# Form 45-106F1 Report of Exempt Distribution

ITEM 1 – REPORT TYPE								
X New report								
Amended report If amended, provide filing date of report that is being amended.								
ITEM 2 – PARTY CERTIFYING THE REPORT								
Indicate the party certifying the report (sele National Instrument 81-106 Investment Fu				section 1.1 of				
Investment fund issuer								
X Issuer (other than an inves	tment fund)							
Underwriter								
Item 3 – Issuer Name and	OTHER LOENT							
Provide the following information about the			he fund.					
	Blockchain Holdings							
Previous full legal name Khot Infrastructure Holdings Ltd.								
If the issuer's name changed in the last 12 months, provide most recent previous legal name.								
Website www.blockchainholdingsltd.com (if applicable)								
If the issuer has a legal entity identifier, provide below. Refer to Part B of the Instructions for the definition of "legal entity identifier".								
Legal entity identifier								
If two or more issuers distributed a single se	ecurity, provide the full l	egal name(s) of the co-issuer(	s) other than the issuer named o	above.				
Full legal name(s) of co-issuer(s)		(if ap	oplicable)					
Item 4 – Underwriter In	FORMATION							
If an underwriter is completing the report, p	provide the underwriter's	s full legal name and firm NRI	D number.					
Full legal name N/A								
Firm NRD number (if applicable)								
If the underwriter does not have a firm NRI	D number, provide the h	ead office contact informatior	n of the underwriter.					
Street address								
Municipality		Province/State						
Country		Postal code/Zip code						
Telephone number		Website		(if applicable)				

ITEM 5 – ISSUER INFORMATION
If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6.
a) Primary industry
Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that in your reasonable judgment most closely corresponds to the issuer's primary business activity.
NAICS industry code   5   1   8   2   1   0
If the issuer is in the <b>mining industry</b> , indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in
the mining industry. Select the category that best describes the issuer's stage of operations.           Exploration         Development         Production
Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply. No
Mortgages Real estate Commercial/business debt Consumer debt Private companies
Cryptoassets
b) Number of employees
Number of employees: X 0 – 49 50 – 99 100 – 499 500 or more
c) SEDAR profile number
Does the issuer have a SEDAR profile?
No     X     Yes     If yes, provide SEDAR profile number     0     0     1     0     9     3     3
If the issuer does not have a SEDAR profile complete Item 5(d) – (h).
d) Head office address
Street address         Sea Meadow House         Province/State         Tortola
Municipality Road Town Postal code/Zip code VG 1110
Country       British Virgin Islands       Telephone number       604 681 7010
e) Date of formation and financial year-end
Date of formation20111114Financial year-end1231YYYYMMDDMMDD
f) Reporting issuer status
Is the issuer a reporting issuer in any jurisdiction of Canada? No X Yes
If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.
g) Public listing status
If the issuer has a CUSIP number, provide below (first 6 digits only). CUSIP number G 1 1 7 7 0
If the issuer is publicly listed, provide the name of the exchange on which the issuer's equity securities primarily trade. Provide only the name of an
exchange and not a trading facility such as, for example, an automated trading system. Exchange name CSE
h) Size of issuer's assets
Select the size of the issuer's assets based on its most recently available annual financial statements (Canadian \$). If the issuer has not prepared
annual financial statements for its first financial year, provide the size of the issuer's assets at the distribution end date.         X       \$0 to under \$5M       \$5M to under \$25M       \$25M to under \$100M
\$100M to under \$500M \$500M to under \$1B \$1B or over

# ITEM 6 – INVESTMENT FUND ISSUER INFORMATION

If the issuer is an investr	nent fund, provide the following information.
	manager information
Full legal name	
Firm NRD Number	
	(if applicable)
-	er does not have a firm NRD number, provide the head office contact information of the investment fund manager.
Street Address	
Municipality	Province/State
Country	Postal code/Zip code
Telephone number	Website (if applicable)
b) Type of investme	ant fund
Money market Money market Alternative strate Indicate whether one or both Invests primarily Is a UCITs Fund 'Undertaking for the Collective Inve	of the following apply to the investment fund. in other investment fund issuers
	n and financial year-end of the investment fund
Date of formation	Financial year-end       YYYY     MM       DD     MM
d) Reporting issuer	status of the investment fund
Is the investment fund a repo	rting issuer in any jurisdiction of Canada? No Yes
If yes, select the jurisdictions of All	of Canada in which the investment fund is a reporting issuer. AB BC MB NB NL NT NU ON PE QC SK YT
e) Public listing stat	tus of the investment fund
CUSIP number	CUSIP number, provide below (first 6 digits only).
Exchange name	
f) Net asset value	(NAV) of the investment fund
Select the NAV range of the in \$0 to under \$5M \$100M to under \$500	Improvestment fund as of the date of the most recent NAV calculation (Canadian \$).         Improvestment fund as of the date of the most recent NAV calculation (Canadian \$).         Improvestment fund as of the date of the most recent NAV calculation (Canadian \$).         Improvestment fund as of the date of the most recent NAV calculation (Canadian \$).         Improvestment fund as of the date of the most recent NAV calculation (Canadian \$).         Improvestment fund as of the date of the most recent NAV calculation.         Improvestment fund as of the date of the most recent NAV calculation.         Improvestment fund as of the date of the most recent NAV calculation.         Improvestment fund as of the date of the most recent NAV calculation.         Improvestment fund as of the date of the most recent fund as of the most recent fund as of the date of the most recent fund as of the most recent fund

# ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

purchasers resident	in that jurisdictio distribution, whic	a completes a distribution i n of Canada only. Do not i ch must be disclosed in Iter	nclude in Item 7 s	ecurities	issued as	payment of	<sup>c</sup> commissions	or finder's fees in	ו
a) Currenc	У								
Select the currency of X Canadian of		hich the distribution was n US dollar		nounts p r (desci		the report	must be in Ca	nadian dollars.	
b) Distribut	tion date(s)								
date as both the sta distribution period c S	rt and end dates. rovered by the rep start date 2 YY	019 05 13 YY MM DD	for securities distri		n a contin	uous basis, i 05			
c) Detailed	l purchaser info	ormation							
-		rm for each purchasei	r and attach th	e sched	lule to t	he comple	eted report.		
d) Types of	f securities dist	ributed							
		all distributions reported on number, indicate the full 9							e the
							Canadian	\$	
	CUSIP number (if applicable)	Description of s	ecurity	-	nber of urities	Single or lowest price	Highest price	Total amount	
C M S	G11770107	Shares		2,010	0,000	0.50	0.50	1,005,000	
									I
e) Details of	of rights and co	nvertible/exchangeable	esecurities						
	-	-		douring	data far	ach right l	( anu annuarti	ble (eveb an ac able	
		vere distributed, provide the e conversion ratio and des							
Convertible / exchangeable security code	Underlying security code	Exercise price (Canadian \$) Lowest Highest	Expiry date (YYYY-MM-DD)	Conv	ersion tio		be other terms		
		Lowest Hignest							
f) Summer	ru of the distribu	ution by jurisdiction one	L avamation						
· · · ·	-	ution by jurisdiction and					1 16	• • • • • • • • •	
purchaser resides ar distribution in a juri	nd for each exemp sdiction of Canad	rities distributed and the nu otion relied on in Canada f la, include distributions to p	or that distribution purchasers residen	n. Howev t in that	ver, if an i jurisdicti	ssuer locate on of Canad	d outside of C Ia only.	anada completes	а
		m for: (i) each jurisdiction v les in a jurisdiction of Canc							
-	hin Canada, state	the province or territory, c	otherwise state the	country					
Province or country		Exemption relied on	1			of unique asers <sup>2a</sup>	Total amou	nt (Canadian \$)	
BC		S2.3			2 45,000.00		000.00		
BC		S2.5			1 50,000.00		000.00		
AB		2.3				1		000.00	
ON		\$2.3				2		000.00	
USA Thailand		S2.3 S2.3				4 1		,000.00	
Thandhu		52.5					400	,000.00	
	I								
		Total number of	of unique purcha	sers <sup>2b</sup>		11	1,00	5,000.00	
<sup>2a</sup> In calculating the num	ber of unique purcha	asers per row, count each purch	aser only once. Joint	purchase	ers may be	counted as on	e purchaser.		

<sup>2b</sup>In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

#### g) Net proceeds to the investment fund by jurisdiction

If the issuer is an investment fund, provide the net proceeds to the investment fund for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides.<sup>3</sup> If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include net proceeds for that jurisdiction of Canada only. For jurisdictions within Canada, state the province or territory, otherwise state the country.

Province or country	Net proceeds (Canadian \$)
Total net proceeds to the investment fund	

<sup>3</sup>"Net proceeds" means the gross proceeds realized in the jurisdiction from the distributions for which the report is being filed, less the gross redemptions that occurred during the distribution period covered by the report.

#### h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

	Description	Date of document or other material (YYYY-MM-DD)	Previously filed with or delivered to regulator? (Y/N)	Date previously filed or delivered (YYYY-MM-DD)
1.				
2.				
3.				

ITEM 8 – COMPENS	ation Infori	MATION					
				or will provide, any compensation in <b>compensation</b> in <b>compensated.</b>			
Indicate whether any compens	-	-	nnection with the distribution. r of persons compensated.	1			
a) Name of person	compensated and i	egistration st	atus				
Indicate whether the person co	ompensated is a regist	rant.					
If the person compensated is a	n individual, provide i	he name of the	e individual.				
Full legal name of individu			Kenneth				
	-	name	First given name	Secondary given names			
If the person compensated is n							
Full legal name of		anaccord Ge					
	NRD number 9		(if applic				
No Yes		the distributio	n through a funding portal or an	internet-basea portai.			
b) Business contact							
	rovided in Item 8(a), p 2200 – 609 Gran		ness contact information of the p	erson being compensated.			
Street address		lile Street					
Municipality	Vancouver		Province/State	BC			
Country	Canada		Postal code/Zip code	V7Y 1H2			
Email address   Telephone number   604.643.7300							
c) Relationship to is	suer or investment	fund manage	ər				
Part B(2) of the Instructions ar Connected with the i		ntrol" in section und manager nent fund)	n 1.4 of NI 45-106 for the purpose	Refer to the meaning of "connected" in es of completing this section.			
	ier or investment fund		and manager				
X None of the above		manager					
d) Compensation de	etails						
amounts in Canadian dollars. payments for services incident	Include cash commiss al to the distribution, s	ions, securities- such as clerical,	based compensation, gifts, disco printing, legal or accounting ser	ction with the distribution. Provide all unts or other compensation. Do not report vices. An issuer is not required to ask for s of a non-individual compensated by the			
Cash commissions paid	4,800.00						
Value of all securities distributed as compensation <sup>4</sup>		Sec	Security code 1	Security code 2 Security code 3			
Describe terms	of warrants, options of	or other rights					
Other compensation <sup>5</sup>		Describe					
Total compensation paid	4,800.00						
Check box if the perso	n will or may receive	any deferred co	ompensation (describe the term	s below)			
	or all securities distributed			exercisable to acquire additional securities of the optimized of the optized of the optimized of the optimiz			

If the issuer is an investment fund, do not complete item 9. Proceed to Item 10.  Indicate whether the issuer is any of the following (select the one that applies – if more than one applies, select only one).  A Reporting issuer in any jurisdiction of Canada  Foreign public issuer  Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada <sup>6</sup> Provide name of reporting issuer Provide name of reporting issuer Provide name of freeign public issuer Provide name of foreign public issuer Provide name of foreign public issuer Provide name of foreign public issuer Provide name of of reign public issuer Provide name of of the above, do not complete Item 9(a) – (c). Proceed to Item 10. Provide name of the above, check this box and complete Item 9(a) – (c). Provide response on the above, check this box and complete Item 9(a) – (c). Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter. Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or individual or issuer issuer "D" – Director, "O" – Executive Officer, "P" – Promoter. Provide the following information for each director, executive officer and promoter of the issuer issuer issuer issuer issuer issuer issuer "D" – Director, "O" – Executive Officer, "P" – Promoter. Provide the following information for each director, exe					
X       Reporting issuer in any jurisdiction of Canada         Foreign public issuer       Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada <sup>6</sup> Provide name of reporting issuer					
Foreign public issuer         Foreign public issuer         Wholly owned subsidiary of a reporting issuer         Wholly owned subsidiary of a foreign public issuer <sup>6</sup> Provide name of roreign public issuer         Issuer distributing only eligible foreign securities and the distribution is to permitted clients only?         If the issuer is at least one of the above, do not complete Item 9(a) – (c). Proceed to Item 10.         *An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer or the foreign public issuer is a wholly owned subsidiary of a reporting issuer or the foreign public issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively.         'Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of eligible foreign security and "permitted client" in Part B(1) of the Instructions.         If the issuer is none of the above, check this box and complete Item 9(a) – (c).         a) Directors, executive officers and promoters of the issuer. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter.         Organization or company name       Family name       First given name       Secondary given names       Relationship to issuer apply)					
Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada <sup>6</sup> Provide name of reporting issuer         Wholly owned subsidiary of a foreign public issuer         Provide name of foreign public issuer         Issuer distributing only eligible foreign securities and the distribution is to permitted clients only <sup>7</sup> If the issuer is at least one of the above, do not complete Item 9(a) – (c). Proceed to Item 10.         *An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer, respectively.         *Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions.         If the issuer is none of the above, check this box and complete Item 9(a) – (c).         a) Directors, executive officers and promoters of the issuer.         Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter.         Organization or company name       Family name       First given name       Business location of non-individual or residential jurisdiction of issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter.					
Provide name of reporting issuer					
Wholly owned subsidiary of a foreign public issuer <sup>6</sup> Provide name of foreign public issuer         Issuer distributing only eligible foreign securities and the distribution is to permitted clients only <sup>7</sup> If the issuer is at least one of the above, do not complete Item 9(a) – (c). Proceed to Item 10. <sup>6</sup> An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively. <sup>7</sup> Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions.         If the issuer is none of the above, check this box and complete Item 9(a) – (c).         a) Directors, executive officers and promoters of the issuer.         Forvide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter.         Organization or company name       First given name       Secondary given names       Relationship to issuer (select all that apply)					
Provide name of foreign public issuer         Issuer distributing only eligible foreign securities and the distribution is to permitted clients only <sup>7</sup> If the issuer is at least one of the above, do not complete Item 9(a) – (c). Proceed to Item 10.         *An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively.         "Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions.         If the issuer is none of the above, check this box and complete Item 9(a) – (c).         a) Directors, executive officers and promoters of the issuer.         Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter.         Organization or company name       Family name       First given name       Secondary given names       Relationship to issuer (select all that apply)       esidential apply)					
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<sup>6</sup> An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively. <sup>7</sup> Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions. If the issuer is none of the above, check this box and complete Item 9(a) – (c). a) Directors, executive officers and promoters of the issuer. Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter. Organization or company name Family name First given name Secondary given names Individual Relationship to issuer apply)					
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a) Directors, executive officers and promoters of the issuer         Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter.         Organization or company name       Family name       First given name       Secondary given names       Business location of non-individual or residential jurisdiction of individual       Relationship to issuer					
Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter.         Organization or company name       Family name       First given name       Secondary given names       Business location of non-individual or residential jurisdiction of individual       Relationship to issuer (select all that apply)					
territory, otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter.         Organization or company name       Family name         First given name       Secondary given names         Secondary given name       Secondary given names					
Organization or company name     Family name     First given name     Secondary given names     non-individual or residential jurisdiction of issuer (select all that apply)     Relationship to issuer (select all that apply)					
Province or country         D         O         P           Image: Constraint of the second se					
b) Promoter information					
If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer.					
Organization or company name     Family name     First given name     Secondary given name     Residential jurisdiction of individual     Relationship to promoter (select one or both if applicable)					
names Province or D O					

c) Residential address of each individual

Complete Schedule 2 of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.

# ITEM 10 - CERTIFICATION

Provide the following certification and business contact information of an officer, director or agent of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

The certification may be delegated, but only to an agent that has been authorized by an officer or director of the issuer or underwriter to prepare and certify the report on behalf of the issuer or underwriter. If the report is being certified by an agent on behalf of the issuer or underwriter, provide the applicable information for the agent in the boxes below.

If the individual completing and filing the report is different from the individual certifying the report, provide the name and contact details for the individual completing and filing the report in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

Securities legislation requires an issuer or underwriter that makes a distribution of securities under certain prospectus exemptions to file a completed report of exempt distribution.

By completing the information below, I certify, on behalf of the issuer/underwriter/investment fund manager, to the securities regulatory authority or regulator, as applicable, that I have reviewed this report and to my knowledge, having exercised reasonable diligence, the information provided in this report is true and, to the extent required, complete.

Name of issuer/underwriter/ investment fund manager/agent	Blockchain Holdings Ltd.					
Full legal name	Loy	Betty Anne				
	Family name	First given name	9	Secondary gi	iven names	
Title	Secretary					
Telephone number	604 681-7010	Email address	ba@blo	ockchainholdi	ngsltd.com	
Signature	/s/ Betty Anne Loy	Date	2019	05	14	
		· •	YYYY	MM	DD	

# ITEM 11 - CONTACT PERSON

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.

X Same as individual certifying the report

Full legal name				Title	
	Family name	First given name	Secondary given names	_	_
Name of company					
Telephone number		En	nail address		

#### Notice - Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authority or regulator under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedule 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the security regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.

# Schedule 1 must be filed in the format of an Excel spreadsheet in a form acceptable to the securities regulatory authority or regulator.

The information in this schedule will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

## a) General information (provide only once)

- 1. Name of issuer
- 2. Certification date (YYYY-MM-DD)

*Provide the following information for each purchaser that participated in the distribution. For each purchaser, create separate entries for each distribution date, security type and exemption relied on for the distribution.* 

## b) Legal name of purchaser

If two or more individuals have purchased a security as joint purchasers, provide information for each purchaser under the columns for family name, first given name and secondary given names, if applicable, and separate the individuals' names with an ampersand. For example, if Jane Jones and Robert Smith are joint purchasers, indicate "Jones & Smith" in the family name column.

- 1. Family name
- 2. First given name
- 3. Secondary given names (*if applicable*)
- 4. Full legal name of non-individual (*if applicable*)

# c) Contact information of purchaser

- 1. Residential street address
- 2. Municipality
- 3. Province/State
- 4. Postal code/Zip code
- 5. Country
- 6. Telephone number
- 7. Email address (if available)

## d) Details of securities purchased

- 1. Date of distribution (YYYY-MM-DD)
- 2. Number of securities
- 3. Security code
- 4. Amount paid (Canadian \$)

## e) Details of exemption relied on

- 1. Rule, section and subsection number
- 2. If relying on section 2.3 [Accredited investor] of NI 45-106, provide the paragraph number in the definition of "accredited investor" in section 1.1 of NI 45-106 that applies to the purchaser. (select only one if the purchaser is a permitted client that is not an individual, "NIPC" can be selected instead of the paragraph number)
- 3. If relying on section 2.5 [Family, friends and business associates] of NI 45-106, provide:
  - a. the paragraph number in subsection 2.5(1) that applies to the purchaser (select only one); and
    - b. if relying on paragraphs 2.5(1)(b) to (i), provide:
      - i. the name of the director, executive officer, control person, or founder of the issuer or affiliate of the issuer claiming a relationship to the purchaser. (*Note: if Item 9(a) has been completed, the name of the director, executive officer or control person must be consistent with the name provided in Item 9 and Schedule 2.*)
      - ii. the position of the director, executive officer, control person, or founder of the issuer or affiliate of the issuer claiming a relationship to the purchaser.
- 4. If relying on subsection 2.9(2) or, in Alberta, New Brunswick, Nova Scotia, Ontario, Québec, or Saskatchewan, subsection 2.9(2.1) [*Offering memorandum*] of NI 45-106 and the purchaser is an eligible investor, provide the paragraph number in the definition of "eligible investor" in section 1.1 of NI 45-106 that applies to the purchaser. (*select only one*)

# f) Other information

Paragraphs f)1. and f)2. do not apply if any of the following apply:

- (a) the issuer is a foreign public issuer;
- (b) the issuer is a wholly owned subsidiary of a foreign public issuer;
- (c) the issuer is distributing only eligible foreign securities and the distribution is to permitted clients only.
- 1. Is the purchaser a registrant? (Y/N)
- 2. Is the purchaser an insider of the issuer? (Y/N) (not applicable if the issuer is an investment fund)
- 3. Full legal name of person compensated for distribution to purchaser. If a person compensated is a registered firm, provide the firm NRD number only. (*Note: the names must be consistent with the names of the persons compensated as provided in Item 8.*)

# **INSTRUCTIONS FOR SCHEDULE 1**

Any securities issued as payment for commissions or finder's fees must be disclosed in Item 8 of the report, not in Schedule 1.

**Details of exemption relied on** – When identifying the exemption the issuer relied on for the distribution to each purchaser, refer to the rule, statute or instrument in which the exemption is provided and identify the specific section and, if applicable, subsection or paragraph. For example, if the issuer is relying on an exemption in a National Instrument, refer to the number of the National Instrument, and the subsection or paragraph number of the specific provision. If the issuer is relying on an exemption in a local blanket order, refer to the blanket order by number.

For exemptions that require the purchaser to meet certain characteristics, such as the exemption in section 2.3 [*Accredited investor*], section 2.5 [*Family, friends and business associates*] or subsection 2.9(2) or, in Alberta, New Brunswick, Nova Scotia, Ontario, Québec, or Saskatchewan, subsection 2.9(2.1) [*Offering memorandum*] of NI 45-106, provide the specific paragraph in the definition of those terms that applies to each purchaser.

**Reports filed under paragraph 6.1(1)(j)** [*TSX Venture Exchange offering*] of NI 45-106 – For reports filed under paragraph 6.1(1)(j) [*TSX Venture Exchange offering*] of NI 45-106, Schedule 1 must list the total number of purchasers by jurisdiction only, and is not required to include the name, residential address, telephone number or email address of the purchasers.

# SCHEDULE 2 TO FORM 45-106F1 (CONFIDENTIAL DIRECTOR, EXECUTIVE OFFICER, PROMOTER AND CONTROL PERSON INFORMATION)

# Schedule 2 must be filed in the format of an Excel spreadsheet in a form acceptable to the securities regulatory authority or regulator.

Complete the following only if Item 9(a) is required to be completed. This schedule also requires information to be provided about control persons of the issuer at the time of the distribution.

The information in this schedule will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

## a) General information (provide only once)

- 1. Name of issuer
- 2. Certification date (YYYY-MM-DD)

# b) Business contact information of Chief Executive Officer (if not provided in Item 10 or 11 of report)

- 1. Email address
- 2. Telephone number

## c) Residential address of directors, executive officers, promoters and control persons of the issuer

Provide the following information for each individual who is a director, executive officer, promoter or control person of the issuer at the time of the distribution. If the promoter or control person is not an individual, provide the following information for each director and executive officer of the promoter and control person. (Note: names of directors, executive officers and promoters must be consistent with the information in Item 9 of the report, if required to be provided.)

- 1. Family name
- 2. First given name
- 3. Secondary given names
- 4. Residential street address
- 5. Municipality
- 6. Province/State
- 7. Postal code/Zip code
- 8. Country
- 9. Indicate whether the individual is a control person, or a director and/or executive officer of a control person (*if applicable*)

## d) Non-individual control persons (if applicable)

*If the control person is not an individual, provide the following information. For locations within Canada, state the province or territory, otherwise state the country.* 

- 1. Organization or company name
- 2. Province or country of business location

**Questions:** 

Refer any questions to:

#### **Alberta Securities Commission**

Suite 600, 250 – 5th Street SW Calgary, Alberta T2P 0R4 Telephone: 403-297-6454 Toll free in Canada: 1-877-355-0585 Facsimile: 403-297-2082 Public official contact regarding indirect collection of information: FOIP Coordinator

#### **British Columbia Securities Commission**

P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, British Columbia V7Y 1L2
Inquiries: 604-899-6854
Toll free in Canada: 1-800-373-6393
Facsimile: 604-899-6581
Email: FOI-privacy@bcsc.bc.ca
Public official contact regarding indirect collection of information: FOI Inquiries

#### The Manitoba Securities Commission

500 – 400 St. Mary Avenue Winnipeg, Manitoba R3C 4K5 Telephone: 204-945-2561 Toll free in Manitoba: 1-800-655-5244 Facsimile: 204-945-0330 Public official contact regarding indirect collection of information: Director

# Financial and Consumer Services Commission (New Brunswick)

85 Charlotte Street, Suite 300 Saint John, New Brunswick E2L 2J2 Telephone: 506-658-3060 Toll free in Canada: 1-866-933-2222 Facsimile: 506-658-3059 Email: info@fcnb.ca Public official contact regarding indirect collection of information: Chief Executive Officer and Privacy Officer

#### Government of Newfoundland and Labrador

Financial Services Regulation Division P.O. Box 8700 Confederation Building 2nd Floor, West Block Prince Philip Drive St. John's, Newfoundland and Labrador A1B 4J6 Attention: Director of Securities Telephone: 709-729-4189 Facsimile: 709-729-6187 Public official contact regarding indirect collection of information: Superintendent of Securities

#### **Government of the Northwest Territories**

Office of the Superintendent of Securities P.O. Box 1320 Yellowknife, Northwest Territories X1A 2L9 Telephone: 867-767-9305 Facsimile: 867-873-0243 Public official contact regarding indirect collection of information: Superintendent of Securities

#### Nova Scotia Securities Commission

Suite 400, 5251 Duke Street Duke Tower P.O. Box 458 Halifax, Nova Scotia B3J 2P8 Telephone: 902-424-7768 Facsimile: 902-424-4625 Public official contact regarding indirect collection of information: Executive Director

#### **Government of Nunavut**

Department of Justice Legal Registries Division P.O. Box 1000, Station 570 1st Floor, Brown Building Iqaluit, Nunavut XOA 0H0 Telephone: 867-975-6590 Facsimile: 867-975-6594 Public official contact regarding indirect collection of information: Superintendent of Securities

#### **Ontario Securities Commission**

20 Queen Street West, 22nd Floor Toronto, Ontario M5H 3S8 Telephone: 416-593-8314 Toll free in Canada: 1-877-785-1555 Facsimile: 416-593-8122 Email: exemptmarketfilings@osc.gov.on.ca Public official contact regarding indirect collection of information: Inquiries Officer

#### **Prince Edward Island Securities Office**

95 Rochford Street, 4th Floor Shaw Building P.O. Box 2000 Charlottetown, Prince Edward Island C1A 7N8 Telephone: 902-368-4569 Facsimile: 902-368-5283 Public official contact regarding indirect collection of information: Superintendent of Securities

#### Autorité des marchés financiers

800, rue du Square-Victoria, 22e étage C.P. 246, tour de la Bourse Montréal, Québec H4Z 1G3 Telephone: 514-395-0337 or 1-877-525-0337 Facsimile: 514-873-6155 (For filing purposes only) Facsimile: 514-864-6381 (For privacy requests only) Email: financementdessocietes@lautorite.qc.ca (For corporate finance issuers); fonds\_dinvestissement@lautorite.qc.ca (For investment fund issuers) Public official contact regarding indirect collection of information: Corporate Secretary

#### Financial and Consumer Affairs Authority of Saskatchewan

Suite 601 - 1919 Saskatchewan Drive Regina, Saskatchewan S4P 4H2 Telephone: 306-787-5842 Facsimile: 306-787-5899 Public official contact regarding indirect collection of information: Director

## Office of the Superintendent of Securities Government of Yukon

Department of Community Services 307 Black Street, 1st Floor P.O. Box 2703, C-6 Whitehorse, Yukon Y1A 2C6 Telephone: 867-667-5466 Facsimile: 867-393-6251 Email: securities@gov.yk.ca Public official contact regarding indirect collection of information: Superintendent of Securities