

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

Block One Capital Inc.
2700 – 650 West Georgia Street
Vancouver, B.C. V6B 4N9

2. Date of Material Change:

The material change described in this report occurred on January 31, 2019.

3. News Release:

On January 31, 2019, Block One Capital Inc. (the "**Company**") issued a news release through the facilities of Stockwatch disclosing the material change.

4. Summary of Material Change:

On January 31, 2019, the Company reported that the Management Cease Trade Order granted by the British Columbia Security Commission on January 2, 2019 was lifted effective January 31, 2019 following the filing of the Company's financial statements and accompanying management's discussion and analysis for: (i) the fiscal year ended August 31, 2018 and (ii) the quarterly period ended November 30, 2018.

5. Full Description of Material Change:

5.1 Full Description of Material Change:

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5.2 Disclosure for Restructuring Transactions:

Not applicable.

6. Reliance on subsection 7.1(2) of National Instrument 51-102:

Not applicable.

7. Omitted Information:

Not applicable.

8. Executive Officer:

The following executive officer of the Company is knowledgeable about the material change and this report and may be contacted by any of the securities commissions respecting the material change and this report:

Sothi Thillairajah
Chief Executive Officer
Telephone: (604) 398-4485

9. Date of Report:

January 31, 2019