

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

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

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

**Item 2: Date of Material Change**

February 22 and February 26, 2021

**Item 3: News Release**

A news release was disseminated on February 22 and February 26, 2021 and filed on SEDAR at [www.sedar.com](http://www.sedar.com), copies of which are attached hereto as Schedule “A”.

**Item 4: Summary of Material Change**

On February 22, DigiCrypts closed the first tranche of a non-brokered private placement (“Private Placement”) through the issuance of 5,928,571 units (“Units”) at a price of \$0.35 per Unit for gross proceeds of \$2,074,999.85. Each Unit consists of one common share (a “Common Share”) and one full warrant to acquire an additional Common Share at a price of \$0.45 per Common Share for a period of two years.

On February 26, DigiCrypts closed the final tranche of the Private Placement through the issuance of an additional 8,652,284 Units, for gross proceeds of \$3,028,299.40, bringing the total proceeds of the Private Placement to \$5,103,299.25.

In connection with the Private Placement, the Company paid finder fees of 8% of the gross proceeds and issued finder warrants of 8% of the Units sold, each being exercisable for one Common Share at a price of \$0.35 for a period of two years.

**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**

March 10, 2021.

**SCHEDULE "A"**

## **DigiMax Announces Closing of First Tranche of Non-Brokered Private Placement of Up to \$5,000,000**

**CRYPTO PRICE TREND APP TO BE LAUNCHED FEB 24, 2021**

**NEW INVESTOR COMMUNICATIONS PERSONNEL ADDED**

*FOR IMMEDIATE RELEASE – February 22, 2021*

**TORONTO/ACCESSWIRE – DigiCrypts Blockchain Solutions Inc. o/a DIGIMAX GLOBAL SOLUTIONS** (the “Company” or “DigiMax”) (CSE:DIGI) is pleased to announce that it has closed the first tranche of its non-brokered private placement offering (the “Offering”) for gross proceeds of up to \$5,000,000 million of units (“Units”), as previously announced on February 11, 2021.

Pursuant to the closing of the First Tranche, DigiMax has issued 5,928,571 Units at a price of \$0.35 per Unit, with each Unit consisting of one common share (a “Common Share”) and one full warrant to acquire an additional common share at a price of \$0.45 per share for a period of two years. The Company anticipates closing an additional tranche of the Offering later this week to raise total gross proceeds of up to \$5,000,000.

In connection with the Offering, the Company paid finder fees of 8% of the gross proceeds and issue finder warrants of 8% of the Units sold, each being exercisable for one Common Share at a price of \$0.35 for a period of two years.

### **Crypto Trend Indicator App Update**

The Company is targeting for February 24, 2021 to launch the public availability of the Crypto Price Trend App. Details concerning how to access the App and how it operates will be shared in a Press Release update immediately prior to the launch.

### **Addition of Investor Communications**

To address a growing number of shareholder and potential investor enquiries being received each day, the Company is pleased to announce that it has appointed Martti Kangas, and his partner Andreas Kurkovic, as internal Investor Communications consultants for the company. Shareholders and other interested parties are asked to direct their queries to Martti using the contact information provided below.

## **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.

## **Contacts DigiMax:**

Martti Kangas  
Investor Communications  
647-521-9261  
[mkangas@digimax-global.com](mailto:mkangas@digimax-global.com)

Chris Carl  
President & CEO  
416-312-9698  
[ccarl@digimax-global.com](mailto:ccarl@digimax-global.com)

## **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 the Company closing one or more additional tranches of the Offering.*

*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: the completion and timing of the Offering, CSE approval of the Offering, 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](http://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.*

## **DigiMax Announces Closing of Oversubscribed Private Placement of Approximately \$5.1 Million**

**CRYPTODIVINE<sub>AI</sub>**

561 SUBSCRIBERS FROM 21 COUNTRIES IN 1<sup>ST</sup> 36 HOURS

*FOR IMMEDIATE RELEASE – February 26, 2021*

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In connection with the Offering, the Company paid finder fees of 8% of the gross proceeds and issued finder warrants of 8% of the Units sold, each being exercisable for one Common Share at a price of \$0.35 for a period of two years.

All securities issued pursuant to this final tranche are subject to a statutory holder period of four months and one day.

The Company has also issued 2,000,000 common share purchase warrants to an arm's length consultant, as consideration for capital market advisory services. Each warrant is exercisable into one common share of the Company at a price of \$0.39 per share for a period of 2 years. These warrants and any underlying shares issued upon exercise, are subject to a statutory hold period of 4 months and 1 day.

In addition, the Company has set new Options for certain officers and directors for a total of 5,000,000 common shares exercisable into one common share of the Company at a price of \$0.39 per share for a period of 2 years.

**CRYPTODIVINE<sub>AI</sub>**

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As of mid-day February 25, CryptoDivine has realized 561 subscribers from 3,400 initial visits to the site. Usage among subscribers has also been high with an average of 114 subscribers using the system each minute of the 24-hour day. The map below is a graphic of the origin of the subscribers.



Response has been very positive with many excellent suggestions being received and implemented to make the user experience more efficient and rewarding. The balance of changes and additions are expected to be completed in the next week including the addition of a training video that will be available to everyone.

These results have occurred without any marketing or advertising about the Price Trend App having been employed. These efforts are planned to commence the week of March 8, 2021 after the remaining short-term upgrades to the system have been completed.

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