

**FORM 51-102F3
MATERIAL CHANGE REPORT**

ITEM 1. NAME AND ADDRESS OF ISSUER

Block X Capital Corp. (the "**Issuer**")
918 – 1030 West Georgia Street
Vancouver, BC, Canada V6E 2Y3

ITEM 2. DATE OF MATERIAL CHANGE

January 24, 2018

ITEM 3. NEWS RELEASE

Issued on November 7, 2017 and January 24, 2018 and distributed through the facilities of Stockwatch.

ITEM 4. SUMMARY OF MATERIAL CHANGE

On November 7, 2017, the Issuer announced its intention to undergo a fundamental change of business. On January 24, 2018, the Issuer announced it completed its previously announced fundamental change of business from a mining issuer to an investment issuer (the "**Change of Business**").

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

A copy of the Issuer's news releases relating to the Change of Business is attached hereto as Schedule A.

ITEM 5.2 DISCLOSURE FOR RESTRUCTURING TRANSACTIONS

Not Applicable.

ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

Not Applicable.

ITEM 7. OMITTED INFORMATION

There are no significant facts required to be disclosed herein which have been omitted.

ITEM 8. EXECUTIVE OFFICER

Contact: Emily Davis, Director
Telephone: 604-628-5616

ITEM 9. DATE OF REPORT

June 5, 2018

Schedule A

November 7, 2017 and January 24, 2018 News Release



LIONS GATE METALS

PRESS RELEASE

November 7, 2017

Lions Gate Metals Inc. Announces Change of Business

Vancouver, BC, November 7, 2017 – Lions Gate Metals Inc. ("Lions Gate" or the "Company") (CSE: LGM) is pleased to announce that it is proposing a change of business to become an Investment Issuer. The Company intends to transition to an investment issuer focused on companies in the blockchain technology industry.

Completion of the change of business is subject to a number of conditions, including Canadian Securities Exchange and shareholder approval.

The Canadian Securities Exchange has in no way passed upon the merits of the proposed change of business and has neither approved nor disapproved of the contents of this press release.

On Behalf of the Board,

Emily Davis

Director

Tel: 604-628-5616

Cautionary Note Regarding Forward-Looking Statements: Some statements in this news release contain forward-looking information or forward looking statements for the purposes of applicable securities laws. These statements are in respect of the proposed change of business. These statements address future events and conditions and, as such, involve known and unknown risks, uncertainties and other factors, which may cause the actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the statements, including, the risks and uncertainties related to the proposed change of business not being completed and the required Canadian Securities Exchange and shareholder approvals not being obtained. In making the forward-looking statements, the Company has applied several material assumptions including, but not limited to, the assumptions that the proposed change of business will proceed and be completed as planned; and the required Canadian Securities Exchange and shareholder approvals will be obtained. The Company expressly disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise except as otherwise required by applicable law.

BLOCK



PRESS RELEASE

January 24, 2018

Block X Capital Corp. Announces Completion of Change of Business to Investment Issuer, Change of Name, Change of Management and Resumption of Trading

Vancouver, BC, January 24, 2018 – Block X Capital Corp. ("Block X" or the "Company") (CSE: BXXX) is pleased to announce that further to its press release on December 7, 2017, the Company has completed a change of business from a Mining Issuer to an Investment Issuer and has received approval from the Canadian Securities Exchange to resume trading.

In connection with the change of business, the Company has changed its name to “Block X Capital Corp.”. Trading of the Company’s common shares will resume under the new name and under the new ticker symbol “BXXX” at market open on January 24, 2018.

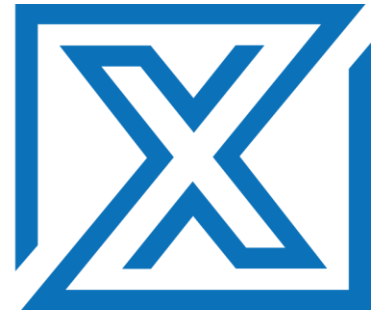
The Company will seek investment opportunities in early-stage to mid-level blockchain and emerging technology companies, and will leverage its extensive network of operators and global thought leaders to provide investors with unparalleled access to investments that are not normally accessible to the average retail investor.

The Company is pleased to announce that it has appointed several notable individuals to form its core management team and board of directors.

- Darius Eghdami: Chief Executive Officer

A Chartered Accountant by trade, Darius Eghdami is a serial entrepreneur, investor, and has successfully exited multiple companies. Darius has previously founded and led multiple businesses in digital, data analytics, and the consumer internet. Darius founded FansUnite in 2012, the first social sports book harnessing the power of Blockchain technology. Darius has extensive experience managing companies, raising capital, and developing overall vision and business frameworks. Additionally, Darius was recently named one of Canada’s Next 150 Top Entrepreneurs by the TMX Group.

BLOCK



- **Rahim Rajwani: Chief Financial Officer**

Rahim Rajwani brings over 22 years of extensive public and private company experience to Block X Capital. Rahim began his career at Yorkton Securities, and then later moved on to Union Securities where he worked as Chief Compliance Officer and Vice President of Compliance with a primary focus on risk mitigation. Rahim served in successive roles of increasing responsibility at Salman Partners, moving from Chief Compliance Officer, to Vice President, to Managing Director. Rahim aims to bestow his deep expertise in the regulatory, compliance, risk mitigation, and M&A transaction fields in order to support Block X's process of identification, evaluation, and investment in the most promising blockchain and emerging technology companies.

- **Michele Romanow: Director**

Michele Romanow is a serial entrepreneur who started three companies before her 30th birthday. A "Dragon" on CBC's hit show *Dragons' Den*, she is a co-founder of Buytopia.ca (acquired by EMERGE Commerce), SnapSaves (acquired by Groupon) (NASDAQ: GRPN), and co-founder of Clearbanc, an online financial services platform. She is a Director for Whistler Blackcomb (acquired by Vail Resorts) (NYSE:MTN), Freshii (TSX:FRIL), and SHAD Valley. Furthermore, Michele was included in the WXN's "100 Most Powerful Women in Canada", Forbes "Millennial on a Mission" list, and winner of the Toronto Board of Trade Award for entrepreneurs under 30.

- **Cale Moodie: Director**

Cale Moodie is currently Chief Executive Officer & Director of Neptune Dash Technologies (TSX-V: DASH), a builder and operator of Dash Masternodes and exclusive public investor in the Dash digital currency eco-system. He is also a co-founder of Brixton Metals (TSX-V: BBB). Previously, Cale was the Chief Financial Officer of Underworld Resources Inc. until its sale to Kinross Gold (TSX: K) in June of 2010. Prior to becoming a successful public market executive of multiple companies, Cale worked for KPMG LLP's Vancouver Industrial Markets Group, with an emphasis on audits for mining and resource-based companies. Cale holds the CPA designation and is a graduate of the University of British Columbia.

BLOCK



- Zyshan Kaba: Director

A corporate and securities lawyer by background, Zyshan Kaba is a venture investor and advisor that focuses on financial technology, blockchain, and cryptoassets. With a deep interest in disruptive technology and emerging markets, he focuses on early stage technology companies and his experience covers a variety of areas, including legal counsel, business and regulatory strategy, product development, market research, token sale structuring and analysis, and raising venture capital. Zyshan is also a former executive of a venture backed financial technology company where he was Head of Business and Legal Affairs. Zyshan received his J.D. from the University of Toronto and is called to the bar in Ontario and the state of New York.

Darius Eghdami, CEO, states “Today marks an incredible milestone for us as the Company has been hard at work surveying the emerging blockchain-enabled industry and is ready to now resume trading, invest its capital, and unlock value in the space. At Block X, we've assembled a world-class team of accomplished investors and pioneers in the emerging technology sector. We look forward to capitalizing on the skill and experience of this executive team we have put together to facilitate investment and create real shareholder value in some of the most promising and disruptive blockchain and emerging technology companies of today and tomorrow.”

The Company also announces that Ian Harris, has resigned as director to pursue other opportunities. The Company thanks Mr. Harris for his dedication to the Company and wishes him all the best in his future endeavors.

On Behalf of the Company,

Darius Eghdami, CEO

Tel: 604-628-5616

For Media Contact:

Natalie Davidson

natalie@brixmediaco.com

778 955 8012