

BC FORM 51-102F3

Securities Act

MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE ACT

Item 1. Reporting Issuer

Canadian Data Preserve Inc.
Suite 1140 – 1185 West Georgia Street
Vancouver, BC
V6E 4E6

Item 2. Date of Material Change

December 20, 2017

Item 3. News Release

Issued on December 20, 2017 at Vancouver, BC, Canada.

Item 4. Summary of Material Change

Canadian Data Preserve announces that it has entered into a definitive asset purchase agreement pursuant to which it will acquire certain equipment which can be utilized for blockchain based transaction verification as well as certain digital currency assets (the “Transaction Assets”). The Company intends to utilize the Transaction Assets to develop and market a payment processing system based on digital.

Item 5. Full Description of Material Change

See attached press release.

Item 6. Reliance on Section 85(2) of the Act

N/A

Item 7. Omitted Information

None

Item 8. Senior Officers

The following senior officer of the Issuer is knowledgeable about the material change and may be contacted by the Commission at the address and telephone number:

Brian Cameron
Director, CFO
(480) 922-5327

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

Dated this 20th Day of December, 2017

"Brian Cameron"

Brian Cameron

Name

Director & CFO

Position / Title

Phoenix , AZ

Place of Declaration

CANADIAN DATA PRESERVE INC.
Suite 1140, 1185 West Georgia Street
Vancouver, British Columbia
V6E 4E6

NEWS RELEASE

CANADIAN DATA TO ACQUIRE CRYPTOCURRENCY MINING EQUIPMENT AND DEVELOP DIGITAL CURRENCY PAYMENT PROCESSING SYSTEM

December 20, 2017 – Vancouver, British Columbia – Canadian Data Preserve Inc. (the “**Company**”) (CSE: DPC) is pleased to announce that it has entered into a definitive asset purchase agreement (the “**Purchase Agreement**”) pursuant to which it will acquire (the “**Transaction**”) certain equipment which can be utilized for blockchain based transaction verification as well as certain digital currency assets (the “**Transaction Assets**”). The Company intends to utilize the Transaction Assets to develop and market a payment processing system based on digital currencies.

Transaction

The Purchase Agreement was entered into with Blockcorp Sociedad Anonima (the “**Vendor**”) and Do Some Marketing Block Corp Canada Inc. (“**DSMBC Canada**”), each arm’s length parties to the Company. DSMBC Canada holds the rights to acquire the Transaction Assets from the Vendor, and has assigned those rights to the Company pursuant to the Purchase Agreement. In consideration for the acquisition of the Transaction Assets, the Vendor will receive 82,500,000 common shares (the “**Consideration Shares**”) of the Company, as constituted following completion of a five-for-one share consolidation (the “**Share Consolidation**”). Upon issuance, the Consideration Shares will be subject to an escrow arrangement from which they will be released in tranches every six months over a thirty-six-month period.

In consideration for the assignment of rights by DSMBC Canada, the Company has also agreed to acquire all of the outstanding share capital of DSMBC Canada. In furtherance of the acquisition, the Company, and its newly incorporated wholly-owned subsidiary, 1145394 B.C. Ltd. (“**Subco**”), have entered into an amalgamation agreement with DSMBC Canada (the “**Amalgamation Agreement**”). Pursuant to the Amalgamation Agreement, Subco and DSMBC Canada will amalgamate and the resulting entity will become a wholly-owned subsidiary of the Company. In consideration for the amalgamation, all of the outstanding common shares and convertible securities of DSMBC Canada will be exchanged for post-Share Consolidation common shares and convertible securities of the Company, on a one-for-one basis. All convertible securities of the Company issued in exchange for existing convertible securities of DSMBC Canada will be exercisable on substantially the same terms.

In connection with completion of the Transaction, the Company also intends to change its name to “Blockchain AXS Corp.”

Pending completion of filings with the Canadian Securities Exchange (the “**Exchange**”) in connection with the Transaction, trading in the Company’s common shares has been halted at the request of the Company. It is anticipated that trading will remain halted until the Transaction has been completed.

Completion of the Transaction is subject to a number of conditions, including the availability of financing, the completion of the Share Consolidation, the approval of the shareholders of the Company and DSMBC Canada, and the approval of the Exchange. The Transaction cannot be completed until these conditions are satisfied, and there can be no assurance that the Transaction will be completed in a timely fashion, or at all. Further information concerning the Transaction will be available in the listing statement being prepared by the Company for filing with the Exchange. Copies of the Purchase Agreement and the Amalgamation Agreement are available under the Company’s profile on SEDAR (www.sedar.com).

Management Changes

In connection with completion of the Transaction, it is anticipated that the Company will reconstitute its board of directors to consist of Mohammad Ahmad, Brian Cameron, Jon Malach, Marco Parente and Yasmine Roulleau.

It is also anticipated that Mo Ahmad will be appointed President and Chief Executive Officer of the Company, and Brian Cameron will continue in the position of Chief Financial Officer.

Private Placement

In connection with the Transaction, the Company intends to conduct a non-brokered private placement (the “**Financing**”) of a minimum of 22,857,143 subscription receipts (each, a “**Receipt**”) at a price of \$0.35 per Receipt. The proceeds of the Financing will be held in escrow pending the Company completing the Transaction. Upon completion of the Transaction, each Receipt will automatically convert into one common share of the Company, as constituted following completion of the Share Consolidation. All securities to be issued by the Company pursuant to the Financing will be subject to equal releases in 4, 8, 12 months from conversion. The Company may pay finders’ fees. The proceeds of the Financing are intended to be used in the development of the Company’s proposed payment processing system, purchase certain cryptocurrency mining machines and to satisfy working capital requirements of the Transaction.

On November 14, 2017, the Company closed a \$100,000 subscription receipt financing by issuing 2,000,000 units at \$0.05 per unit. Each unit consisted of one common share and one common share purchase warrant. Each warrant entitles the holder thereof to acquire one common share at \$0.05 for a period of 12 twelve months from the date of issuance. The funds raised will be used for working capital purposes.

For further information, contact Brian Cameron at 480-922-5327 or bcameron@certive.com.

On behalf of the Board,

Canadian Data Preserve Inc.

Brian Cameron, Chief Financial Officer

Completion of the Transaction is subject to a number of conditions, including Exchange acceptance. The Transaction cannot close until the required approvals are obtained, and the outstanding conditions are satisfied. There can be no assurance that the Transaction will be completed as proposed or at all. Investors are cautioned that any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of the Company should be considered highly speculative. The Canadian Securities Exchange has in no way passed upon the merits of the proposed Transaction and has neither approved nor disapproved the contents of this press release.

This news release may contain certain “Forward-Looking Statements” within the meaning of the United States Private Securities Litigation Reform Act of 1995 and applicable Canadian securities laws. When used in this news release, the words “anticipate”, “believe”, “estimate”, “expect”, “target”, “plan”, “forecast”, “may”, “schedule” and other similar words or expressions identify forward-looking statements or information. These forward-looking statements or information may relate to the nature of the Transaction, the proposed undertaking of the Company following completion of the Transaction, regulatory requirements or approvals, the intentions of the Company to complete financing activities, and other factors or information. Such statements represent the Company’s current views with respect to future events and are necessarily based upon a number of assumptions and estimates that, while considered reasonable by the Company, are inherently subject to significant business, economic, competitive, political and social risks, contingencies and uncertainties. Many factors, both known and unknown, could cause results, performance or achievements to be materially different from the results, performance or achievements that are or may be expressed or implied by such forward-looking statements. The Company does not intend, and does not assume any obligation, to update these forward-looking statements or information to reflect changes in assumptions or changes in circumstances or any other events affecting such statements and information other than as required by applicable laws, rules and regulations.