

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

ITEM 1. NAME AND ADDRESS OF COMPANY

Block X Capital Corp. (the "**Company**")
918 – 1030 West Georgia Street
Vancouver, British Columbia, V6E 2Y3

ITEM 2. DATE OF MATERIAL CHANGE

January 15, 2020

ITEM 3. NEWS RELEASE

The news release was issued on January 15, 2020 and distributed through the facilities of Stockwatch.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announced that it has closed its non-brokered private placement of 10,000,000 units, at a price of \$0.05 per unit (the "**Private Placement**"). Each unit is comprised of one common share and one common share purchase warrant, each warrant exercisable for one additional common share, at an exercise price of \$0.175 per share, for a period of two years from the date of issuance, subject to acceleration.

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

The Company announced that it has closed its Private Placement for gross proceeds of \$500,000.

Arni Johannson, the Chief Executive Officer and a director of the Company, acquired 2,000,000 units under the Private Placement. Following completion of the Private Placement, Mr. Johannson beneficially owns and controls 4,528,000 common shares and 2,000,000 common share purchase warrants, representing approximately 7.78% of the issued and outstanding common shares on a non-diluted basis and 10.84% of the issued and outstanding common shares on a partially diluted basis. Prior to the Private Placement, Mr. Johannson owned or controlled 2,528,000 common shares, representing approximately 4.34% of the issued and outstanding common shares on a non-diluted basis.

As the Chief Executive Officer and a director, Mr. Johannson's participation in the Private Placement is considered a "related party transaction" under Multilateral Instrument 61-101 ("**MI 61-101**"). The directors of the Company, other than Mr. Johannson, have determined that Mr. Johannson's participation in the Private Placement is exempt from the formal valuation and minority shareholder approval requirements under MI 61-101 in reliance on the exemptions set forth in sections 5.5(a) and 5.7(1)(a) of MI 61-101 and, in connection therewith, have determined

that neither the fair market value of the securities to be distributed in the Private Placement nor the consideration to be received, insofar as it relates to him, exceeds 25% of the Company's market capitalization. The Company did not file a material change report related to this financing more than 21 days before the expected closing of the Private Placement as required by MI 61-101 since the details of the participation by the related party of the Company was not settled until shortly prior to the closing of the Private Placement and the Company wished to close on an expedited basis for sound business reasons.

ITEM 5.2 DISCLOSURE FOR RESTRUCTURING TRANSACTION

Not applicable.

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

Not applicable.

ITEM 7. OMITTED INFORMATION

Not applicable.

ITEM 8. EXECUTIVE OFFICER

Contact: Emily Davis, Director
Telephone: 604-618-7781

ITEM 9. DATE OF REPORT

January 24, 2020.