

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 26, 2019

3. News Release:

The news release with respect to the material change was disseminated through Accesswire on February 27, 2019 and filed on SEDAR.

4. Summary of Material Change:

Blockchain's wholly-owned subsidiary, Wishland Properties Limited, entered into a definitive agreement on February 26, 2019 pursuant to which it intends to make an investment in Airbeam 60 GHz Holdings Ltd., a private British Columbia company, that has entered into a definitive agreement to purchase the 60 Ghz portfolio of gigabit-class wireless infrastructure assets "Airbeam" from a leading US publicly-traded semiconductor company.

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 27, 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 27, 2019

Blockchain Holdings Ltd. Announces Strategic Investment in Global 5G Rollout

Wireless semiconductor investment opens up global opportunity in 5G and Smart City infrastructure

Tortola, British Virgin Islands - February 27, 2019 - Blockchain Holdings Ltd. (the “Company”) (CSE: BCX) is pleased to announce that its wholly-owned subsidiary, Wishland Properties Limited (“WPL”), has entered into a definitive agreement on February 26, 2019 pursuant to which it intends to make an investment in Airbeam 60 GHz Holdings Ltd. (Airbeam 60Ghz).

Airbeam 60Ghz, a private B.C. company, has entered into a definitive agreement to purchase the 60 Ghz portfolio of gigabit-class wireless infrastructure assets “Airbeam” from a leading US publicly-traded semiconductor company.

Blockchain believes that this Airbeam technology contains the potential building blocks for a new generation of wireless network technologies that are designed to take advantage of existing and emerging high-speed data markets, including 5G: the future global telecommunication standard.

“AirBeam’s combination of speed, power, efficiency, and wire-free capability makes it an ideal candidate for solving a core issue of building new 5G networks – the high cost. Carriers are searching for solutions to rollout 5G networks with many more towers than before, and Airbeam 60Ghz looks like a potential answer,” said Wayne Lloyd, CEO of Blockchain. Mr. Lloyd continued: “Correctly harnessed, this technology can form the foundations upon which the Smart Cities of the future are built.”

In addition to the proprietary IP portfolio, Airbeam 60Ghz’s acquisition, which is planned to be completed in Q1 2019, includes millions of sale-ready chipsets and a robust backlog of orders with longstanding clients that can provide Airbeam 60Ghz revenue on day one and with a roadmap offering rapid growth potential.

In addition to real-world applications in wireless backhaul, real-time HD video streaming and radar/sensing, AirBeam 60Ghz is also developing a technology stack and innovative product line to unlock the economic potential of Internet-of-Things (“IoT”) including Smart Cities. This includes, significantly, potential machine-to-machine IoT applications governed by blockchain technology. To this end, Blockchain, through WPL, is establishing a collaborative relationship with Airbeam 60Ghz pursuant to which any further blockchain data aggregation developed will be made available for use by WPL to strengthen Blockchain Holdings’ future blockchain data aggregation business.

“We believe that AirBeam 60Ghz has a unique IP and technical team capable of developing a product that we believe can form the infrastructure backbone to power the Smart Cities of the future,” added Mr. Lloyd. “This investment is consistent with Blockchain Holding’s vision to become a leading player in blockchain data aggregation”

Blockchain’s intended investment, through WPL, is expected to be for \$2.5M and subject to certain closing conditions, including, among others, the availability of financing on terms acceptable to Blockchain. The investment is anticipated to be completed in or about March 2019.

About Blockchain Holdings

Through the 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, Blockchain is giving users an institutional-grade analysis package that forms the basis for an extended suite of product offerings in the future.

About AirBeam

AirBeam is a new company that is looking to unlock a worldwide opportunity in Smart Cities and 5G rollout. Based off of a production-ready modular chip design, AirBeam is a next generation wireless solution that is primed to take advantage of existing and emerging high speed data markets.

For further information, please contact:

Malcolm Burke
+1 604 220 2000
mpb@primarycapital.net

Alan Tam, CFO
+1 604 377-7575
alantamca@gmail.com

Wayne Lloyd, CEO
+1 604 629-9975
wayne@blockchainholdingsltd.com

This news release contains forward-looking statements that are based on Blockchain's expectations, estimates and projections regarding its business and the economic environment in which it operates, including with respect to its business plans, completion of its investment in Airbeam 60Ghz, and the timing thereof, the completion of Airbeam 60Ghz's purchase of "Airbeam", including the timing thereof, the expected benefits from Airbeam, including with respect to revenue, growth, costs and markets, and the timing thereof, the potential for a new generation of wireless network technologies, the implementation of new applications and the development of new technologies and products. Although Blockchain believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guaranteed of future performance and involve risks and uncertainties that are difficult to control or predict. Therefore, actual outcomes and results may differ materially from those expressed in these forward-looking statements and readers should not place undue reliance on such statements. These forward-looking statements speak only as of the date on which they are made, and Blockchain undertakes no obligation to update them publicly to reflect new information or the occurrence of future events or circumstances, unless otherwise required to do so by law.

The Canadian Securities Exchange does not accept responsibility for the adequacy or accuracy of this news release.