



## **ZeU Close \$7.8 million in Financing of Convertible Debentures & Announce a Joint-Venture with Kamari**

-FOR IMMEDIATE RELEASE-

**Valletta, Malta, November 13, 2019 – St-Georges Eco-Mining Corp. (CSE: SX) (OTC: SXOOF) (FSE: 85G1)** is pleased to announce the closing by its subsidiary, ZeU Crypto Networks Inc., of a non-brokered private placement offering of 12% capitalized interests unsecured convertible debentures for an aggregate principal amount of CAD \$7,824,000 subscribed in consideration of digital assets, consisting 24,000,000 Kamari, each a “**KAM**”, at a deemed value of CAD \$0.326 each.

ZeU has also executed a joint venture agreement with Kamari Limited (“**Kamari**”) of Malta for the joint development and deployment of lotteries and gaming offerings in Africa (the “**JV Co.**”). Under the terms of the JV, both parties agreed to invest up to Euro 50,000, ZeU agreed, among other things, to grant JV Co. a non-exclusive licence to its technologies in exchange for a 30% interest in JV Co., and Kamari agreed to provide JV Co. with support in accessing online lottery markets exchange for a 70% interest in JV Co. For more information on Kamari visit [www.kamari.io](http://www.kamari.io)

The Debenture issued pursuant to the Offering will have a maturity date of May 12, 2022 (the “**Maturity Date**”), and be convertible into common shares of ZeU (each a “**ZeU Share**”) at a price (the “**Conversion Price**”) equal to the greater of: (i) \$1.50, and (ii) if the date of any conversion occurs after ZeU completed a transaction (a “**Liquidity Event**”) pursuant to which it will become a “reporting issuer” under applicable Canadian securities laws and the ZeU Shares would be listed and posted for trading on a recognized exchange, the 10-day volume-weighted average trading price of the ZeU Shares, immediately prior to the applicable conversion date.

Upon the occurrence of a Liquidity Event, ZeU will be entitled to require the holders of the Convertible Debentures to convert up to 50% of the principal amount outstanding, together with any accrued and unpaid interest owing thereon, into ZeU Shares at the Conversion Price.

ZeU will be entitled to redeem the Debentures at any time, including on the Maturity Date, in cash, in digital assets for the pro rata nominal amount of digital assets subscribed or in ZeU shares at the Conversion Price.

The KAM forming the Consideration are subject to the following voluntary transfer restrictions: (i) in any one-month period, transfer, directly or indirectly, is limited to 1/30th of the total number of KAM forming the Consideration; and (ii) in any given day, any sale on an exchange is limited to 5% of the total volume of KAM traded, without the prior written consent of Kamari.

The securities issued in connection with the Offering are subject to the applicable statutory hold period ending March 12, 2020. Closing of the Offering is subject to receipt of applicable regulatory approvals, including the approval of the CSE.

ON BEHALF OF THE BOARD OF DIRECTORS

**“Frank Dumas”**

FRANK DUMAS  
DIRECTOR & COO, ST-GEORGES ECO-MINING  
PRESIDENT & CEO, ZEU CRYPTO NETWORKS.

*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.*