



FORM 7

MONTHLY PROGRESS REPORT

Name of Listed Issuer: **ZEU TECHNOLOGIES INC.** (the "Issuer").

Trading Symbol: **ZEU**

Number of Outstanding Listed Securities: **30,272,427**

Date: **March 5, 2021**

1. Report on Business

ZeU is a forward-thinking Canadian technology company that provides the foundation for the next generation of private and secure communication. Our technology maximizes transparency, security, and scalability, as well as big data management. Our strategy is to monetize Peer-to-Peer & blockchain distributed ledger technology transactions in diverse sectors such as payment, gaming, data, and healthcare.

2. Other Corporate Matters

Share Issuances

In February, the Company issued 493,421 shares in relation to the conversion of debenture and 255,034 shares for the execution of warrants.

Prego International Group AS Acquisition

In January, ZeU announced that it completed all the required due diligence to move forward with the acquisition of Prego International Group. **On February 5, 2021**, ZeU created a new subsidiary called ZeUPay Inc. to proceed to the final acquisition.

On February 8, 2021, ZeU announced that it executed the definitive agreement to acquire all of the issued and outstanding shares of Prego International Group AS, through ZeUPay Inc., its wholly-owned subsidiary.

Subsequent Event

On March 2, 2021, ZeU announced that it closed the acquisition of 100% of the issued and outstanding shares of Prego International Group AS, pursuant to the terms of the share exchange agreement entered into between the Company, ZeUPay, and Roxer NUF, the sole shareholder of Prego. Both Roxer NUF and Prego are arm's length private corporations incorporated under the laws of Norway.



Terms of the Acquisition

Pursuant to the Definitive Agreement, the aggregate purchase price of the Acquisition was \$8,125,000, paid through: (i) the issuance of 2,500,000 common shares of the Company (the "Consideration Shares") at a deemed price of \$0.25 for an aggregate price of \$625,000; (ii) the issuance of \$7,500,000 aggregate principal amount of convertible debentures of ZeUPay (the "ZeUPay Debentures"); and (iii) the issuance of 7,500,000 non-transferable common share purchase warrants of the Company (the "Warrants"). Each Warrant is exercisable into one common share of the Company (a "Common Share") at a price of: (i) \$0.90 for a period of 12 months from the closing date of the Acquisition (the "Closing Date") or (ii) \$1.50 for a period of 12 months from the date that is 12 months from the Closing Date.

Appointment of Ronald Eriksen as Director

In connection with the Acquisition of Prego International Group AS, Ronald Eriksen was appointed to the Company's Board of Directors. Mr. Eriksen is the founder and conceptual developer of Prego's business concept and has 20 years of previous sales and marketing experience within leading global IT companies, mobile telecommunications, and internet service providers. He developed Prego's business concept with financial inclusion operations, cross-border payment channels, and general fintech market development.

Mula Platform Update

Mula's high-level overall design is completed. The Company has started work on the core coding and is in the process of integrating new developers. Adjacent initiatives are being greatly accelerated with access to multiple banks' IT engineering teams via the ZeUPay integration effort. The team is experiencing a surge in requests by third-party application developers to partner and/or connect to the platform.

Peer-to-Peer Gaming

A first wave of P2P gaming offering should be ready to go live in April 2021. A fully live revenue-generating operation is expected to be launched around the end of Q2. The Company expects its partner network, Kamari, to go live within weeks with the Auction Lottery based on the Company's patent-pending Random Number Generator.

Borealis DEX

(St-Georges Eco-Mining wholly-owned subsidiary)

The development of a stable staking token is underway. The timeline for the regulatory authorization of the DEX is still unknown as for institutional trading of digital derivatives. The DEX structure developed for the Mula platform will be the basis of the Borealis infrastructure. It allows a flow of derivative transactions, decentralization, transparency, KYC/AML, and fiat return to be settled this year.



Status of Other Holdings

(As per February 26, 2021, under Mark-to-Market Method)

ThreeD Capital

185,185 common shares	CA\$1.17	\$219,561*
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Summary of Activities

- New products or services developed or offered. **None in February 2021**
- Details of any products or services that were discontinued. **None in February 2021**
- New business relationships entered into between the Issuer, the Issuer's affiliates or third parties, including contracts to supply products or services, joint venture agreements and licensing agreements etc. **None in February 2021**
- Expiry or termination of any contracts or agreements between the Issuer, the Issuer's affiliates or third parties or cancellation of any financing arrangements that have been previously announced. **None in February 2021**
- Acquisitions by the Issuer or dispositions of the Issuer's assets that occurred during the preceding month. **None in February 2021**
- Acquisition of new customers or loss of customers. **None in February 2021**
- New developments or effects on intangible products such as brand names, circulation lists, copyrights, franchises, licenses, patents, software, subscription lists and trade-marks. **None in February 2021**
- Employee hirings, terminations or lay-offs with details of anticipated length of lay-offs. **NOT APPLICABLE**
- Labour disputes and resolutions of those disputes, if applicable. **NOT APPLICABLE**
- Legal proceedings to which the Issuer became a party, and its present status **None in February 2021**
- Indebtedness incurred or repaid by the Issuer. **See note 2 above**
- Details of any securities issued and options or warrants granted. **See note 2 above**
- Loans to or by Related Persons. **None in February 2021**



• **Management and Board are as follows**

- Frank Dumas, President, CEO & Director
- Mark Billings, CFO & Director
- Neha Tally, Corporate Secretary & Director
- Jean-Philippe Beaudet, Director
- The Honorable Lord Timothy Edward Razzall, Director
- Yuming (Oliver) Qian, Chief Architect
- Jasseem Allybokus, Director
- Ronald Eriksen, Director

Certificate of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there were is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 7 Monthly Progress Report is true.
5. Dated March 5, 2021

NEHA TALLY, CORPORATE SECRETARY

Neha Edah Tally
Signature

Issuer Details Name of Issuer ZE U TECHNOLOGIES INC.		For Month End FEBRUARY 2021	Date of Report March 5, 2021
Issuer Address 1000, SHERBROOKE WEST, SUITE 2700			
City/Province/Postal Code MONTREAL	Issuer Fax No. ()	Issuer Telephone No. ()	
Contact Name NEHA TALLY	CORPORATE SECRETARY	Contact Telephone No.	
Contact Email Address NEHA_TALLY@DUMASBANCORP.COM	Web Site Address		

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February 2021