



REVOLUGROUP

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NEWS RELEASE

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RevoluGROUP Canada Inc. Announces Shares for Debt Transaction

Vancouver, BC – RevoluGROUP Canada Inc. (TSX-V: [REVO](#)), (Frankfurt: [IJA2](#)), (Munich: [A2PU92](#)) (the "Company") announces that executive management has today signed a corporate resolution in which the Company plans to settle and extinguish \$164,536.15 of the Company's outstanding debt (the "Debt") through the issuance of common shares of the Company ("Common Shares"). In accordance with the settlement of Debt (the "Debt Settlement"), the Company intends to issue 2,056,702 Common Shares at a deemed price of \$0.08 per Common Share to four creditors of the Company. The Company wishes to settle and extinguish the Debt through the issuance of Common Shares to preserve cash and improve the Company's balance sheet.

The Debt Settlement involves the issuance of a combined 2,056,702 Common Shares to certain directors and officers (collectively, the "Related Parties"). An aggregate of 1,736,308 Common Shares is to be issued to the Company's Chief Executive Officer representing \$138,904.63 in extinguishment of the debt owing to him personally and to a company he controls and directs for services rendered in his capacity as Chief Executive Officer. An aggregate of 320,394 Common Shares is to be issued to four directors representing \$25,631.52 in extinguishment of the debt owing to them.

The Debt Settlement is subject to acceptance and approval by the TSX Venture Exchange. Any Common Shares issued pursuant to the Debt Settlement are subject to a four-month hold period, which will expire on the date that is four months and one day from the date of eventual issuance.

The Debt Settlement involving the Related Parties constitutes a "related party transaction" under Multilateral Instrument 61-101 – Protection of Minority Securityholders in Special Transactions ("MI 61-101"). The Company would rely on the exemptions from the valuation and the minority approval requirements of MI 61-101 provided for in subsections 5.5(a) and 5.7(a) of MI 61-101, respectively, as the fair market value of the subject of, and the consideration paid in the Debt Settlement, in relation to the interested parties, does not represent more than 25% of the Company's market capitalization, as determined in accordance with MI 61-101. The participation by the Related Parties in the Debt Settlement has been approved by the directors of the Company.

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. The Company has approximately 194,047,376 shares issued and outstanding.

RevoluGROUP Canada, Inc.

"Steve Marshall"

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 for further information.