



REVOLUGROUP

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NEWS RELEASE

October 17th, 2022

RevoluGROUP Canada Inc. Signs Term Sheet to Enter Equity Investment Talks

Vancouver, BC – RevoluGROUP Canada Inc. (TSX-V: [REVO](#)), (Frankfurt: [IJA2](#)) (the "Company") is pleased to announce that the Board of Directors unanimously approved the signing of a term sheet agreement dated October 14th, 2022, defining a potential share equity acquisition by a European Financially Regulated entity allied to a UAE Based Financial Consultancy firm. Under the terms of the agreement, if fruitful, it may result in a change of control as specified in the SECURITIES ACT [RSBC 1996] CHAPTER 418 - Part 1. The Company issues the current news release in conformity with policy 85, sections A and C of the SECURITIES ACT as it pertains to "Continuous Disclosure."

Analysis Term

The parties have agreed that a maximum period of 45 calendar days suffices to conclude the preliminary due diligence and analysis of the underlying proposal. As a result, the adoption of the agreements necessary to formalize the transaction cannot take longer than 45 days from the date of the signing of the present term sheet. Likewise, the Company agreed and entered a period of exclusivity in which it undertakes not to hold or participate in negotiations or discussions on any other proposed purchase of its shares for 45 days ending at midnight November 28th, 2022.

About The Equity Investment Proposal

Some time ago, Management began studying strategic M&A opportunities, deeming the present proposal potentially conducive to shareholder value and possibly a significant advent for the Company. The Board has granted permission to evaluate the opportunity and decide the path forward that is in the best interests of the ensemble of its shareholders and the Company. There can be no assurance that any definitive agreement, tender, or investment will be completed, and the term sheet remains preliminary and non-binding. The Company will update shareholders on any material changes and possible advancements between the parties.

Upon conclusive management analysis and assessment of the proposal, and should the tendered proposal ultimately prevail, and should a change of Control result under the Securities Act Policy, the Company shall protect the bona fide interests of its shareholders, including, if required, obtaining applicable shareholder approval.

About RevoluPAY®

The Company's flagship Neobanking technology is [RevoluPAY®](#), the [Apple](#) and [Android](#) multinational payment app. Conceived entirely in-house, RevoluPAY features proprietary, sector-specific technology of which the resulting source code is the Company's intellectual property. RevoluPAY's built-in features include [Remittance Payments](#), [Forex](#), [Crypto-to-fiat exchange](#), [Retail and Hospitality payments](#), [Real Estate](#)

Payments, pay-as-you-go phone top-ups, Gift Cards & Online Credits, Utility Bill payments, Gaming Credits, Leisure payments, Travel Payments, etc. RevoluPAY is aimed squarely at the worldwide multi-billion dollar Open Banking sector, cross-border forex payments, and + \$595 billion family remittance market. RevoluPAY® is operated by the European wholly-owned subsidiary RevoluPAY EP S.L situated in Barcelona. RevoluPAY is a licensed United States MSB, Canadian FINTRAC, and European PSD2 payment institution 6900 under the auspices of E.U. Directive 2015/2366 with EU 27 Country Passporting and official issuer of Visa® Cards and authorized Visa® Affiliate Member. RevoluGROUP Canada Inc. controls five wholly-owned subsidiaries on four continents.

About RevoluGROUP Canada Inc.:

RevoluGROUP Canada Inc. is a multi-asset, multidivisional publicly traded Canadian Company deploying advanced technologies in; Banking, Mobile Apps, Money Remittance, Cross-Border Forex Payments, Mobile Phone Top-Ups, EGaming, Healthcare Payments, Esports, Invoice factoring, Online Travel, Vacation Resort, Blockchain Systems, and Fintech app sectors. [Click here](#) to read more.

For further information on RevoluGROUP Canada Inc. (TSX-V: REVO), visit the Company's website at www.RevoluGROUP.com. The Company has approximately 189,957,876 shares issued and outstanding.

RevoluGROUP Canada, Inc.

"Steve Marshall"

STEVE MARSHALL
CEO

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NEITHER THE TSX VENTURE EXCHANGE NOR ITS REGULATION SERVICES PROVIDER (AS THAT TERM IS DEFINED IN POLICIES OF THE TSX VENTURE EXCHANGE) ACCEPTS RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.

This release includes certain statements that may be deemed to be "forward-looking statements". All statements in this release, other than statements of historical facts, that address events or developments that Management of the Company expects, are forward-looking statements. Although Management believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance, and actual results or developments may differ materially from those in the forward-looking statements. The Company undertakes no obligation to update these forward-looking statements if Management's beliefs, estimates or opinions, or other factors, should change. Factors that could cause actual results to differ materially from those in forward-looking statements, include market prices, exploration and development successes, continued availability of capital and financing, and general economic, market or business conditions. Please see the public filings of the Company at www.sedar.com for further information.