

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:

January 15, 2020

3. News Release:

The news release with respect to the material change was disseminated through FSC Wire on January 17, 2020.

4. Summary of Material Change:

The Company announced a non-brokered private placement offering of up to 1,000,000 common shares at a price of C\$0.30 per share for gross proceeds of up to C\$300,000.

The Company has awarded 4,250,000 performance share awards to certain officers of the Company. Each performance share award represents, on vesting (upon satisfaction of certain milestones applicable to 2,550,000 of the awards over a three-year period) one common share in the capital of the 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 January 17, 2020 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
Telephone: 604-681-7010

9. Date of Report:

January 17, 2020



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PRESS RELEASE

January 17, 2020

Blockchain Holdings Announces Private Placement Offering

Tortola, British Virgin Islands – Blockchain Holdings Ltd. (the “Company”) (CSE: BCX) announces a non-brokered private placement offering of up to 1,000,000 common shares at a price of C\$0.30 per share (the “Offering”) for gross proceeds of up to C\$300,000. The Company may pay a finder's fee in connection with the Offering.

All securities to be issued pursuant to the Offering will be subject to a statutory hold period of four months and a day from issuance under applicable Canadian securities law. The proceeds of the Offering are planned to be used for working capital and other corporate objectives.

This news release does not constitute an offer to sell or a solicitation of an offer to sell any of the shares in the United States. The shares 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.

The Company is also pleased to announce that it has awarded 4,250,000 performance share awards to certain officers of the Company. Each performance share award represents, on vesting (upon satisfaction of certain milestones applicable to 2,550,000 of the awards over a three-year period) one common share in the capital of the Company.

About Blockchain Holdings Ltd.

Blockchain Holdings is developing a suite of services that provide investors and fund managers with unique insights into the growing ecosystem of crypto-assets as well as actively seeking other opportunities in the technology sector. Through our proprietary portal BCXdata.com, it captures and aggregates data from different blockchains which gives users an institutional-grade analysis package that forms the basis for an extended suite of product offerings in the future.

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Statements in this news release may contain forward-looking statements that are based on the Company's expectations, estimates and projections regarding its business and the economic environment in which it operates, including with respect to the completion of the Offering, the timing thereof and the expected use of proceeds from the Offering. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and involve risks and uncertainties that are difficult to control or predict. Therefore, 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 the Company 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.