

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

Item 1: Name and Address of Company

DigiCrypts Blockchain Solutions Inc. (the “Company”)
33 Bloor Street East, Suite 500
Toronto, Ontario M4W 3H1

Item 2: Date of Material Change

December 21, 2020

Item 3: News Release

A news release was disseminated on December 21, 2020 and filed on SEDAR at www.sedar.com, a copy of which is attached hereto as Schedule “A”.

Item 4: Summary of Material Change

DigiMax executed the final asset purchase agreement with NELI International Incorporated (the “Asset Purchase”). Pursuant to the Asset Purchase, the Company has acquired substantially all of the assets of Darwin Ecosystem, based in Texas, USA by way of the issuance of units of the Company valued at \$300,000.

Item 5.1: Full Description of Material Change

See attached news releases at Schedule “A” to this report.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6: Reliance on subsection 7.1(2) of National Instrument 51-102 (Confidentiality)

Not applicable.

Item 7: Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8: Executive Officer

For additional information, please contact Chris Carl, Chief Executive Officer of the Company, at (416) 312-9698

Item 9: Date of Report

This report is dated as of the 31st day of December, 2020.

SCHEDULE "A"

DigiMax Completes Acquisition of Assets of Darwin Ecosystem

FOR IMMEDIATE RELEASE – December 21, 2020

TORONTO/ACCESSWIRE – DigiCrypts Blockchain Solutions Inc. o/a DIGIMAX GLOBAL SOLUTIONS (the "Company" or "DigiMax") (CSE:DIGI) is pleased to announce that, pursuant to its November 16 announcement of the signing of a Definitive Letter of Intent (the "LOI"), DigiMax has now executed the final asset purchase agreement with NELI International Incorporated (the "**Asset Purchase**"). Pursuant to the Asset Purchase, the Company has acquired substantially all of the assets of Darwin Ecosystem, based in Texas, USA (the "**Assets**") by way of the issuance of units of the Company valued at the time of the LOI at \$300,000.

Included in the assets purchased is the Darwin website at <https://darwinecosystem.com/>.

The purchase price of the Assets was satisfied through the issuance of units of the Company (the "**Units**") at a deemed price of \$0.06 per Unit. Each Unit consists of one common share of the Company and one common share purchase warrant, exercisable for a period of two years from the date of issuance at a price of \$0.075 per share. The Units will be placed in escrow, then 50% of the Units will be released four months and one day from the date hereof (the "**Closing Date**"), 25% released eight months from the Closing Date and the remaining 25% released 12 months from the Closing Date. In addition, the Company issued 500,000 Warrants with an exercise price of \$0.075 and an expiry date of December 18, 2022 to an arm's length consultant.

NELI is an asset-based lender operating in both Canada and the United States of America. It offers a range of secured financing solutions including providing financing to technology partners.

This acquisition will accelerate the market introduction of both the Venture Capital application announced October 19, 2020 and the Cryptocurrency Trading application announced November 5, 2020. The technology will also advance development in other sectors that DataNavee, a wholly owned subsidiary of DigiMax, is involved in that have not yet been announced.

Darwin has developed Artificial Intelligence applications in several sectors that are closely aligned to DigiMax-DataNavee including crypto trading technology and AI based personality/candidate analysis technology. Darwin has also developed several Internet of Things (IoT) applications that assist users to send and receive critical data automatically.

The assets being acquired include substantially all intellectual property, pending patents, software and hardware applications, and ownership of all related domains and social media accounts.

About DigiMax

DigiMax is based in Toronto and is the first company in the Digital Security space to be both publicly listed (listed on the Canadian Securities Exchange-symbol: DIGI) and own a registered Dealer. Canada, DigiMax Capital Corp is an 'Exempt Market Dealer registered in Ontario.

The Company has a highly qualified management team with extensive experience in global financial and capital markets, combined with a rapidly expanding global presence through collaborative partnerships in the USA, Hong Kong, Indonesia, Malaysia, England, Singapore, Korea and Malta.

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Cautionary Note Regarding Forward-looking Statements

NEITHER THE CANADIAN SECURITIES EXCHANGE, NOR THEIR REGULATIONS SERVICES PROVIDERS HAVE REVIEWED OR ACCEPT RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE

This press release contains "forward-looking statements". Forward-looking statements can be identified by words such as: anticipate, intend, plan, goal, seek, believe, project, estimate, expect, strategy, future, likely, may, should, will and similar references to future periods. Examples of forward-looking statements in this press release include, among others, statements we make regarding a second closing.

Forward-looking statements are neither historical facts nor assurances of future performance. Instead, they are based only on our current beliefs, expectations and assumptions regarding the future of our business, future plans and strategies, projections, anticipated events and trends, the economy and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict and many of which are outside of our control. Our actual results and financial condition may differ materially from those indicated in the forward-looking statements. Therefore, you should not rely on any of these forward-looking statements. Important factors that could cause our actual results and financial condition to differ materially from those indicated in the forward-looking statements include, among others, the following: shareholders approving the change of name to DigiMax, the adequacy of our cash flow and earnings, the availability of future financing and/or credit, and other conditions which may affect our ability to expand the App Platform described herein, the level of demand and financial performance of the cryptocurrency industry, developments and changes in laws and regulations, including increased regulation of the cryptocurrency industry through legislative action and revised rules and standards applied by the Canadian Securities Administrators, Ontario Securities Commission, and/or other similar regulatory bodies in other jurisdictions, disruptions to our technology network including computer systems, software and cloud data, or other disruptions of our operating systems, structures or equipment, as well as those risk factors discussed or referred to in disclosure documents filed by the Company with the securities regulatory authorities in certain provinces of Canada and available at www.sedar.com.

Any forward-looking statement made by us in this press release is based only on information currently available to us and speaks only as of the date on which it is made. Except as required by applicable securities laws, we undertake no obligation to publicly update any forward-looking statement, whether written or oral, that may be made from time to time, whether as a result of new information, future developments or otherwise.