

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and address of the Corporation

PRIME BLOCKCHAIN INC.
(the “Corporation” or “Prime”-)
2605-101 De La Rotonde St.
Verdun, QC
H3E-0C8

Item 2 Date of Material Change

June 27, 2019

Item 3 News Release

A news release with respect to the material change referred to in this report was issued by Prime through GlobeNewswire and filed on the System for the Electronic Document Analysis and Retrieval, under Prime’s issuer profile on June 27, 2019.

Item 4 Summary of Material Change

Prime announced that it has entered into a binding letter of intent (the “LOI”) with Potbotics Inc. o/a RYAH (“RYAH”), a leading data aggregation and technology company focused on the global plant-based medical market. The LOI outlines the proposed terms and conditions by which Prime and RYAH will effect a business combination that will result in a reverse takeover of Prime by RYAH and its securityholders (the “Proposed Transaction”).

In connection with the Proposed Transaction, the Corporation will be required to, among other things: (i) change its name to such name as RYAH instructs and that is acceptable to applicable regulatory authorities; (ii) consolidate its outstanding common shares such that the existing shareholders of the Corporation retain an aggregate of C\$1.05 million in shares of the resulting issuer; (iii) replace all directors and officers of the Corporation on closing of the Proposed Transaction with nominees of RYAH; and (iv) create a new class of super voting shares and of subordinate voting shares. A special meeting of Prime shareholders to approve these and other matters relating to the Proposed Transaction will be called shortly, with further details to follow in a management information circular.

Item 5.1 Full Description of Material Change

See attached news release 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 Instruments 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Serge Beausoleil

Chief Executive Officer

Telephone : (514) 779-7336

sbcommunications@icloud.com

Item 9 Date of Report

July 16, 2019

Prime Blockchain Inc.

Par : (s) Serge Beausoleil

Serge Beausoleil

Chief Executive Officer

Schedule “A”

PRESS RELEASE

PRIME BLOCKCHAIN INC.

NEWS RELEASE

FOR IMMEDIATE RELEASE

Prime Blockchain Announces Proposed Reverse Takeover by RYAH

Verdun, Québec and New York, New York – June 27, 2019 – Prime Blockchain Inc. (“**Prime Blockchain**” or the “**Corporation**”) announced that it has entered into a binding letter of intent (the “**LOI**”) with Potbotics Inc. o/a RYAH (“**RYAH**”), a leading data aggregation and technology company focused on the global plant-based medical market. The LOI outlines the proposed terms and conditions by which Prime Blockchain and RYAH will effect a business combination that will result in a reverse takeover of Prime Blockchain by RYAH and its securityholders (the “**Proposed Transaction**”).

RYAH has become a big data market leader by focusing on its core suite of products: RYAH dose measuring vaporizer and data aggregator, PotBot and RYAHMD. RYAH is a clinical-grade vaporizer able to capture the amount of vapor a patient inhales while collecting real-time strain data in conjunction with a patient’s dosing experience. PotBot is a market leading cannabinoid recommendation engine, and is able to recommend strains, educate patients on the use of cannabis as a medicine, and provide local business destinations for patients to find the product that would work best for their medical indication. RYAHMD empowers doctors with the tools to recommend plant-based strains, products and protocols, to schedule appointments, and to care for their patient population by leveraging RYAH’s AI powered data ecosystem, in an easy-to-use dashboard.

Greg Wagner, RYAH’s Chief Executive Officer, commented, “This new Letter of Intent was executed for the purpose of accelerating our listing plans on the CSE and further reflects our commitment to provide liquidity, transparency and new opportunities to strategic partners, future investors and current investors alike.”

Terms of the Transaction

The Proposed Transaction will be structured as an amalgamation, arrangement, takeover bid, share purchase or other similar form of transaction or a series of transactions that have a similar effect, with Prime Blockchain directly or indirectly acquiring all outstanding securities of RYAH. The final structure for the Proposed Transaction is subject to satisfactory tax, corporate and securities law advice for both Prime Blockchain and RYAH.

Completion of the Proposed Transaction is subject to a number of conditions, which include receipt of all necessary securityholder and regulatory approvals, the execution of definitive transaction documents, and conditional approval of the listing of the shares of the resulting

issuer (the “**Resulting Issuer Shares**”) on the Canadian Securities Exchange (the “**CSE**”). The CSE has not yet reviewed the Proposed Transaction and listing of the Resulting Issuer Shares will be subject to meeting the CSE listing requirements.

In connection with the Proposed Transaction, the Corporation will be required to, among other things: (i) change its name to such name as RYAH instructs and that is acceptable to applicable regulatory authorities; (ii) consolidate its outstanding common shares such that the existing shareholders of the Corporation retain an aggregate of C\$1.05 million in Resulting Issuer Shares; (iii) replace all directors and officers of the Corporation on closing of the Proposed Transaction with nominees of RYAH; and (iv) create a new class of super voting shares and of subordinate voting shares. A special meeting of Prime Blockchain shareholders to approve these and other matters relating to the Proposed Transaction will be called shortly, with further details to follow in a management information circular.

Further details of the Proposed Transaction will be included in a listing statement to be prepared and filed with the CSE, and in subsequent news releases and other public filings.

On Behalf of the Board of Directors of Prime Blockchain Inc.
Serge Beausoleil,
CEO, CFO and Director

For more information please contact:
Prime Blockchain:

Potbotics Inc. o/a RYAH

Serge Beausoleil
CEO, CFO and Director
E-mail: sbcommunications@icloud.com

Steven Hart
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Potbotics Inc. o/a RYAH:

Potbotics Inc. o/a RYAH is a leading data aggregation and technology company focused on the global medical cannabis market. With a robust artificial intelligence platform that aggregates and correlates HIPAA compliant medical data, RYAH helps doctors and patients personalize cannabis to better predict treatment outcomes. RYAH developed a state-of-the-art personalized, plant-based medicinal recommendation engine, aggregated a world-class database of peer reviewed studies on the efficacy of cannabis as a medicine, created a patient management suite for cannabis doctors and clinics to enhance patient engagement and recurrence, and produced an accurate, elegant smart dose vaporizer that can track strains and patient experience, from seed to consumption.

All information contained in this news release with respect to RYAH was supplied by RYAH for inclusion herein and the Corporation has relied on the accuracy of such information without independent verification.

As noted above, completion of the Proposed Transaction is subject to a number of conditions, including listing of the Resulting Issuer Shares on the Canadian Securities Exchange. There can be no assurance that the Proposed Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or listing statement of the Corporation to be prepared in connection with the Proposed Transaction, any information released or received with respect to the Proposed Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of Prime Blockchain should be considered highly speculative.

This news release does not constitute an offer to sell, or a solicitation of an offer to buy, any securities under from RYAH in the United States. 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 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.

Forward-Looking Information and Statements

This press release contains certain "forward-looking information" within the meaning of applicable Canadian securities legislation and under applicable laws of the United States. Such forward-looking information and forward-looking statements are not representative of historical facts or information or current condition, but instead represent only the Corporation's beliefs regarding future events, plans or objectives, many of which, by their nature, are inherently uncertain and outside of the Corporation's control. Generally, such forward-looking information or forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or may contain statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "will continue", "will occur" or "will be achieved". The forward-looking information and forward-looking statements contained herein may include, but are not limited to, information concerning the Proposed Transaction, expectations regarding whether the Proposed Transaction will be consummated, including whether conditions to the consummation of the Proposed Transaction will be satisfied, the timing for holding a special meeting of shareholders of the Corporation to approve matters relating to the Proposed Transaction, expectations for the effects of the Proposed Transaction or the ability of the combined company to successfully achieve business objectives, expectations regarding the availability of additional financing, and expectations for other economic, business, and/or competitive factors.

Although the Corporation believes that the assumptions and factors used in preparing, and the expectations contained in, the forward-looking information and statements are reasonable, undue reliance should not be placed on such information and statements, and no assurance or guarantee can be given that such forward-looking information and statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information and statements. The forward-looking information and forward-looking statements contained in this press release are made as of the date of this press release, and the Corporation does not undertake to update any forward-looking information and/or forward-looking statements that are contained or referenced herein, except in accordance with applicable securities laws. All subsequent written and oral forward-looking information and statements attributable to the Corporation or persons acting on its behalf is expressly qualified in its entirety by this notice.