

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

November 22, 2024

3. News Release

A news release with respect to the material change referred to in this report was disseminated on November 22, 2024, through GlobeNewswire and filed on the system for electronic document analysis and retrieval.

4. Summary of Material Change

On November 22, 2024, through a share transfer transaction, the Company acquired all of the issued and outstanding securities of Dogecoin Portfolio Holding Corp., and issued 14,000,000 common shares and 14,000,000 common share purchase warrants as consideration for the purchase (the "**Transaction**").

5. Full Description of Material Change

5.1 Full Description of Material Change

On November 22, 2024, the Company announced the closing of its acquisition of Dogecoin Portfolio Holding Corp. ("**Dogecoin Portfolio**"). Pursuant to the terms of the acquisition agreement, the Company acquired all of the issued and outstanding securities of Dogecoin Portfolio, including common shares and share purchase warrants, from its shareholders (the "**Vendors**"). In consideration, the Company issued 14,000,000 common shares and 14,000,000 common share purchase warrants to the Vendors. Each warrant is exercisable into one common share of the Company at a price of \$0.05 per share for a period of 24 months from the closing date.

All securities issued in connection with the Transaction will be subject to a statutory four-month and one-day hold period under applicable Canadian securities laws. The Transaction is subject to the policies of the Canadian Securities Exchange.

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 28, 2024