

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Fortress Blockchain Corp.
320-638 Broughton Street
Vancouver, British Columbia
V6G 3K3

Item 2 Date of Material Change

November 2, 2018

Item 3 News Release

The press release attached as Schedule "A" was released over GlobeNewswire on November 2, 2018.

Item 4 Summary of Material Change

The material change is described in the press release attached as Schedule "A".

Item 5 Full Description of Material Change

The material change is fully described in the press release attached 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

Aydin Kilic
Chief Executive Officer
Fortress Blockchain Corp.
Ph: 604 477 9997
E: a@fortressblockchain.io

Item 9 Date of Report

November 8, 2018

Schedule "A"



Fortress Blockchain Announces Management Changes

VANCOUVER, British Columbia - November 2, 2018 - Fortress Blockchain Corp. (TSX-V: FORT) ("**Fortress Blockchain**" or the "**Company**") today announced the appointment of Mr. Sean Ty to the position of Chief Financial Officer ("CFO") of the Company, effective immediately. Mr. Ty replaces David Pais who has resigned as CFO.

Most recently, Mr. Ty served as the Company's Controller, acted as interim CFO for a publicly-listed company, BlissCo Cannabis Corp. (CSE: BLIS) and, prior to that, worked as an accountant for public and private Canada companies with a particular focus on growth industries. Mr. Ty is a Chartered Professional Accountant (CPA, CA) and holds a Bachelor of Science degree and a Diploma in Accounting from the University of British Columbia.

Mr. Ty succeeds David Pais, who joined Fortress Blockchain as Chief Financial Officer in April 2018. Aydin Kilic, Chief Executive Officer ("CEO"), and the Board of Directors express their gratitude to Mr. Pais for his service and wish him the best in the future. "Mr. Pais has contributed greatly to the completion of our Qualifying Transaction to be a Tier 1 listed company on the TSX-V. Also, Mr. Pais and Mr. Ty have worked closely on the financial reporting of the Company throughout this fiscal year, and we are pleased that Mr. Ty will fulfill the duties of Mr. Pais going forward," said Aydin Kilic.

The Company also announced today that effective November 7th, 2018, Mr. Michael Ages will no longer serve as Fortress Blockchain's Chief Technology Officer ("CTO"). The CEO and Board of Directors express gratitude to Mr. Ages for his service to the Company. Mr. Ages has provided the Company a wealth of knowledge through robust analysis and research in the digital mining space, while overseeing the Company's mining operations. In his work, Mr. Ages has closely collaborated with the CEO, and the CEO will assume the duties of CTO moving forward.

About Fortress Blockchain

Fortress Blockchain Corp. is a technology-oriented blockchain mining company committed to operating in low-cost North American green-energy regions. Fortress's resources are currently dedicated to achieving peak operational efficiency in industrial scale Bitcoin mining to ultimately deliver an industry leading competitive advantage in performance. Fortress has strategically acquired state-of-the-art mining facility in Washington state which has been in continuous operation since 2014, which serves as an R&D facility to optimize and build out the next generation of highly-scalable blockchain mining infrastructure.

For further information, please contact:

Aydin Kilic
Chief Executive Officer

604 477 9997
a@fortressblockchain.io

Neither the TSX Venture Exchange nor its Regulation Service Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this press release.

Forward Looking Statements:

This news release contains certain “forward-looking information” within the meaning of applicable Canadian securities laws that are based on expectations, estimates and projections as at the date of this news release. The information in this release about future plans and objectives of the Company, are forward-looking information. Other forward-looking information includes but is not limited to information concerning: the intentions, plans and future actions of the Company, the status and impact of new electrical power rates and the status of deliberations by the Grant County Public Utility District, as well as the Company’s ability to successfully mine digital currency, revenue increasing as currently anticipated, the ability to profitably liquidate current and future digital currency inventory, volatility in digital currency prices and the resulting significant negative impact on the Company’s operations, the construction and operation of expanded blockchain infrastructure, and the regulatory environment of cryptocurrency in the United States and other jurisdictions where the Company may operate.

Any statements that involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions, future events or performance (often but not always using phrases such as “expects”, or “does not expect”, “is expected”, “anticipates” or “does not anticipate”, “plans”, “budget”, “scheduled”, “forecasts”, “estimates”, “believes” or “intends” or variations of such words and phrases or stating that certain actions, events or results “may” or “could”, “would”, “might” or “will” be taken to occur or be achieved) are not statements of historical fact and may be forward-looking information and are intended to identify forward-looking information.

This forward-looking information is based on reasonable assumptions and estimates of management of the Company at the time it was made, and involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking information. Such factors include, among others: the status and impact of new electrical power rates and the status of deliberations by the Grant County Public Utility District, risks relating to the global economic climate; dilution; the Company’s limited operating history; future capital needs and uncertainty of additional financing; the competitive nature of the industry; currency exchange risks; the need for the Company to manage its planned growth and expansion; the effects of product development and need for continued technology change; protection of proprietary rights; the effect of government regulation and compliance on the Company and the industry; network security risks; the ability of the Company to maintain properly working systems; reliance on key personnel; global economic and financial market deterioration impeding access to capital or increasing the cost of capital; and volatile securities markets impacting security pricing unrelated to operating performance. In addition, particular factors which could impact future results of the business of the Company include but are not limited to: the impact of new electrical power rates which could impair profitably and operating performance; deliberations by the Grant County Public Utility District which could limit the ability of the Company to carry on business on a profitable basis or at all; the construction and operation of blockchain infrastructure may not occur as currently planned, or at all; expansion may not materialize as currently anticipated, or at all; the digital currency market; the ability to successfully mine digital currency; revenue may not increase as currently anticipated, or at all; it may not be possible to profitably liquidate the current digital currency inventory, or at all; a decline in digital currency prices may have a significant negative impact on operations; the volatility of digital currency prices; the anticipated growth and sustainability of hydroelectricity for the purposes of cryptocurrency mining in the Grant County of the State of Washington, the ability to complete current and future financings, any regulations or laws that will prevent the Company from operating its business; historical prices of digital currencies and the ability to mine digital currencies that will be consistent with historical prices; and there will be no regulation or law that will prevent the Company from operating its business. The Company has also assumed that no significant events occur outside of the Company’s normal course of business. Although the Company has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. The Company undertakes no obligation to revise or update any forward-looking information other than as required by law.