

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

**Item 1 – Reporting Issuer**

Cascadia Consumer Electronics Corp. (the “**Company**” or “**Cascadia**“)  
Suite 1552-701 West Georgia Street  
Vancouver, BC  
V7Y 1C6

**Item 2 – Date of Material Change**

December 29, 2017

**Item 3 – News Release**

The News Release dated December 29, 2017 was disseminated via GlobeNewswire.

**Item 4 – Summary of Material Change**

On December 29, 2017 the Company announced that it closed its previously announced (December 22, 2017) non-brokered private placement. The Company issued 15,410,101 common shares (each, a “**Share**”) at a price of Cdn\$0.50 per Share for gross proceeds of 425 bitcoins (“**BTC**“), which was equivalent to Cdn\$7,705,054.38 (the “**Financing**”).

**Item 5 – Full Description of Material Change**

On December 29, 2017, the Company announced that it closed its non-brokered private placement. The Company issued 15,410,101 Shares at a price of Cdn\$0.50 per Share for gross proceeds of 425 BTC, which was equivalent to Cdn\$7,705,054.38 based on the value of BTC published on the CME Bitcoin Real Time Index as determined at 6:00 p.m. (Vancouver, British Columbia time) on December 28, 2017 and the closing exchange rate between Canadian dollars and American dollars published by the Bank of Canada on the same day.

The Company intends to use proceeds of the Financing for general working capital, future expansion projects, and potential acquisitions around the globe.

All Shares issued in connection with the Financing are subject to a hold period expiring four months and one day after the closing of the Financing. Completion of the Financing is subject to regulatory approval. The Canadian Securities Exchange (the “**CSE**”) has imposed a temporary halt of trading of the Company’s common shares as the Company’s proposed transition to a blockchain/cryptocurrency business has yet to be approved by the CSE. The Company intends to file a listing statement with the CSE to obtain approval of the proposed fundamental change. Trading in the Company’s common shares will remain halted until the re-qualification for the listing is approved by the CSE. The subscribers of this Financing will not be able to trade the Shares until both the hold period has lapsed and the temporary halt of trading of the Company’s common shares is lifted.

See Schedule “A” attached for a copy of the news release announcing the material change.

**Item 6 – Reliance on Subsection 7.1(2) of National Instrument 51-102**

N/A

**Item 7 – Omitted Information**

N/A

**Item 8 – Executive Officer**

Rachel Wang, CEO  
(647) 244-4309

**Item 9 – Date of Report**

January 8, 2017.

## Schedule "A"

News Release dated December 29, 2017

### CASCADIA CONSUMER ELECTRONICS ANNOUNCES CLOSING OF PRIVATE PLACEMENT ENTIRELY ACCEPTING BITCOINS AS CONSIDERATION

**VANCOUVER, B.C.** – December 29, 2017 - Cascadia Consumer Electronics Corp. (the "**Company**" or "**Cascadia**") (CSE: CK) is pleased to announce that, further to its news release of December 22, 2017, the Company has closed its non-brokered private placement financing of 15,410,101 common shares (each, a "**Share**") at a price of \$0.50, for gross proceeds of 425 bitcoins ("**BTC**") (the "**Financing**"), which is equivalent to \$7,705,054 based on the value of BTC published on the CME Bitcoin Real Time Index as determined at 6:00 p.m. (Vancouver, British Columbia time) on December 28, 2017 and the closing exchange rate between Canadian dollars and American dollars published by the Bank of Canada on the same day.

The Company intends to use the proceeds of the Financing towards general working capital and future expansion projects and potential acquisitions around the globe.

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. Completion of the Financing is subject to regulatory approval. The Canadian Securities Exchange (the "**CSE**") has imposed a temporary halt of trading of the Company's Shares as the Company's proposed transition to a blockchain/cryptocurrency has yet to be approved by the CSE. The Company intends to file a listing statement with the CSE to obtain approval for the proposed fundamental change. Trading in the Company's Shares will remain halted until the re-qualification for the listing is approved by the CSE. The subscribers of this Financing will not be able to trade the common shares until both the statutory hold period has lapsed and the temporary halt of trading of the Company's Shares is lifted.

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.

"We believe we are the first publicly listed company in Canada, potentially the world's first, to complete the Financing entirely accepting bitcoins as consideration. With the recent announcement of private placement only on December 22, 2017, our company is able to close the Financing within a week. The lightning speed of execution is in-line with the pace of development in the blockchain industry. This historical milestone was made possible by a team of our internal staff and external advisors who have shown their dedication and capabilities to address various regulatory, legal and technical hurdles. This also showcases the high level of enthusiasm and support from the industry investors. Cascadia will be able to accelerate our transition and expansion into the blockchain and fintech sectors, pending approval from CSE of our proposed business change," said Rachel Wang, CEO of the Company.

## **About Cascadia**

Listed on the Canadian Securities Exchange (CSE: CK) and headquartered in Vancouver, BC, Cascadia is a technology company operating from both Vancouver Canada and Beijing China.

### **For further information, please contact:**

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**[www.cascadiacorp.com](http://www.cascadiacorp.com)**

## **Disclaimer for Forward-Looking Information**

All statements, other than statements of historical fact, included herein are forward-looking statements that are subject to risks and uncertainties. Forward-looking statements are often, but not always, identified by the use of words such as “seek”, “anticipate”, “believe”, “plan”, “estimate”, “expect”, “likely” and “intend” and statements that an event or result “may”, “will”, “should”, “could” or “might” occur or be achieved and other similar expressions. Forward-looking statements in this news release include statements regarding the expected use of proceeds from the Financing and the Company’s intention to file a listing statement with the CSE. Forward-looking statements are subject to business and economic risks and uncertainties and other factors that could cause actual results of operations to differ materially from those contained in the forward-looking statements, including, without limitation, adverse market conditions, the CSE may not approve the Financing, and such other factors beyond the control of the Company. Forward-looking statements are based on estimates and opinions of management at the date the statements are made. The Company does not undertake any obligation to update forward-looking statements except as required by applicable securities laws. Investors should not place undue reliance on forward-looking statements.

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