twenty (20) new patents

pertaining to the Blockchain Technology are issued (the “**Patent Condition**”), the delivery of an additional 75,000,000 Shares, within 3 Business Days following the satisfaction of the Patent Condition.

Each Warrant will be exercisable at a price equal to the conversion price pursuant to the Concurrent Financing for a period of three (3) years following the date ZeU completes a transaction pursuant to which its Shares will either be listed on a recognized stock exchange in North America, or will be exchanged for common shares of a reporting issuer listed on a recognized stock exchange in North America.

The agreement was negotiated at arm's length, and contains customary representations, warranties and closing conditions.

On closing of the Acquisition, Dr. Wei Tek Tsai is to join ZeU's management as Chief Technology Officer.

The Acquisition remains subject to requisite regulatory approval and satisfaction of closing conditions contained in the agreement.

The Acquisition remains subject to a number of conditions as set forth in the agreement, including (without limitation), the completion of the Concurrent Financing (as defined hereinabove), the receipt of all requisite regulatory approvals and satisfaction of closing conditions contained in the agreement.

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ON BEHALF OF THE BOARD OF DIRECTORS

**“Frank Dumas”**

FRANK DUMAS, PRESIDENT & CEO

**About St-Georges**

St-Georges is developing new technologies to solve the some of the most common environmental problems in the mining industry.

The Company controls directly or indirectly, through rights of first refusal, all of the active mineral tenures in Iceland. It also explores for nickel on the Julie Nickel Project & for industrial minerals on Quebec's North Shore and for lithium and rare metals in Northern Quebec and in the Abitibi region. Headquartered in Montreal, St-Georges' stock is listed on the CSE under the symbol SX, on the US OTC under the Symbol SXOOF and on the Frankfurt Stock Exchange under the symbol 85G1.

*The Canadian Securities Exchange (CSE) has not reviewed and does not accept responsibility for the adequacy or the accuracy of the contents of this release.*