



BTL™ JOINS CITIZENOS PROJECT WITH XINOVA AND HELIX APPLICATIONS INC.

For Immediate Release

Canada / London, UK

November 29, 2018

BTL GROUP LTD. (TSX Venture: BTL) ("**BTL**" or the "**Company**") is pleased to announce that it has joined the CitizenOS venture (the "**Venture**") with Xinoa, LLC ("**Xinoa**") and Helix Applications Inc. ("**Helix**") in respect of the CitizenOS Project. As described herein, BTL will contribute Version 3 of its Interbit™ megachain technology platform – which is still being developed and Helix will become the technology and App developer for the Venture. The parties have agreed to use the initial 6 months to evaluate the agreed technology and commercial benchmarks before deciding to form an Equity Joint Venture (as described below).

"Thousands of cities around the world need innovative solutions for information technology deployments to help their citizens live healthy, happy and productive lives using socially-conscious and equitable systems that respect privacy and the role of government policy," said Edward Jung, CEO of Xinoa. "A century ago, electric power and telephony emerged as utilities enabling huge improvements in the way we live our lives. Today, citizen data is a new utility in need of an infrastructure that empowers third-party developers to innovate novel applications to better the lives of the citizenry. These must be built on top of a system that enforces privacy, builds trust and enables government policy — from day one and not as an afterthought. The CitizenOS Project captures the wave of distributed and trusted infrastructure developments, builds upon the scale of the Interbit™ architecture to millions of blockchains, and will enable global application development in areas such as FinTech, healthcare, logistics and transportation, citizen services, and social credit. All while upholding the privacy and rights of citizens, and without burdening the application developer with the details of any specific city policy or configuration."

"It is the Interbit™ platform's approach to scale and privacy that will enable the CitizenOS Project to realize the significant opportunities that exist in the adoption by urban areas of smart city technology," said Tom Thompson, BTL's CTO. "To participate in this new version of edge computing is exciting, and we will absorb every benefit we can from working closely with the Xinoa team."

"The progress we are making with version 3 of the Interbit™ platform will be accelerated with Xinoa's experience and in building the CitizenOs Project," added Dominic McCann, BTL CEO. "The demand requirements from the cities that the CitizenOS Project will be marketed to, will challenge the megachain ambitions we have for version 3 of the Interbit™ platform."

Xinoa is a Seattle-based company that operates a network of innovators in 113 countries from various scientific and entrepreneurial backgrounds dedicated to solving the world's biggest problems. Xinoa identifies and mobilizes talent, technology, capital and demand to overcome obstacles to innovation while increasing efficiency and likelihood of success.

By matching the supply and demand for innovation, Xinova opens a path that quickly moves companies from idea to commercialized product. These unique capabilities, along with the right mix of technology and business acumen, set Xinova apart enabling it to not only develop the right technology for the CitizenOS Project, but to build a business around it – a global business bolstered by talent and capital.

TERMS OF THE VENTURE

Pursuant to the terms of the Venture Agreement (the “**Agreement**”) among Xinova, Helix and BTL, Helix and Xinova will work together in this Venture to, among other things, determine the commercial feasibility of the development of the technical solutions (the “**CitizenOS Solution**”) that will make up the CitizenOS Project, and the business development, promotion and marketing of such CitizenOS Solution and the CitizenOS Project. Helix will contribute minimum of US\$300,000 and up to US\$1.5 million in capital during the term of the Venture to pay for development of the technologies that will make up the CitizenOS Solution, and Xinova will contribute up to US\$1.5 million of in-kind contributions, such business development, marketing, opportunity assessment, customer acquisition and administrative expertise.

BTL is granted a 10% carried interest in the Venture during its initial term (which interest is carried by Helix), in exchange for a license by BTL to the Venture for use of its Interbit™ platform, the megachain technology platform that BTL is building with the objective of being able to run 1,000,000+ chains simultaneously. This license will allow Xinova and Helix to use and test the Interbit™ platform’s capabilities while it is in its final phase of development (see BTL’s Nov. 7, 2018 press release), and in turn BTL will receive the feedback and specifications for the real-life applications for the CitizenOS Solution which it requires in order to complete development of the Interbit™ platform. This license is royalty free for the time being.

The term of the Venture is for six months, unless extended, and if Xinova and Helix have determined during such time that they have made enough progress with respect to creation of the CitizenOS Solution and selling such solution to a municipality, then they will negotiate the terms of an equity joint venture (the “**Equity Joint Venture**”) in respect of the CitizenOS Solution and other related matters to move forward with commercial deployment of the CitizenOS Project. As part of such Equity Joint Venture, that entity will seek to enter into a royalty paying, commercial license agreement with BTL for use of the Interbit™ platform in connection with the CitizenOS Project. Should the parties come to terms on such commercial license, BTL’s 10% carried interest will be replaced with this commercial license, and should terms not be achieved, then such 10% carried interest for BTL will be continued into the Equity Joint Venture

ABOUT BTL™ AND INTERBIT™

Listed on the TSX Venture Exchange (TSX Venture: BTL) and operating from both Canada and the UK with offices in Vancouver, Calgary and London, BTL is a technology platform provider that owns the Interbit™ platform, a 3rd generation blockchain platform which enables business applications to be built quickly, easily and securely.

The Interbit™ platform can be licensed by developers and businesses who can build and share their own applications in a trusted ecosystem, allowing them to embrace new revenue generating opportunities. Interbit™ meets the speed, scale and privacy that older generations of blockchain technology cannot achieve by using its chain joining technology to connect multiple blockchains. It offers a simpler, more secure, new way of computing.

ABOUT XINOVA

Xinova is a collective of 12,000 innovators dedicated to turning big problems into bigger solutions. It works with companies like Pepsi and Honda to help them solve their largest research and product development challenges. Xinova brings value to customers by connecting the technology, talent, capital and demand. The company is headquartered in Seattle with staff located in Beijing, Bangalore, Helsinki, Israel, Seoul, Singapore, Sydney, Tokyo and Vienna. www.xinova.com

ABOUT HELIX

Helix is a blockchain application and technologies developer, listed on the TSX Venture Exchange (TSX Venture: HELX). On October 26, 2018, Helix completed a “Change of Business” transaction to become a technology company and undertake its current business. Additional information about Helix and its “Change of Business” transaction is available on SEDAR at www.sedar.com under Helix’s profile.

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Videos: <https://youtu.be/YFOH0YEHLak> & <https://youtu.be/eWI-0AXaZgc>

RELATED PARTY DISCLOSURE

The Agreement and BTL fulfilling its obligations thereunder constitutes a related party transaction for purposes of Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions (“MI 61-101”) as (i) the Execution Chairman of BTL, Mr. Brian Hinchcliffe, is also the Executive Chairman of Helix; and (ii) the Chief Technology Officer of BTL, Mr. Tom Thompson, is also the Chief Executive Officer of Helix and holds approximately 19.9% of the issued and outstanding common shares of Helix. The Company is relying on exemptions from the formal valuation and minority approval requirements of MI 61-101 based on a determination that the securities of the Company are listed on the TSX Venture Exchange and that neither the fair market value of the subject matter of, nor the fair market value of the consideration for, the Agreement and the transactions thereunder, in so far as it involves interested parties, exceeds 25% of the market capitalization of the Company.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements in this release are forward-looking statements, which include further development of BTL’s business relationships and business and the timing, development, launch and success of BTL’s technologies and products (including, without limitation, successful development of the Interbit platform such that it can support 1,000,000+ blockchains running simultaneously), coming to definitive terms with Helix and Xinova on a commercial licensing agreement for the use of the Interbit™ platform, whether the Equity Joint Venture will be created and formed, and other matters. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Such information can generally be identified by the use of forwarding-looking wording such as “may”, “expect”, “estimate”, “anticipate”, “intend”, “believe” and “continue” or the

negative thereof or similar variations. Readers are cautioned not to place undue reliance on forward-looking statements, as there can be no assurance that the plans, intentions or expectations upon which they are based will occur. By their nature, forward-looking statements involve numerous assumptions, known and unknown risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, estimates, forecasts, projections and other forward-looking statements will not occur. These assumptions, risks and uncertainties include, among other things, the state of the economy in general and capital markets in particular, the development of competitive technologies, the marketplace acceptance of BTL's technologies and products, as well as those risk factors discussed or referred to in BTL's annual Management's Discussion and Analysis for the year ended December 31, 2017 available at www.sedar.com, many of which are beyond the control of BTL. Forward-looking statements contained in this press release are expressly qualified by this cautionary statement.

The forward-looking statements contained in this press release are made as of the date of this press release. Except as required by law, BTL disclaims any intention and assumes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Additionally, BTL undertakes no obligation to comment on the expectations of, or statements made by, third parties in respect of the matters discussed above.

Neither the TSX Venture Exchange nor its Regulation Service Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.