FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Cascadia Blockchain Group Corp. (the "**Company**")
#530, 355 Burrard Street, Vancouver, BC, V6C 2G8

Item 2 Date of Material Change

February 21, 2024

Item 3 News Release

News Release dated February 21, 2024 disseminated via Stockwatch and Baystreet News.

Item 4 Summary of Material Change

The Company announced that it has completed a private placement (the "**Financing**") of 21,666,667 common shares at a price of $0.03 per share for gross proceeds of $650,000.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The material change is fully described in the Company's news release attached hereto.

The Financing is a "related party transaction" within the meaning of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**") as a related party of the Company subscribed for 21,666,667 common shares of the Company in connection with the Financing. The Company relied on exemptions from the formal valuation and minority approval requirements pursuant to sections 5.5 (b) and 5.7(1)(b), respectively, of MI 61-101 on the basis that the Company is not listed on a specified stock exchange and, at the time the Financing was agreed to, neither the fair market value of the securities to be distributed in the transaction nor the consideration to be received for those securities, in so far as the transaction involves interested parties, exceed $2,500,000.

The transaction was a distribution of securities of the Company to a related party for cash consideration, and neither the Company nor, to the knowledge of the Company after reasonable inquiry, the related party had knowledge of any material information concerning the Company or its securities that had not been generally disclosed.

The following supplementary information is provided in accordance with Section 5.2 of MI 61-101.

(a) a description of the transaction and its material terms:

The Company entered into a subscription agreement with Di Deng, whereby Mr. Deng agreed to purchase 21,666,667 common shares of the Company at a price of $0.03 per share.

(b) the purpose and business reasons for the transaction:

The issuance of the common shares is expected to provide the Company with funds for general working capital and to explore business opportunities.

(c) the anticipated effect of the transaction on the issuer's business and affairs:

See (b) above.

(d) a description of:

(i) the interest in the transaction of every interested party and of the related parties and associated entities of the interested parties:

Insiders of the Company acquired Units of the Company, as follows:

Purchaser	No. of Units
Di Deng	21,666,667

(ii) the anticipated effect of the transaction on the percentage of securities of the issuer, or of an affiliated entity of the issuer, beneficially owned or controlled by each person or company referred to in subparagraph (i) for which there would be a material change in that percentage:

After issuance of the common shares, Di Deng will directly own and control, 57,390,867 common shares of the Company representing 60.38% of the issued and outstanding common shares of the Company calculated based on the total issued and outstanding common shares of 95,043,359 as of the date hereof.

(e) unless this information will be included in another disclosure document for the transaction, a discussion of the review and approval process adopted by the board of directors and the special committee, if any, of the issuer for the transaction, including a discussion of any materially contrary view or abstention by a director and any material disagreement between the board and the special committee:

A resolution of the board of directors was passed on February 21, 2024, with the interested director abstaining, approving the Financing. No special committee was established in connection with the transaction, and no materially contrary view or abstention was expressed or made by any director.

(f) a summary in accordance with section 6.5 of MI 61-101, of the formal valuation, if any, obtained for the transaction, unless the formal valuation is included in its entirety in the material change report or will be included in its entirety in another disclosure document for the transaction:

Not applicable.

(g) disclosure, in accordance with section 6.8 of MI 61-101, of every prior valuation in respect of the issuer that related to the subject matter of or is otherwise relevant to the transaction:

(i) that has been made in the 24 months before the date of the material change report:

Not applicable.

(ii) the existence of which is known, after reasonable enquiry, to the issuer or to any director or officer of the issuer:

Not applicable.

(h) the general nature and material terms of any agreement entered into by the issuer, or a related party of the issuer, with an interested party or a joint actor with an interested party, in connection with the transaction:

See above.

(i) disclosure of the formal valuation and minority approval exemptions, if any, on which the issuer is relying under sections 5.5 and 5.7 of MI 61-101 respectively, and the facts supporting reliance on the exemptions:

The Financing is a “related party transaction” within the meaning of MI 61-101. No formal valuation on the part of the Company is required under MI 61-101, in respect of the transaction. The Company relied on exemptions from the formal valuation and minority approval requirements pursuant to sections 5.5 (b) and 5.7(1)(b), respectively, of MI 61-101 on the basis that the Company is not listed on a specified stock exchange and, at the time the Financing was agreed to, neither the fair market value of the securities to be distributed in the transaction nor the consideration to be received for those securities, in so far as the transaction involves interested parties, exceed

$2,500,000. In addition, the Company has two independent directors in respect of the transaction that are not employees of the Company and both approved the transaction.

The transaction was a distribution of securities of the Company to a related party for cash consideration, and neither the Company nor, to the knowledge of the Company after reasonable inquiry, the related party had knowledge of any material information concerning the Company or its securities that had not been generally disclosed.

As this material change report is being filed less than 21 days before the transaction, there is a requirement under MI 61-101 to explain why the shorter period was reasonable or necessary in the circumstances. In the view of the Company, such shorter period has been determined by the Company to be reasonable and necessary in the circumstances in order to complete the offering in a timely manner.

5.2 Disclosure for Restructuring .

Not applicable.

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

This report is not being filed on a confidential basis.

Item 7 Omitted Information

No significant facts otherwise required to be disclosed in this report have been omitted.

Item 8 Executive Officer

Eason Chen, Interim Chief Financial Officer

(604) 773-5180

Item 9 Date of Report

February 22, 2024

Cascadia Announces Closing of Private Placement

VANCOUVER, B.C. – February 21, 2024 - Cascadia Blockchain Group Corp. (the "**Company**" or "**Cascadia**") (CSE: CK) is pleased to announce that it has completed the private placement of 21,666,667 common shares for gross proceeds of $650,000 (the "Financing").

All securities issued in connection with the Financing are subject to a statutory hold period expiring four months and one day after the closing of the Financing.

The Company intends to use the proceeds of the Financing towards general working capital and to explore business opportunities.

None of the securities issued have been registered under the *United States Securities Act of 1933*, as amended (the "**1933 Act**"), and none of them may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the 1933 Act. This press release shall not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of the securities in any state where such offer, solicitation, or sale would be unlawful.

For further information, please contact:

Hanxuan Wu
Director
info@cascadiacorp.com

www.cascadiacorp.com

The CSE does not accept responsibility for the adequacy or accuracy of this release.