

FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: Blockchain Foundry Inc. (the "Issuer").

Trading Symbol: BCFN

Date: January 28, 2019

1. New Options Granted:

Date of Grant: January 25, 2019

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of Optioned Shares	Exercise Price	Expiry Date	No. of Options Granted in Past 12 Months
Marc Nicholson	Officer	YES	2,000,000	\$0.06	January 25, 2024	-

Total Number of optioned shares proposed for acceptance: 2,000,000.

2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares ⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
Brennan Direnfeld	440,000	\$0.10	Nov 12, 2018	Nov 12, 2023
Deborah Robinson	500,000	\$0.12	Aug 23, 2018	Aug 23, 2023
Alain Miquelon	125,000	\$0.12	Aug 23, 2018	Aug 23, 2023

Daniel Wasyluk	744,444	\$0.27	January 22, 2018	January 22, 2023
Christopher Marsh	744,444	\$0.27	January 22, 2018	January 22, 2023
Jag Singh Sidhu	744,444	\$0.27	January 22, 2018	January 22, 2023
Sebastian Schepis	744,444	\$0.27	January 22, 2018	January 22, 2023
Brad Hammerstron	377,777	\$0.27	January 22, 2018	January 22, 2023
Sebastien DiMichele	377,777	\$0.27	January 22, 2018	January 22, 2023
Willy Ko	330,555	\$0.27	January 22, 2018	January 22, 2023

3. Additional Information

- (a) If shareholder approval was required for the grant of options (including prior approval of a stock option plan), state the date that the shareholder meeting approving the grant was or will be held.

March 15, 2018

- (b) State the date of the news release announcing the grant of options.

N/A

- (c) State the total issued and outstanding share capital at the date of grant or amendment.

75,595,148 (inclusive of 3,700,000 shares issued on January 28, 2019)

- (d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to incentive stock options, including new options, amended options and other presently outstanding options.

9.72%

- (e) If the new options are being granted pursuant to a stock option plan, state the number of remaining shares reserved for issuance under the plan.

210,080

- (f) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors.

- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer.

4. Certificate of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated January 28, 2019.

Christopher Marsh
Name of Director or Senior
Officer

"Christopher Marsh"
Signature

Chief Financial Officer
Official Capacity