



REVOLUGROUP

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NEWS RELEASE

Vancouver (Canada) and New York (United States), July 26, 2024

RevoluGROUP Secures \$7 Million Private Placement Investment from Meridien Holdings

Further to its News Release of July 5, 2024 RevoluGROUP Canada Inc. (TSX-V: REVO), (Frankfurt: IJA2), (Munich: A2PU92) ("RevoluGROUP") and Meridien Holdings LLC ("Meridien") *, are pleased to announce the signing of a Memorandum of Understanding (MoU) detailing an innovative and comprehensive investment strategy of up to \$7 Million (CAD) Private Placement to enhance RevoluGROUP's financial stability and operational capacity.

This pivotal agreement, entered on July 24th, 2024, represents a significant milestone in our shared journey, securing essential capital and a partnership that supports ambitious growth and expansion plans. Funds proceeding from the placement will be applied to expanding the Company's current business in the payment industry and for general working capital.

Key Highlights Meridien has outlined an innovative global business strategy that includes strategic partnerships aimed at enabling RevoluGROUP to expand its global payment capabilities. To support this vision and ensure smooth and successful growth, Meridien is committing up to 7 million CAD private placement investments.

This strategic equity and market partnership will unfold as follows:

****Stage 1** Involves Meridien Holdings acquiring 22,635,530 warrants and 11,317,765 shares, beginning with an initial tranche of 3,843,750 warrants that will be exercised to provide an immediate capital infusion into RevoluGROUP. This crucial phase will establish Meridien Holdings as the principal shareholder of RevoluGROUP, demonstrating their commitment and support while securing two key board positions: CEO and Chairman.

*** *Stage 2*** Subjected to the approval of the TSX Venture Exchange, Meridien Holdings is immediately subscribing a dedicated private placement of up to 7 million

CAD in new shares accompanied by an issuance of warrants for the same number of shares exercisable in 12 months period.

This phase will begin with a minimum investment of 500,000 CAD in new shares at 0.05 CAD per share, accompanied by an equal amount of warrants at 0.15 CAD per warrant. This structured investment will provide sustained financial support and strategic guidance, ensuring the continued growth and stability of RevoluGROUP. In this stage, Meridien Holdings will obtain a third board position, further solidifying the economic future of RevoluGROUP.

Following the initial minimum investment of 500,000 CAD, Meridien Holdings will continue to invest up to 7 million CAD over 12 months. This phased investment strategy ensures a steady and reliable infusion of capital while providing the flexibility to meet regulatory requirements and adapt to evolving market conditions.

*This transaction when completed will lead to change of control of the company.

Previously Announced Private Placement and Negotiations As a result of this groundbreaking agreement, other ongoing negotiations are concluded. Therefore, the previously announced private placement of \$1 Million (CAD) on May 6, 2024, and the sale of the RevoluGROUP subsidiary RevoluPAY, to a UK-based financial group as announced on June 19, 2024, will not proceed.

Erik Lara Riveros, CEO of Meridien Holdings, stated, "We are thrilled to partner with RevoluGROUP, a company that has demonstrated financial licenses capacities and innovation. We are committed to creating a global, scalable model that leverages RevoluGROUP's existing and future financial licenses and infrastructure, a conversation that started several months ago. Together, we will accelerate our business roadmap, enhance economic returns, and expand our footprint in key markets. We would also like to extend our gratitude to the investors for their patience and resilience during this period. This strategic collaboration is designed to deliver substantial value to all stakeholders, and we look forward to achieving new heights in the financial technology sector."

Message from the Board of Directors of RevoluGROUP We are very excited about this new phase for RevoluGROUP. We have been working very hard on the best option for RevoluGROUP, actively listening to our investors.

**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.