



OTC Pink® Basic Disclosure Guidelines

Federal securities laws, such as Rules 10b-5 and 15c2-11 of the Securities Exchange Act of 1934 (“Exchange Act”) as well as Rule 144 of the Securities Act of 1933 (“Securities Act”), and state Blue Sky laws, require issuers to provide *adequate current information* to the public markets. With a view to encouraging compliance with these laws, OTC Markets Group has created these OTC Pink Basic Disclosure Guidelines. We use the basic disclosure information provided by OTC Pink companies under these guidelines to designate the appropriate tier in the OTC Pink marketplace: Current, Limited or No Information. OTC Markets Group may require companies with securities designated as Caveat Emptor to make additional disclosures in order to qualify for OTC Pink Current Information tier.

Qualifications for the OTC Pink - Current Information Tier

Companies that make the information described below publicly available on a timely basis (90 days after fiscal year end for Annual Reports; 45 days after each fiscal quarter end for Quarterly Reports) qualify for the Current Information Tier. Financial reports must be prepared according to U.S. GAAP or IFRS, but are *not required to be audited* to qualify for the OTC Pink Current Information tier.

Initial Qualification:

1. Subscribe to the [OTC Disclosure & News Service](http://www.OTCIQ.com) on www.OTCIQ.com to publish your financial reports and material news.
2. Create the following documents, save them in PDF format and upload them via www.OTCIQ.com:
 - Annual Financial statements (Document must Include: Balance Sheet, Income Statement, Statement of Cash Flows, Notes to Financial Statements) for the previous two fiscal years. If these reports are audited, please attach the audit letter from the [PCAOB](http://www.pcaob.org) registered audit firm. Each year’s Annual Financial statements should be posted separately under the report type “Annual Report” in OTCIQ.
 - Any subsequent Quarterly Reports since the most recent Annual Report.
 - The most recent fiscal period end report should also include information in accordance with these OTC Pink Basic Disclosure Guidelines; use the fillable form beginning on page 3.
3. If financial reports are not audited by a [PCAOB](http://www.pcaob.org) registered audit firm:
 - Submit a signed Attorney Letter Agreement (first two pages of the [Attorney Letter Guidelines](http://www.otcmarkets.com/attorneyletter)).
 - After following the appropriate procedures with a qualified attorney, upload an Attorney Letter complying with [Attorney Letter Guidelines](http://www.otcmarkets.com/attorneyletter) through your otciq.com account.

Ongoing Qualification:

1. **For each Fiscal Quarter End**, upload a Quarterly Report via www.OTCIQ.com within **45** days of the quarter end. (A separate quarterly report is not required for the 4th quarter.) The Quarterly Report should include:
 - Information in accordance with these OTC Pink Basic Disclosure Guidelines -- use the fillable form beginning on page 3.
 - Quarterly financial statements (Balance Sheet, Income Statement, Statement of Cash Flows, Notes to Financial Statements).
 - No Audit Letter or Attorney Letter is required.
2. **For each Fiscal Year End**, upload an Annual Report within **90 days** of the fiscal year end. The Annual Report should include:
 - Information in accordance with these OTC Pink Basic Disclosure Guidelines -- use the fillable form beginning on page 3.
 - Annual financial statements (Balance Sheet, Income Statement, Statement of Cash Flows, Notes to Financial Statements, and Audit Letter, if the financial statements are audited).
3. If financial reports are not audited by a PCAOB registered audit firm, upload an Attorney Letter via www.OTCIQ.com complying with the [Attorney Letter Guidelines](#) within **120 days** of the fiscal year end.

Qualifications for the OTC Pink - Limited Information Tier

Companies that make the information described below publicly available within the prior 6 months qualify for the Limited Information Tier.

- 1 Subscribe to the [OTC Disclosure & News Service](#) on www.OTCIQ.com to publish your financial reports and material news.
- 2 Create a Quarterly Report or Annual Report for a fiscal period ended within the previous 6 months, save it in PDF format and upload it via www.OTCIQ.com. The Quarterly Report or Annual Report includes:
 - Balance Sheet, Income Statement, and Total Number of Issued and Outstanding Shares. Financial statements must be prepared in accordance with US GAAP, but are not required to be audited. (Please note that Cash Flow Statements are not required to qualify for the Limited Information tier; however, unless the financial statements include a Cash Flow Statement, no financial data will be included in the OTC Financials Data Service, which distributes company financial data to online investor portals and makes the data available on your company's Financials tab on www.otcmarkets.com)
 - A company in the Limited Information tier, may, but is not required to, include information in accordance with these OTC Pink Basic Disclosure Guidelines using the fillable form beginning on page 3.

Current Reporting of Material Corporate Events

OTC Markets Group encourages companies to make public disclosure available regarding corporate events that may be material to the issuer and its securities. Persons with knowledge of such events would be considered to be in possession of material nonpublic information and may not buy or sell the issuer's securities until or unless such information is made public. If not included in the issuer's previous public disclosure documents or if any of the following events occur after the publication of such disclosure documents, the issuer shall publicly disclose such events by disseminating a news release within 4 business days following their occurrence, and posting such news release through the OTC Disclosure & News Service.

Material corporate events include:

- Entry or Termination of a Material Definitive Agreement
- Completion of Acquisition or Disposition of Assets, Including but not Limited to mergers
- Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of an Issuer
- Triggering Events That Accelerate or Increase a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement
- Costs Associated with Exit or Disposal Activities
- Material Impairments
- Sales of Equity Securities
- Material Modification to Rights of Security Holders
- Changes in Issuer's Certifying Accountant
- Non-Reliance on Previously Issued Financial Statements or a Related Audit Report or Completed Interim Review
- Changes in Control of Issuer
- Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers
- Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year
- Amendments to the Issuer's Code of Ethics, or Waiver of a Provision of the Code of Ethics
- Other events the issuer considers to be of importance

OTC Pink Basic Disclosure Guidelines

1) Name of the issuer and its predecessors (if any)

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

Blockchain Industries, Inc.

2) Address of the issuer's principal executive offices

Company Headquarters

Address 1: 53 Calle Palmeras, Suite 802

Address 2: San Juan Puerto Rico
Address 3: 00901
Phone: 787-767-0808
Email: patrick@blockchainind.com
Website(s): <http://www.blockchainind.com>

IR Contact N/A

Address 1:
Address 2:
Address 3:
Phone:
Email:
Website(s):

3) **Security Information**

Trading Symbol: BCII
Exact title and class of securities outstanding: Common Stock
CUSIP: 09368L100
Par or Stated Value: \$0.001
Total shares authorized: 400,000,000 as of: 02/01/2018
Total shares outstanding: 50,762,406 as of: 02/01/2018

Additional class of securities (if necessary): **N/A**

Transfer Agent

Name: First American Sttock Transfer, inc
Address 1: 6201 15th Avenue
Address 2: Brooklyn, NY
Address 3: 11219
Phone: 602-485-1346

Is the Transfer Agent registered under the Exchange Act?* Yes: No:

*To be included in the OTC Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

List any restrictions on the transfer of security: None

Describe any trading suspension orders issued by the SEC in the past 12 months. N/A

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months: **2 for 1 split. Ex-date=01/16/2018**

4) Issuance History

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of equity securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities. The list shall indicate:

A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

A total of 20,000,000 restricted shares of common stock (pre-2:1 forward split effective 1/16/18) were issued to JOJ Holdings, LLC pursuant to a Share Purchase Agreement dated March 23, 2017 (a copy of which is attached hereto) between the Company (by the authority of the Court Appointed Receiver, Robert Stevens) and JOJ Holdings.

Note: The Company is in the process of raising equity capital through the offer and sale of its securities pursuant to exemptions provided under Section 4(2) of the Securities Act of 1933, as amended (the "Act") and Regulation D promulgated by the Securities and Exchange Commission (the "SEC") under the Act (the "Offering(s)"). No shares or other securities have been issued to date in connection with the Offering(s). In addition, it is intended that a number of restricted shares issued to JOJ Holdings, LLC in the Share Purchase Agreement referenced above will be exchanged for newly authorized Series A Convertible Preferred Stock. The Certificate of Designation for the Series A Preferred Stock is attached hereto.

B. Any jurisdictions where the offering was registered or qualified; **N/A**

C. The number of shares offered; **N/A**

D. The number of shares sold; **N/A**

E. The price at which the shares were offered, and the amount actually paid to the issuer; **N/A**

F. The trading status of the shares; **Restricted, with respect to the 20 million shares sold to JOJ Holdings;** and

G. Whether the certificates or other documents that evidence the shares contain a legend
(1) stating that the shares have not been registered under the Securities Act and
(2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

Yes

5) Financial Statements

Provide the financial statements described below for the most recent fiscal year end or quarter end to maintain qualification for the OTC Pink Current Information tier. For the initial disclosure statement (qualifying for Current Information for the first time) please provide reports for the two previous fiscal years and any interim periods.

- A. Balance sheet;
- B. Statement of income;
- C. Statement of cash flows;
- D. Financial notes; and
- E. Audit letter, if audited

The financial statements requested pursuant to this item shall be prepared in accordance with US GAAP by persons with sufficient financial skills.

You may either (i) attach/append the financial statements to this disclosure statement or (ii) post such financial statements through the OTC Disclosure & News Service as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial reports separately as described in part (ii) above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to otciq.com in the field below.

The Company has filed the following reports on OTCIQ and are listed on the OTC Markets {please note that we posted the Form 10-Q for the period ended October 31, 2018 on 2/5/18}:

<u>Publish Date</u>	<u>Report Title</u>	<u>Period End Date</u>	
Nov 17, 2017	<u>Supplemental Information</u> - Form 8-K Name Change	Oct 31, 2017	A
Oct 29, 2017	<u>Quarterly Report</u> - Amended	Jul 31, 2017	A
Oct 29, 2017	<u>Quarterly Report</u>	Jul 31, 2017	A
Oct 29, 2017	<u>Annual Report</u>	Apr 30, 2017	A
Oct 29, 2017	<u>Annual Report</u>	Apr 30, 2016	A

<https://www.otcig.com/security/financials?symbol=BCII>

In addition, the Company plans on filing a Form 10 with the SEC during the week of 2/5/18.

Information contained in a Financial Report is considered current until the due date for the subsequent Financial Report. To remain in the OTC Pink Current Information tier, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of its fiscal quarter-end date.

6) Describe the Issuer's Business, Products and Services

Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

A a description of the issuer's business operations;

Continuing and New Operations

The Company will continue to operate its Hotels.VN travel business, which we plan to monetize through the use of our newly established blockchain technology. We reasonably expect that the implementation of blockchain technology should enable us to more readily be able to provide unique services under our Hotels.VN travel business. In addition to utilizing blockchain technology in our current travel business, we have decided to also engage in a broader business model related to blockchain technologies, which we define as segments within the blockchain technology market that we intend to target and acquire or build a broad portfolio of cryptocurrencies, digital coin and tokens, and other blockchain assets (the "Digital Assets") within the four business segments mentioned below. We feel that creating a diversified portfolio of blockchain Digital Assets and services, we can utilize economies of scale to offer competitive services to our customers.

A. Digital Asset Bank and Custodian: The Company intends to acquire and hold a control interest in a licensed bank that will hold Digital Assets on behalf of customers. We intend to operate within the boundaries of a fully-licensed bank and adhere to International, Federal, State or Local laws that govern banks for Digital Assets. We also intend engage as a Money Service Business and to obtain licenses from regulatory bodies and necessary associations that will enable us to become a Money Transmitter of fiat currencies and Digital Assets. To that end, we have begun negotiations for the purpose of developing a fully-licensed bank and trust with

the government of Puerto Rico and have entered into agreements with individuals to assist developing relationships with the government of Puerto Rico to help us create the first, fully-licensed Digital Asset bank and trust on the island. We intend to promote our business, as well as provide the Commonwealth of Puerto Rico with increased opportunities to help aid in the reconstruction of the island.

B. Mining and Trading: The Company plans to build a Digital Asset mining and trading operation. The mining operation intends to mine for a variety of Digital Assets. Our goal is to locate an area where we can utilize inexpensive energy in Digital Asset mining in order to lower our cost of mining. We plan use the mined Digital Assets to build a net-long portfolio, which we intend to actively trade in online exchanges. We will use our best efforts to maintain Digital Assets in cold storage for security purposes. The Company has entered into an agreement that will establish a mining operating in upstate New York. Our decision to locate our mining operation in upstate New York was a result of our management team's analysis that we can generate better margins by taking advantage of lower power costs in the upstate New York area that we have identified. Although there can be no assurances, we also believe we may be eligible for NY State subsidy programs or tax abatements, which will help us grow our Digital Asset mining operations. In addition, we have allocated capital to a trading operation of Digital Assets. We expect to build a net-long position in Digital Assets but also intend to take advantage of price fluctuations in the Digital Asset markets as they occur.

C. ICO's and Ventures: The Company anticipates that it will engage in a consulting business to help customers launch initial coin offerings ("ICOs"). We intend to focus on high-quality ICO's because we intend to take a portion of Digital Assets that are created from the ICO or equity in the underlying entity that engages us to perform their ICO as part of our service fee. Digital Assets obtained from our services may become part of our trading business. The venture segment will help our business sustain long-term revenue streams, as we intend to acquire equity positions in companies with high-value utility. We have already signed agreements with customers to launch their ICO's and we have already generated revenues from these agreements in the third fiscal quarter ending January 31, 2018 (our fiscal year ends April 30). One such agreement involves building the first Indonesian Digital Asset exchange for a U.S. reporting public company based in Indonesia. As part of this, among other agreements, we will also receive compensation by acquiring Digital Assets at a discount, which we intend to hold in our investment portfolio. In addition, the Company will hold equity positions in one or more of these entities with which we enter into agreements, which we reasonably believe will contribute to the profitability of our business. The Company continues to examine a wide array of potential companies that that we believe will benefit from our consulting and other services related to their planned ICO's, and we will continue to contract with customers that we feel have a high-value utility in their underlying business model.

D. Media and Education: We intend to develop a business to help promote the awareness of blockchain technology and Digital Assets and its importance in the global economy. Our goal is to build or acquire media streams, news outlets or other methods of content distribution surrounding our business segments as it relates to global infrastructure, trade and how it can benefit different markets. We intend to hold conferences around the world and create strategic partnerships to develop key sponsors, speakers and panels that are influential in in blockchain technology and Digital Assets. The Company intends to hold its first Digital Asset conference in San Juan, Puerto Rico on March 15-16, 2018. We have contracted with keynote speakers and sponsors to draw industry leaders to our conference. Our goal is to showcase our current investments, our ability to

build a wide-ranging portfolio of Digital Asset holdings and also educate and discuss attendees of the broader Digital Asset industry.

B Date and State (or Jurisdiction) of Incorporation:
The Company was formed on September 15, 1995 as Interactive Processing, Inc., a Nevada corporation

C the issuer's primary and secondary SIC Codes; **7389**

D the issuer's fiscal year end date; **04/30**

E. principal products or services, and their markets;
Reference is made to the disclosure under Item A of Section 6 above

7) Describe the Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

The Company maintains its executive offices at 53 Calle Palmeras, Suite 802, San Juan, Puerto Rico 00901, which are located at the offices of JOJ Holdings, LLC, the entity that took the Company out of receivership from the State of Nevada, on a rent-free basis. In addition, the Company leases office space in Santa Monica, CA from an unaffiliated third party at a rate of \$3,956. The Company's facilities are sufficient for the foreseeable future.

8) Officers, Directors, and Control Persons

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant shareholders.

A. Names of Officers, Directors, and Control Persons. In responding to this item, please provide the names of each of the issuer's executive officers, directors, general partners and control persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities), as of the date of this information statement.

Patrick Moynihan, Chairman, CEO and CFO

JOJ Holdings LLC, owner of 40,000,00 post-forward split shares, representing 98.19% of the outstanding shares.

B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

NONE

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses); **N/A**

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities; **N/A**

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; **N/A** or

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities. **N/A**

C. Beneficial Shareholders. Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities.

If any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

9) Third Party Providers

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

Legal Counsel

Name: **Office of Richard Rubin**

Firm:

Address 1: **40 Wall Street, 28th Floor**

Address 2: **New York, NY 10005**

Phone: **917-957-9092**

Email: **rrubin@parkavenuegorup.us**

Accountant or Auditor

Name: **Ben Borgers**

Firm: **BF Borgers CPA PC**

Address 1: **5400 W Cedar Ave**

Address 2: **Lakewood, CO 80226**

Phone: **(303) 953-1454**

Email: **contact@bfbcpa.us**

Investor Relations Consultant: N/A

Name:

Firm:

Address 1:

Address 2:

Phone:

Email:

Other Advisor: Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement. N/A

Name:

Firm:

Address 1:

Address 2:

Phone:

Email:

10) Issuer Certification

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles, but having the same responsibilities).

The certifications shall follow the format below:

I, Patrick Moynihan certify that:

1. I have reviewed this **OTC Pink® Basic Disclosure Guidelines** of Blockchain Industries, Inc.

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

BLOCKCHAIN INDUSTRIES, INC.

By: 

Name: **Patrick Moynihan**

Title: **CEO, CFO and Sole Director**