

**FORM 51-102F3**  
**Material Change Report**

**1. Name and Address of Company:**

Blockchain Holdings Ltd.  
("Blockchain Holdings" or the "Company")  
Sea Meadow House  
P.O. Box 116  
Road Town, Tortola  
VG 1110 British Virgin Islands

**2. Date of Material Change:**

February 19, 2019

**3. News Release:**

The news release with respect to the material change was disseminated through FSC Wire on February 19, 2019.

**4. Summary of Material Change:**

The Company has closed a non-brokered private placement of 445,570 shares (the "**Shares**") of the Company at a price of \$0.50 per Share for gross proceeds of \$222,785.

**5. Full Description of Material Change:**

**5.1 Full Description of Material Change**

The material change described in item 4 is fully described in the Company's press release of February 19, 2019 attached hereto and as filed on SEDAR.

**5.2 Disclosure of Restructuring Transactions**

Not applicable.

**6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102 *Continuous Disclosure Obligations*:**

Not Applicable

**7. Omitted Information:**

Not Applicable

**8. Executive Officer:**

Betty Anne Loy, Corporate Secretary  
1111 Melville Street, Suite 1100  
Vancouver, British Columbia V6E 3V6  
Telephone: 604-689-1515

**9. Date of Report:**

February 20, 2019



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**PRESS RELEASE**

**February 19, 2019**

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## **Blockchain Holdings Announces Closing of Private Placement**

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**Tortola, British Virgin Islands – Blockchain Holdings Ltd. (the “Company”) (CSE: BCX)** is pleased to announce that further to its news release dated January 23, 2019, it has closed a non-brokered private placement of 445,570 shares (the “Shares”) of the Company at a price of \$0.50 per Share for gross proceeds of \$222,785.

The securities issued pursuant to the private placement is subject to the statutory four-months and one day hold period as prescribed by regulatory authorities. The proceeds of the Offering will be used for the development of proprietary indexes and ancillary data products for emerging blockchain and digital currency markets, and for working capital and general corporate purposes.

This news release does not constitute an offer to sell or a solicitation of an offer to sell any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”) or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

### **About Blockchain Holdings Ltd.**

Through our proprietary portal BCXdata.com, Blockchain Holdings provides investors and fund managers with unique insights into the growing ecosystem of crypto-assets. BCXdata.com captures and aggregates data from different blockchains for use and analysis with a clean and approachable API. With a portfolio of proprietary tools, the Company is giving users an institutional-grade analysis package that forms the basis for an extended suite of product offerings in the future.

### **For further information, please contact:**

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This press release was prepared by management of Blockchain Holdings Ltd., which takes full responsibility for its contents. The Canadian Securities Exchange has in no way passed upon the merits of the proposed transaction and has neither approved or disapproved the contents of this press release.

Statements in this news release may be viewed as forward-looking statements. Such statements involve risks and uncertainties that could cause actual results to differ materially from those projected. There are no assurances the company can fulfill such forward-looking statements and the company undertakes no obligation to update such statements. Such forward-looking statements are only predictions; actual events or results may differ materially as a result of risks facing the Company, some of which are beyond the Company’s control.