

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

ITEM 1. NAME AND ADDRESS OF COMPANY

Blockchain Venture Capital Inc. (the “Company”)
100 King Street West, Suite 5600, Toronto,
Ontario, Canada, M5X 1C9.

ITEM 2. DATE OF MATERIAL CHANGE

May 10, 2024.

ITEM 3. NEWS RELEASE

The news release in respect of the non-brokered private placement (the “**Private Placement**”) and the entering into a supplementary agreement with Jiangsu Hengwell Information Technology Co. Ltd. (the “**Hengwell Agreement**”) was issued and disseminated on May 10, 2024, and subsequently filed on SEDAR+.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announced on May 10, 2024 that the Private Placement previously announced on May 2, 2024, has closed. The Company issued an aggregate of 2,397,330 units (the “**Units**”) at a price of \$0.75 per Unit for aggregate gross proceeds to the Company of \$1,798,000.00 pursuant to the Private Placement. Each Unit consists of one common share in the capital of the Company and one common share purchase warrant that is exercisable for one common share in the capital of the Company at an exercise price of \$0.92 for a period of 24 months from the date of closing of the Private Placement.

The Company also announced on May 10, 2024 that it has entered into the Hengwell Agreement, in order to, among other things, extend the deadline to pay the outstanding balance of the purchase price due by the Company to Jiangsu Hengwell Information Technology Co. Ltd. for the development of BVC Chain Technology, as well as BvcPay and CADT technology, to December 31, 2026.

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

Please see the news release dated May 10, 2024 attached as Schedule “A” hereto.

ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

Not applicable.

ITEM 7. OMITTED INFORMATION

Not applicable.

ITEM 8. EXECUTIVE OFFICER

For further information regarding the Private Placement, please contact:

Richard Zhou
Blockchain Venture Capital Inc.
Email: richardzhou@bvcadt.com
Phone number: 647-404-8966

ITEM 9. DATE OF REPORT

May 14, 2024

Forward-Looking Information and Statements

Certain statements in this document may constitute “forward-looking” statements which involve known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements of the Company or the industry in which it operates to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. When used in this document, the words “estimate”, “believe”, “anticipate”, “intend”, “expect”, “plan”, “may”, “should”, “will”, the negative thereof or other variations thereon or comparable terminology are intended to identify forward-looking statements. Forward-looking statements in this document include, but are not limited to statements related to: the Company’s business plans and strategies; and use of proceeds from the Private Placement. Such statements reflect the current expectations of the management of the Company with respect to future events based on currently available information and are based on certain assumptions and are subject to risks and uncertainties that could cause actual results, performance or achievements to differ materially from those expressed or implied by those forward-looking statements, including assumptions and risks related to receipt of regulatory approvals and to carry on its proposed CADT business or any related BvcPay businesses. These risks and uncertainties are detailed from time to time, including, without limitation, under the heading “Risk Factors”, in the Company’s listing statement, which is available on www.sedarplus.com., and in other continuous disclosure documents that are filed by the Company from time to time which are available at www.sedarplus.com and to which readers of this document are referred for additional information concerning the Company, its prospects and the risks and uncertainties relating to the Company and its prospects. New risk factors may arise from time to time and it is not possible for management to predict all of those risk factors or the extent to which any factor or combination of factors may cause actual results, performance and achievements of the Company to be materially different from those contained in forward-looking statements. Although the forward-looking statements contained in this document are based upon what management believes to be reasonable assumptions, the Company cannot assure investors that actual results will be consistent and investors should not place undue reliance on forward-looking statements as a prediction of actual results.

The forward-looking information contained in this document is current only as of the date hereof. The Company does not undertake or assume any obligation, except as required by law, to release publicly any revisions to these forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

This document does not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction. This document does not constitute an offer of securities for sale in the United States. The securities being offered have not been, nor will they be, registered under the United States Securities Act

of 1933, as amended, and such securities may not be offered or sold within the United States absent registration under U.S. federal and state securities laws or an applicable exemption from such U.S. registration requirements.

SCHEDULE "A" – NEWS RELEASE

NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES. ANY FAILURE TO COMPLY WITH THIS RESTRICTION MAY CONSTITUTE A VIOLATION OF U.S. SECURITIES LAWS.

Blockchain Venture Capital Inc. Announces Closing of Private Placement and a Supplementary Agreement with Jiangsu Hengwell Information Technology Co. Ltd.

Toronto, Ontario – (May 10, 2024) – Blockchain Venture Capital Inc. (the “**Company**” or “**BVCI**”) announces that its non-brokered private placement offering previously announced on May 2, 2024, (the “**Offering**”) has closed. The Company issued a total of 2,397,330 units (the “**Units**”) at a price of \$0.75 per Unit for aggregate gross proceeds of \$1,798,000.00. Each Unit is comprised of one (1) common share in the capital of the Company (“**Common Share**”) and one (1) common share purchase warrant (“**Warrant**”), with one Warrant entitling the holder to purchase one (1) Common Share at a price of \$0.92 for a period of 24 months from the date of closing of the Offering.

The Company intends to use the proceeds from the Offering to fund corporate expenditures and general working capital purposes.

All securities issued under the Offering will be subject to a hold period expiring four months and one day from the date of issuance in accordance with applicable securities laws.

In addition, the Company announces that it entered into a supplementary agreement (the “**Supplementary Agreement**”) with Jiangsu Hengwell Information Technology Co. Ltd. (“**Hengwell**”) in order to, among other things, extend the deadline to pay the outstanding balance of the purchase price due by the Company to Hengwell for the development of BVC Chain technology, as well as BvcPay and CADT technology, to December 31, 2026.

The Supplementary Agreement is made in connection with the blockchain technology service purchase contract dated November 10, 2018 between the Company and Hengwell which was replaced by (i) a software development agreement dated November 1, 2020 between the Company and Hengwell (the “**Development Agreement**”) and (ii) the blockchain software maintenance and support agreement dated November 1, 2020 between the Company and Hengwell. The Development Agreement provided for a purchase price for the work product of CA\$1,200,000 (the “**Purchase Price Amount**”), which the Company had to pay to Hengwell on or before November 10, 2023. The Company has not completed paying the full Purchase Price Amount by the November 10, 2023 deadline, but the Corporation made payments, including by set-off, from time to time before November 10, 2023. The outstanding balance of the Purchase Price Amount is currently equal to approximately CA\$740,000. For greater detail regarding the agreements with Hengwell, including the Development Agreement, see the Company’s management’s discussion and analysis for the year ended December 31, 2023 filed on SEDAR+ on April 30, 2024.

This news release does not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction. This news release does not constitute an offer of securities for sale in the United States. The securities being offered have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and such securities may

not be offered or sold within the United States absent registration under U.S. federal and state securities laws or an applicable exemption from such U.S. registration requirements.

About the Company

BVCI is an Ontario incorporated company and is registered as a money service business with the Financial Transaction and Reports Analysis Centre of Canada (FINTRAC). It is a provider of an innovative technology infrastructure to participants in the emerging blockchain and distributed ledger technology industry. Instrumental to BVCI's business and growth strategy is BVC Chain, a proprietary blockchain platform and distributed ledger technology, which can operate as a centralized or decentralized ledger. BVC Chain was designed to be a turnkey solution, which can be customized and implemented by organizations wishing to deploy blockchain platform based solutions, products or services. BVC Chain will also serve as the platform and infrastructure for BvcPay and CADT. BvcPay is a cloud based mobile application that is intended to have the capability to function as a Digital Currency wallet and which can facilitate point of sale and online transactions using Bitcoin, Ethereum and CADT. CADT is the native Digital Currency of the BVC Chain, and it is intended to be a stablecoin. BVCI's CADT business division is expected to issue CADT, a cryptographic stablecoin supported on a 1:1 basis with an equivalent amount of Canadian dollar held in a custodial account. CADT is expected to support real time pricing, payment, settlement, digital asset issuance and ledger capabilities.

Unless and until BVCI obtains the necessary regulatory approvals or unless it can rely on an exemption from the prospectus and registration requirements in furtherance of the issuance and trading of CADT, there is no assurance BVCI will be able to pursue its proposed CADT business or any related BvcPay business that relies on CADT.

Although the term "stablecoin" is commonly used, there is no guarantee that the asset will maintain a stable value in relation to the value of the reference asset if and when traded on secondary markets or that the reserve of assets will be adequate to satisfy all redemptions.

For more information please contact:

Blockchain Venture Capital Inc.

Richard Zhou
Chief Executive Officer
Tel: (647) 404-8966

Forward-Looking Information and Statements

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continuous disclosure documents that are filed by the Company from time to time, which are available at www.sedarplus.com and to which readers of this news release are referred for additional information concerning the Company, its prospects and the risks and uncertainties relating to the Company and its prospects. New risk factors may arise from time to time and it is not possible for management to predict all of those risk factors or the extent to which any factor or combination of factors may cause actual results, performance and achievements of the Company to be materially different from those contained in forward-looking statements. Although the forward-looking statements contained in this news release are based upon what management believes to be reasonable assumptions, the Company cannot assure investors that actual results will be consistent, and investors should not place undue reliance on forward-looking statements as a prediction of actual results.

The forward-looking information contained in this news release is current only as of the date hereof. The Company does not undertake or assume any obligation, except as required by law, to release publicly any revisions to these forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

No securities commission or regulatory authority has approved or disapproved the contents of this news release.

Neither the Canadian Securities Exchange nor its Regulation Services Provider (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release nor have they approved or disapproved of the content hereof.