

FORM 51-102F3
MATERIAL CHANGE REPORT

1. Name and Address of Company

Spirit Blockchain Capital Inc. (the "**Company**")
Suite 1570, 505 Burrard Street, One Bentall Centre
Vancouver, British Columbia V7Z 1M5 Canada

2. Date of Material Change

October 8, 2024

3. News Release

A news release dated October 8 announcing the material change described herein was released through the Globe Newswire and was filed on the system for electronic document analysis and retrieval.

4. Summary of Material Change

On October 8, 2024, the Company announced the plan to acquire all of the issued and outstanding securities of Dogecoin Portfolio Holdings Corp., and in exchange, the Company will issue 14,000,000 common shares and 14,000,000 common share purchase warrants, with each warrant exercisable at \$0.05 per share for a period of 24 months from the closing of the acquisition.

5. Full Description of Material Change

5.1 Full Description of Material Change

See press release attached as Schedule "A" hereto.

5.2 Disclosure for Restructuring Transactions

Not applicable.

6. Reliance on Subsection 7.1(2) of Regulation 51-102

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

For additional information, please contact Lewis Bateman, Chief Executive Officer of the Company, at (416) 456-3373.

9. Date of Report

November 27, 2024

Schedule “A”

Spirit Blockchain Capital executes a strategic agreement to acquire Dogecoin Portfolio Holdings Corp. and its underlying intellectual property

Vancouver, BC, Oct. 08, 2024 (GLOBE NEWSWIRE) — Spirit Blockchain Capital Inc. (CSE: SPIR) (“Spirit” or the “Purchaser”), a focused blockchain technology and digital asset management company, is pleased to announce the acquisition of Dogecoin Portfolio Holdings Corp. (“Dogecoin Holdings”), a company founded by a team of visionary entrepreneurs and supporters of Dogecoin (DOGE), one of the largest cryptocurrencies by market capitalization. Launched in 2013, Dogecoin has grown from a pioneering “memecoin” to a highly decentralized and liquid cryptocurrency, supported by over 6.7 million active addresses and a vibrant community of 2.5 million members on the r/dogecoin subreddit.

This acquisition represents a pivotal milestone in Spirit’s strategic growth plan, strengthening its position as a key player in the rapidly evolving blockchain and digital asset management sectors, particularly within the Dogecoin ecosystem. By integrating Dogecoin Holdings’ intellectual property and market expertise, Spirit aims to drive innovation in digital asset products and expand its revenue-generating capabilities. This strategic acquisition is designed to attract both retail and institutional investors by leveraging Dogecoin’s cultural relevance and large user base, while enhancing the utility and accessibility of DOGE on a global scale.

“We are excited about the growth opportunities this acquisition brings to Spirit,” said Lewis Bateman, CEO of Spirit Blockchain Capital. “The financial sector is undergoing a profound shift towards decentralized solutions, with blockchain technology at the core of this transformation. By acquiring Dogecoin Holdings, we are well-positioned to develop innovative financial products that will drive value for our shareholders and advance the future of decentralized finance.”

Looking ahead, Spirit will focus on broadening its range of partnerships and launching new products to increase global adoption of Dogecoin. With several key product launches and strategic initiatives in the pipeline, Spirit is well on track to deliver significant advancements in blockchain-based financial services. Join us on this thrilling adventure as we continue to shape decentralized finance and build lasting value for our shareholders.

Why DOGE?

Dogecoin (DOGE) has rapidly grown beyond its roots as a ‘memecoin,’ capturing the imagination of the public and evolving into a globally recognized digital asset. With endorsements from high-profile figures such as Elon Musk and a dedicated community, Dogecoin has achieved a market cap exceeding \$16 billion.

Chandler Song, Investor and Strategic Advisor of Dogecoin Portfolio Holdings Corp., added: “Dogecoin has always stood out for its community-driven nature and cultural significance, and this partnership with Spirit Blockchain Capital will help us elevate that to new heights. Our combined expertise will allow us to create new ways for people to interact with and invest in Dogecoin, increasing its relevance both as a financial tool and a cultural asset.”

Under the terms of the agreement, Spirit will acquire all of the issued and outstanding securities of Dogecoin Holdings, including common shares and share purchase warrants, from the Company’s shareholders (the “Vendors”). In exchange, Spirit will issue 14,000,000 common shares and 14,000,000 share purchase warrants, with each warrant exercisable at \$0.05 per share for a period of 24 months from the closing. This strategic acquisition is structured to facilitate Spirit’s integration with Dogecoin Holdings’ assets and operations, creating long-term value for shareholders of both companies.

The Agreement and the issuance by Spirit of the securities to the vendors are subject to acceptance by the Canadian Securities Exchange (“CSE”).

About Dogecoin Portfolio Holdings Corp.:

Dogecoin Portfolio Holdings Corp. is a blockchain company focused on managing and developing assets within the Dogecoin ecosystem. The Company’s portfolio includes a range of digital assets, intellectual property, and strategic partnerships in the cryptocurrency sector.

About Spirit Blockchain Capital

Spirit Blockchain Capital is a pioneering investment company at the forefront of the blockchain industry. Through our operational business line and asset management business, we provide investors with a range of opportunities for capital appreciation. With a strong focus on innovation, strategic investments, and operational excellence, Spirit

Blockchain is dedicated to unlocking the potential of the digital economy.

For more information on Spirit Blockchain Capital visit: [Spiritblockchain.com](https://spiritblockchain.com)

For media inquiries, please contact:

Lewis Bateman

Chief Executive Officer info@spiritblockchain.com

Forward-Looking Statements

This news release contains forward-looking statements and forward-looking information within the meaning of applicable securities laws. The use of any of the words “expect”, “anticipate”, “continue”, “estimate”, “objective”, “may”, “will”, “project”, “should”, “believe”, “plans”, “intends” and similar expressions are intended to identify forward-looking information or statements. The forward-looking statements and information are based on certain key expectations and assumptions made by the Company. Although the Company believes that the expectations and assumptions on which such forward-looking statements and information are based are reasonable, undue reliance should not be placed on the forward-looking statements and information because the Company can give no assurance that they will prove to be correct. Since forward-looking statements and information address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks. Factors that could materially affect such forward-looking information are described under the heading “Risk Factors” in the Company’s long form prospectus dated August 8, 2022, that is available on the Company’s profile on SEDAR at www.sedar.com. The Company undertakes no obligation to update forward-looking information except as required by applicable law. Such forward-looking information represents management’s best judgment based on information currently available. No forward-looking statement can be guaranteed, and actual future results may vary materially. Accordingly, readers are advised not to place undue reliance on forward-looking statements or information.

The CSE has not reviewed, approved or disapproved the content of this press release.