

**EARLY WARNING REPORT
FILED PURSUANT TO NATIONAL INSTRUMENT 62-103**

Item 1. Security and Reporting Issuer

- 1.1 *State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.*

Securities: Common Shares, Share Purchase Warrants, Incentive Stock Options, Deferred Share Units.

Issuer:

Blockmate Ventures Inc. (the “**Issuer**”)
505 Kootenay Street
Nelson, British Columbia, V1L 1K9

- 1.2 *State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.*

This report is being filed in respect of the grant of incentive stock options (each, an “**Option**”) and deferred share units (each, a “**DSU**”).

Item 2. Identity of the Acquiror

- 2.1 *State the name and address of the acquiror.*

Domenico Carosa
Radiowest 8
Amsterdam, Netherlands, 1098NH

- 2.2 *State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.*

On December 23, 2024, the Issuer granted 5,000,000 Options and 5,000,000 DSUs to Mr. Carosa as partial compensation for his service as a director of the Issuer. The Options vest quarterly over a twenty-four month period and are exercisable at a price of \$0.21 until December 23, 2028. The DSUs vest on December 23, 2025, and convert to common shares of the Issuer upon the departure of Mr. Carosa from the Issuer. The vesting of 2,725,000 of the Options and all of the DSUs remains subject to the ratification of shareholders of the Issuer.

- 2.3 *State the names of any joint actors.*

Carosa Corporation B.V., a holding company controlled by Mr. Carosa, is a joint actor with Mr. Carosa for the purposes of this report.

Item 3. Interest in Securities of the Reporting Issuer

- 3.1 *State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file the report and the change in the acquiror's securityholding percentage in the class of securities.*

The Issuer granted 5,000,000 Options and 5,000,000 DSUs to Mr. Carosa. Assuming the exercise and conversion of just these Options and DSUs, Mr. Carosa would receive 10,000,000 common shares of the Issuer representing 7.2% of the then issued and outstanding common shares of the Issuer.

- 3.2 *State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file the report.*

Mr. Carosa acquired control and direction over the Options and DSUs which triggered the requirement to file this report.

- 3.3 *If the transaction involved a securities lending arrangement, state that fact.*

Not applicable.

- 3.4 *State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.*

Prior to the grant of the Options and DSUs, Mr. Carosa had control and direction over an aggregate of 17,252,400 common shares of the Issuer, 1,500,000 incentive stock options (each, an "Existing Option") and 3,000,000 share purchase warrants (each, a "Warrant"), all of which were held by Carosa Corporation B.V., a holding company controlled by Mr. Carosa. The Warrants entitle the holder to purchase an equivalent number of common shares and are exercisable at a price of \$0.075 until June 15, 2026.

The 17,252,400 common shares controlled by Mr. Carosa, prior to the grant of the Options and DSUs, represented 15.1% of the total number of issued and outstanding common shares of the Issuer. If all of the Existing Options and Warrants controlled by Mr. Carosa were exercised prior to the grant of the Options and DSUs, Mr. Carosa would have control and direction over an aggregate of 21,752,400 common shares, representing approximately 16.4% of the then issued and outstanding common shares of the Issuer.

Immediately following the grant of the Options and DSUs, Mr. Carosa has control and direction over an aggregate of 17,252,400 common shares representing approximately 15.1% of the Issuer's issued and outstanding common shares, 1,500,000 Existing Options, 5,000,000 Options, 3,000,000 Warrants and 5,000,000 DSUs. If all of the Options, Existing Options, Warrants and DSUs controlled by Mr. Carosa were exercised or converted, Mr. Carosa would have control and direction over an aggregate of 31,752,400 common shares, representing approximately 19.8% of the then issued and outstanding common shares of the Issuer.

- 3.5 *State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which*

a) the acquiror, either alone or together with any joint actors, has ownership and control,

Mr. Carosa has control and direction over an aggregate of 17,252,400 common shares representing approximately 15.1% of the Issuer's issued and outstanding common shares, 1,500,000 Existing Options, 5,000,000 Options, 3,000,000 Warrants and 5,000,000 DSUs. If all of the Options, Existing Options, Warrants and DSUs controlled by Mr. Carosa were exercised or converted, Mr. Carosa would have control and direction over an aggregate of 31,752,400 common shares, representing approximately 19.8% of the then issued and outstanding common shares of the Issuer.

b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and

Not applicable.

c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.

Not applicable.

- 3.6 *If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.*

Not applicable.

- 3.7 *If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.*

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

- 3.8 *If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.*

Not applicable.

Item 4. Consideration Paid

- 4.1 *State the value, in Canadian dollars, of any consideration paid or received per security and in total.*

Not applicable. The securities were granted by the Issuer to Mr. Carosa as partial compensation for his service as a director of the Issuer.

- 4.2 *In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.*

See Item 4.1 above.

- 4.3 *If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.*

See Item 4.1 above.

Item 5. Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- a) *the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;*
- b) *a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;*
- c) *a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;*

- d) *a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;*
- e) *a material change in the present capitalization or dividend policy of the reporting issuer;*
- f) *a material change in the reporting issuer's business or corporate structure;*
- g) *a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;*
- h) *a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;*
- i) *the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;*
- j) *a solicitation of proxies from securityholders;*
- k) *an action similar to any of those enumerated above.*

The securities were acquired for investment purposes and in connection with the compensation of Mr. Carosa as a director of the Issuer. Depending on market conditions, Mr. Carosa, or Carosa Corporation B.V., may, from time to time, acquire additional securities, exercise share purchase warrants or Options, dispose of some or all of the existing or additional securities or may continue to hold the securities of the Issuer.

Item 6. Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Not applicable

Item 7. Change in material fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

Not applicable.

Item 8. Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable

Item 9. Certification

I, as the acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

DATED this 23rd day of December, 2024.

/signed/ "Domenico Carosa"

Domenico Carosa