

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

**1. Name and Address of Company**

Belgravia Hartford Capital Inc. (the "**Company**")  
#3-3185 Via Centrale  
Kelowna, BC V1V 2A7

**2. Date of Material Change**

December 17, 2024

**3. News Release**

A news release announcing the material change was disseminated on December 17, 2024 via Newsfile.

**4. Summary of Material Change**

The Company announced the funding of its wholly-owned subsidiary, NodeVest IO Inc. ("**NodeVest**").

**5.1 Full Description of Material Change**

With a focus on dynamic hedging and arbitrage among multiple cryptocurrencies as well as scalability of operations, NodeVest is positioned to become a trusted public market gateway for blockchain rewards, empowering investors to participate in the evolving digital asset landscape of these and other emerging digital coins.

**Victor Cook Appointed CTO and President to Lead Strategic Vision**

The Company is pleased to announce the appointment of [Victor Cook](#), Ph.D., as President and Chief Technology Officer of NodeVest. A pioneer in blockchain infrastructure and the founder of Parallel Logic Corporation, Dr. Cook brings extensive experience in developing innovative digital asset solutions. A graduate of MIT with a Ph.D. in parallel computing from UCF, Dr. Cook has successfully founded and scaled multiple startups, three of which were acquired.

**Focus on Leading Blockchain Ecosystems: Ethereum, Solana, Aave, Bittensor and Sui**

Asked about NodeVest, Dr. Cook stated: "NodeVest was created to bridge the gap between various blockchain networks and investors. Our mission is to simplify participation in coin staking and yield opportunities initially focusing on prominent blockchain networks Ethereum, Solana, Aave, Bittensor and Sui – making blockchain-native solutions available without extensive technical knowledge."

Dr. Cook continued: "Our differentiator is the ability to dynamically move among various digital assets, and through trusted validators, in the manner and at a speed impossible for most retail investors. The investment approach is directed at turning cryptocurrency yields into cash equivalents while continuing to hold those digital assets for long, and short, term appreciation."

"As a wholly-owned subsidiary of the Company with audited financial statements, NodeVest will function with full auditability of its operations, rewards and strategies. This transparency fosters trust and aligns with the Company's stated business objectives related to technology investments, as outlined in its Listing Statement, as well as its Investment Policy to pursue cryptocurrency, blockchain and digital asset investments for investors of all sizes, from retail participants to institutional stakeholders."

## **Financial Backing & Funding**

Dr. Cook stated: “Supported by a fully-subscribed financing of \$500,000 announced on December 4, 2024; significant, already-issued, convertible securities exceeding \$2 million to the Company if fully exercised; and no long-term Company debt, NodeVest is funded to immediately accelerate the build-out of its proprietary infrastructure and staking operations in Ethereum, Solana, Aave, Bittensor and Sui.

“Also to support scalability, NodeVest is actively pursuing additional equity, as well as non-dilutive financing options, ensuring our operations remain on a stable footing while we expand our staking capabilities.”

NodeVest was established pursuant to the Company’s Listing Statement and its 2018 Investment Policy which provide for investment in the technology, blockchain, artificial intelligence and information technology industries. As this investment is intended to complement and enhance the Company’s existing business, the Company has reviewed and concluded that the establishment of NodeVest is not a Fundamental Change nor a Change of Business (as such terms are defined in the policies of the Canadian Securities Exchange (“**CSE**”)).

## **Staking & Blockchain Advisory Team**

The Company is forming a crypto-specialized Advisory Team to guide NodeVest’s efforts in digital asset investments and yield strategies. The team will focus on formalizing protocols to convert staking yields into cash equivalents and ensuring operational efficiency. Team members will be made up of leaders in the digital asset investment, protocol development and infrastructure space.

Appointees will be announced in the coming weeks.

This material change report does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. The securities have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”), or the securities laws of any state of the United States, and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the U.S. Securities Act) absent registration under the U.S. Securities Act and applicable state securities laws or an exemption from such registration requirements.

### **5.2 Disclosure for Restructuring Transactions**

Not Applicable.

### **6. Reliance on Section 7.1(2) of National Instrument 51-102**

Not Applicable.

### **7. Omitted Information**

Not Applicable.

### **8. Executive Officer**

For further information, contact:

Mehdi Azodi, President & CEO  
Belgravia Hartford Capital Inc.

(416) 779-3268  
[mazodi@blgv.ca](mailto:mazodi@blgv.ca)

9. **Date of Report**

December 23, 2024

**FORWARD LOOKING STATEMENTS**

Certain information set forth in this material change report may contain forward-looking statements that involve substantial known and unknown risks and uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Forward-looking statements include statements that use forward-looking terminology such as "may", "will", "expect", "anticipate", "believe", "continue", "potential" or the negative thereof or other variations thereof or comparable terminology. Such forward-looking statements include, without limitation, the planned business of NodeVest. These forward-looking statements are subject to numerous risks and uncertainties, certain of which are beyond the control of the Company, including, but not limited to, changes in market trends, the completion, results and timing of research undertaken by the Company, risks associated with resource assets, the impact of general economic conditions, commodity prices, industry conditions, dependence upon regulatory, environmental, and governmental approvals, and the uncertainty of obtaining additional financing. Readers are cautioned that the assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be imprecise and, as such, undue reliance should not be placed on forward-looking statements.

Neither the CSE nor its Regulation Services Provider accept responsibility for the adequacy or accuracy of this material change report.