

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1. Name and Address of Company

360 Blockchain Inc. ("**360**" or the "**Company**")
734 – 1055 Dunsmuir Street
Vancouver, BC
V7X 1B1

Item 2. Date of Material Change

October 16, 2017

Item 3. Report

On October 16, 2017, a press release relating to the material change was issued and disseminated through the services of FSC Wire.

Item 4. Summary Of Material Change

The Company announced that it has closed its previously announced non-brokered private placement of 24,999,998 units of the Company ("**Units**") at a price of \$0.06 per Unit for aggregate gross proceeds of \$1,500,000 (the "**Private Placement**"). The Company paid qualified finders commissions of \$58,761.59 in cash and 979,360 finder's warrants.

Item 5. Full Description Of Material Change

The Company announced that it has closed its previously announced non-brokered private placement of 24,999,998 units of the Company ("**Units**") at a price of \$0.06 per Unit for aggregate gross proceeds of \$1,500,000 (the "**Private Placement**").

Each Unit is comprised of one common share in the capital of 360 ("**Common Share**") and one Common Share purchase warrant ("**Warrant**"). Each Warrant will be exercisable for one Common Share at a price of \$0.10 per share for a period of 24 months from the date of closing of the Private Placement. The Company paid qualified finders commissions of \$58,761.59 in cash and 979,360 finder's warrants. The proceeds of the Private Placement will be used for general corporate purposes including funding its current operations and supporting ongoing investigations of potential business opportunities.

Securities issued under the Private Placement are subject to trading restrictions until February 17, 2018.

Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8. Executive Officer

George Tsafalas, President
(604)343-2977

Item 9. Date of Report

October 17, 2017.