

FORM 10

NOTICE OF PROPOSED SIGNIFICANT TRANSACTION (not involving an issuance or potential issuance of a listed security)¹

Name of Listed Issuer: **eXeBlock Technology Corporation** (the "Issuer").

Trading Symbol: **XBLK**

Issued and Outstanding Securities of the Issuer Prior to Transaction: **61,441,531 common shares**

Date of News Release Fully Disclosing the Transaction: **February 15, 2019**

1. Transaction

1. Provide details of the transaction including the date, description and location of assets, if applicable, parties to and type of agreement (eg: sale, option, license, contract for Investor Relations Activities etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material:

On February 15, 2019, the Issuer entered into a purchase agreement (the "Purchase Agreement") with Peerplays Blockchain Standards Association ("PBSA"), Data Security Node Inc., Fallout Complex Inc., 10353027 Canada Corporation ("10343027"), and Jonathan Baha'i. Pursuant to the terms and conditions of the Purchase Agreement, the Issuer has agreed to:

A. sell software including 50/50 Labs, Sidechain and eXeChain (collectively, the "Software") to PBSA for the payment to the Issuer of \$250,000 in cash plus applicable taxes;

B. the assumption by PBSA of amounts owing by the Issuer to a third party developer in the development of the Software;

¹ If the transaction involved the issuance of securities, other than debt securities that are not convertible into listed securities, use Form 9.

C. the purchase of up to 9,965,000 common shares of the Issuer held by 10343027, an entity wholly-owned by Jonathan Baha'i (which represents approximately 16.2% of the Issuer's common shares outstanding as of the date hereof) for cancellation by the Issuer (the "Share Reduction") for an aggregate amount not exceeding \$1.00;

D. the termination of the software development agreement between the Issuer and PBSA;

E. the forgiveness of amounts owing by the Issuer to each of Data Security Node Inc., Fallout Complex Inc., and Jonathan Baha'i for certain equipment, furniture, fixtures and the Issuer's expenses; and

F. the termination of the bunker lease between the Issuer and Fallout Complex Inc.

(collectively, the transactions set out paragraphs A to F are referred to as the "Transaction").

PBSA, Data Security Node Inc., Fallout Complex Inc. and 10343027 are all controlled by Jonathan Baha'i. Prior to entering into the Purchase Agreement Jonathan Baha'i exited the Issuer.

2. Provide the following information in relation to the total consideration for the transaction (including details of all cash, non-convertible debt securities or other consideration) and any required work commitments:
- (a) Total aggregate consideration in Canadian dollars: **Approximately \$287,500 [\$250,000 + \$37,500 in taxes for the Software]**
 - (b) Cash: **Approximately \$287,500.**
 - (c) Other: **Assumption of approximately \$400,000 in debt (as noted in paragraph B above) and Forgiveness of approximately \$75,000 debt (as noted in paragraph E & F above).**
 - (d) Other: **\$1.00 for the common shares (as noted in paragraph C above)**
 - (e) Work commitments: **N/A.**

3. State how the purchase or sale price and the terms of any agreement were determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc): ***Arm's length negotiation brokered by Numus Financial and unanimously approved by the Board of Directors of the Issuer.***
4. Provide details of any appraisal or valuation of the subject of the transaction known to management of the Issuer: ***N/A.***
5. If the transaction is an acquisition, details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: ***PBSA search to confirm that the 9,965,000 common shares of the Issuer owned by 10343027 are not encumbered. 10343027's ownership of the common shares confirmed by the Issuer's transfer agent.***
6. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the transaction (including warrants, options, etc.):
 - (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the transaction (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): ***N/A.***
 - (b) Cash ***N/A.***
 - (c) Other ***N/A.***
7. State whether the vendor, sales agent, broker or other person receiving compensation in connection with the transaction is a Related Person or has any other relationship with the Issuer and provide details of the relationship. ***N/A.***
8. If applicable, indicate whether the transaction is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. ***N/A.***

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2. Development

Provide details of the development. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material:

See Item 1 - Transaction

3. 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. To the knowledge of the Issuer, at the time an agreement in principle was reached, no party to the transaction had knowledge of any undisclosed material information relating to the Issuer, other than in relation to the transaction.
3. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
4. 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).
5. All of the information in this Form 10 Notice of Proposed Significant Transaction is true.

Dated February 15, 2019.

Rob Randall
Name of Director or Senior Officer

"Rob Randall"
Signature
CFO & Corporate Secretary
Official Capacity

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