



REVOLUGROUP

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## NEWS RELEASE

December 9<sup>th</sup>, 2022

### RevoluGROUP Canada Inc. Receives Agreement Proposal to Formalize Equity Investment

**Vancouver, BC – RevoluGROUP Canada Inc. (TSX-V: [REVO](#)), (Frankfurt: [IJA2](#))** (the "Company") is pleased to announce that it has received a draft agreement on December 8<sup>th</sup>, 2022, in which the potential Acquirers propose formalizing the Equity Investment. Management of the Company is currently reviewing the underlying agreement proposal and expects to finalize its assessment over the coming days. Under the terms of the draft agreement received, if fruitful, it would 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."

#### Chronology of the Equity Investment Talks

New Release [17/10/2022](#) - The Board of Directors unanimously approved the signing of a term sheet agreement dated October 14<sup>th</sup>, 2022, outlining a possibly substantial Equity Investment.

New Release [07/11/2022](#) - Management signed an updated term sheet addendum on November 4<sup>th</sup>, 2022, in which the potential Acquirers and the Company confirmed the satisfactory completion of the 'Documentary Due Diligence' phase of the negotiations.

New Release [25/11/2022](#) - Management signed a mutual Business Development agreement on November 25<sup>th</sup>, 2022, in which the potential Acquirers and the Company agreed to a future joint strategy should the equity investment conclude favorably.

New Release [29/11/2022](#) - The Acquirers and the Company approved a one-time extension of the term sheet's maximum closing date and the exclusivity term, which ended at midnight on December 8<sup>th</sup>, 2022.

At 4.07 PM ET on December 8<sup>th</sup>, 2022, before the expiration of the aforementioned non-extendible term, the potential Acquirers remitted a draft proposal agreement to finalize the transaction to the Company. At this time, management is reviewing the proposal.

While the current negotiations and diligent revision of the documented draft agreement bode well for the proposed transaction, there can be no assurance that any definitive agreement, tender, or investment will be completed, and the December 8<sup>th</sup>, 2022, agreement proposal must be speedily and diligently reviewed by executive management. The Company will notify shareholders if there are any material advents or contractual advancements between the parties.

#### Links Used in This News Release

New Release 17/10/2022 - <https://tinyurl.com/2fsxmp42>

New Release 07/11/2022 - <https://tinyurl.com/2kca9b7b>

New Release 25/11/2022 - <https://tinyurl.com/bddpbpww>

New Release 29/11/2022 - <https://tinyurl.com/mr4cv2zd>

## 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 **E.U. 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](http://www.RevoluGROUP.com). The Company has approximately 192,356,376 shares issued and outstanding.

## RevoluGROUP Canada, Inc.

*"Steve Marshall"*

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**STEVE MARSHALL**  
CEO

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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](http://www.sedar.com) for further information.