

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, BC V7Z 1M5

2. Date of Material Change

January 2, 2025

3. News Release

A news release with respect to the material change referred to in this report was disseminated on January 3, 2025 through GlobeNewswire and filed on SEDAR+.

4. Summary of Material Change

On January 3, 2025, the Company announced the appointment of Joanna Lipfeld as the company's new Chief Financial Officer, effective January 2, 2025.

5. Full Description of Material Change

5.1 Full Description of Material Change

Please see news release attached 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

January 13, 2025

FOR IMMEDIATE RELEASE

Spirit Blockchain Capital Appoints New Chief Financial Officer

Vancouver, January 3, 2025 – Spirit Blockchain Capital Inc. (CSE: SPIR) (“**Spirit Blockchain**” or, the “**Company**”), a leader in digital asset and blockchain technologies, is pleased to announce the appointment of Joanna Lipfeld as the company's new Chief Financial Officer, effective January 2, 2025.

Mrs. Lipfeld brings over 25 years of experience in financial management, operations, and strategic leadership. Since 2007, she has served as Chief Financial Officer at Lynx Equity Limited, where she has been instrumental in driving investments in mid-market companies across North America, the U.K., and Denmark. Mrs. Lipfeld has played a key role in securing capital from mezzanine debt, pension funds, royalty groups, and private high-net-worth individuals, delivering consistent above-average returns.

Her diverse career includes serving as Chief Operating Officer and Chief Financial Officer at Secure Solutions Inc., where she oversaw the distribution, installation, and servicing of airport and government security systems in the Caribbean. Earlier in her career, Mrs Lipfeld held key roles at Johnson & Johnson Medical Products as Senior Financial Analyst, Product Specialist, and Product Manager, where she gained significant expertise in financial strategy, product management, and business development.

"We are thrilled to welcome Joanna to our executive team," said Lewis Bateman, CEO of Spirit Blockchain. "Her deep financial expertise and proven leadership in diverse industries align perfectly with our vision for growth and innovation in the blockchain and digital asset sectors."

Mrs. Lipfeld holds an Honors Business Administration (HBA) and a Master of Business Administration (MBA) from the Ivey Business School at Western University. Her extensive background in financial planning, operational efficiency, and strategic leadership will play a vital role in Spirit Blockchain's continued expansion and success.

About Spirit Blockchain Capital

Spirit Blockchain Capital is an 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 poised to unlock the potential of the digital economy.

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.