

NOTICE OF CHANGE IN CORPORATE STRUCTURE
Pursuant to Section 4.9 of National Instrument 51-102
Continuous Disclosure Obligations

1. The names of the parties to the Transaction

- Fortress Blockchain Corp. (formerly Focused Capital II Corp.) (the "**Company**" or the "**Resulting Issuer**")
- Fortress Blockchain Holdings Corp. ("**Amalco**"), formed pursuant to the amalgamation between the company previously named Fortress Blockchain Corp. ("**Fortress**") and 1171054 B.C. Ltd. ("**Subco**")

2. Description of the Transaction

The Company completed its Qualifying Transaction, as defined under the policies of the TSX Venture Exchange ("**TSXV**") pursuant to the business combination agreement between the Company and Fortress dated March 21, 2018, as amended (the "**Transaction**").

The Transaction involved the acquisition of all of the issued and outstanding shares of Fortress (the "**Fortress Shares**") by way of a three-cornered amalgamation. As part of the Transaction, Fortress amalgamated with Subco to form Amalco, a wholly-owned subsidiary of the Company.

Continuation, Consolidation and Name Change

As a result of the Transaction, the Company also (a) completed the continuation of its corporate existence from the province of Ontario to the province of British Columbia; (b) consolidated its outstanding shares on the basis of 1 post-consolidation share for every 3.25077 pre-consolidation shares; and (c) changed its name to "Fortress Blockchain Corp."

In connection with the Transaction, the Company issued (on a post-consolidation basis):

- a) an aggregate of 69,277,981 common shares issuable in exchange for the outstanding Fortress Shares;
- b) an aggregate of 18,200,000 replacement warrants issuable in exchange for the outstanding Fortress warrants, each exercisable into one common share at a price of \$0.50 with expiry dates ranging from January 4, 2019 to January 8, 2023;
- c) an aggregate of 1,050,000 replacement broker options issuable in exchange for the outstanding Fortress broker options, each exercisable into one common share at a price of \$0.50 with expiry an expiry date of January 9, 2020; and
- d) an aggregate of 2,102,500 replacement options issuable in exchange for the outstanding Fortress options until February 20, 2028, each exercisable into one common share at the following exercise prices: (a) 1,550,000 Replacement options at an exercise price of \$0.60 per common share; and (b) 552,500 replacement options at an exercise price of \$0.50 per common share.

Following completion of the Transaction and consolidation, the Company has issued and outstanding an aggregate of 71,177,984 post-consolidation common shares.

The common shares of the Company will begin trading on August 22, 2018 on the TSXV under the trading symbol "FORT".

Changes in Board and Management

Upon completion of the Transaction, Robert Leckie, Mark Goodman and Carmelo Marrelli resigned their positions as directors and officers of the Company.

Aydin Kilic, Roy Sebag (Chairman), Joshua Crumb, Kent Wakeford and David Jaques have been appointed as directors of the Company.

Aydin Kilic has also been appointed the President and CEO of the Company; David Pais has been appointed the CFO and Corporate Secretary and Michael Ages has been appointed Chief Technical Officer.

A full description of the Transaction can be found in the Company's filing statement dated July 18, 2018, available on the Company's SEDAR profile (www.SEDAR.com) and on the TSXV website.

3. Effective Date of Transaction

August 16, 2018.

4. Reporting Issuer Status

The Company will continue to be a reporting issuer in British Columbia, Alberta and Ontario. The Company is a "venture issuer", as such term is defined in NI 51-102.

5. Financial Year

The Transaction constitutes a "reverse takeover", as such term is defined in NI 51-102 and the Company wishes to change its financial year end to be the same as that of Fortress, being the reverse takeover acquirer.

The Company will file (a) the unaudited interim quarterly financial statements for Fortress for the six months ended June 30, 2018; and (b) audited annual financial statements for the Company for the year ended June 30, 2018.

6. Periods of the Interim and Annual Financial Statements to be filed for the First Financial Year

The Company's old financial year-end is June 30 and its new financial year-end is December 31.

The length and ending date of the periods, including the comparative periods, of the interim financial report and the annual financial statements to be filed for the Company's transition year and its new financial year are set out below.

Transition year (6-month period ending December 31, 2018)				
Period Length	Period End	Comparative Period		Filing Deadline
3 months (interim)	09/30/2018	3 months	09/30/2017	11/29/2018
6 months (annual)	12/31/2018	12 months	06/30/2018	04/30/2019
New Financial Year (12-month period ending December 31, 2019)				
Period Length	Period End	Comparative Period		Filing Deadline
3 months	03/31/2019	3 months	03/31/2018	05/30/2019
6 months	06/30/2019	6 months	06/30/2018	08/29/2019
9 months	09/30/2019	9 months	09/30/2018	11/29/2019
12 months	12/31/2019	12 months	12/31/2018	04/30/2020

7. Documents filed

The Company's filing statement dated July 18, 2018 is available on the Company's SEDAR profile.

DATED this 21st day of August 2018.

FORTRESS BLOCKCHAIN CORP.

Per: "**Aydin Kilic**" _____

Aydin Kilic

Chief Executive Officer, President & Director