



REVOLUGROUP

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NEWS RELEASE

July 05th, 2024

RevoluGROUP Canada Inc. announces the reception of a subscription offer for a Private Placement in cash from the company Meridien Holdings Inc.

Vancouver, BC, Canada – July 5, 2024, 2024 -- RevoluGROUP Canada Inc. (TSX-V: [REVO](#)), (Frankfurt: [IJA2](#)), (Munich: [A2PU92](#)) announces the reception of a subscription offer for a Private Placement of 7MM CAD in cash from Meridien Holdings Inc. whose director is Mr Erik Aaron Lara Riveros.

The principal terms of the proposed subscription are as follows:

1. Private placement subscription offer of 7MM CAD in cash at a value of 0.05CAD per share from Meridien Holdings Inc. whose director is Mr. Erik Aaron Lara Riveros.
2. Said subscription must be accompanied by an issuance of warrants for the same number of shares at a value of 0.15 CAD exercisable in 12 months.
3. Once the transaction is approved by the competent authorities, they request to occupy 3 of the 5 positions on the board. Offering the CEO position to Gavin McMillan.

With this new offer REVOLUGROUP is following the standard process for studying its suitability given the regulated nature of the payment activities carried out by some of the Group's companies.

We mean that any operation in this sense must be communicated to the competent Regulators and especially significant is the authorization required by the Bank of Spain who could oppose both the change of the Significant Shareholder of REVOLUGROUP and the sale of REVOLUPAY.

For these reasons the Board has determined to request to the potential suitor detailed information from the offering company on the following points:

- Source of funds.
- Payment Guarantees.
- Information on the shareholders behind the company that is making the offer.
- New Business plan that is proposed since we do not know their nature and there are high-risk activities that would not be accepted, such as online casinos, porn, tarot, pyramid schemes and also certain businesses related to crypto assets.

Message of the Board of Directors

We are studying this new offer with the greatest interest and diligence, and the information required has already been requested from the offering company, once it is received will be evaluated by our multidisciplinary team to determine if this offer meets the minimum requirements to be eligible and viable at an economic and regulatory level.

Simultaneously, we are continuing with the negotiations with the UK Fintech Group previously announced on NR dated June 18th, 2024 for the sale of REVOLUPAY for a purchase price of approximately 4.3M CAD. Currently the negotiation is in the process of developing the SPA document, which must be agreed upon in all its details by the parties.

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.

RevoluGROUP Canada, Inc. Board of Directors

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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 for further information.