

# **BlockChain Loyalty Corp.**

## **Change in Control and Change in Officers and Directors**

**February 13, 2023**

(Date of Report)

**BLOCKCHAIN LOYALTY CORP.**

(Exact Name of Registrant as Specified in its Charter)

**4320 S Corbett Ave. - Suite 214, Portland, OR 97239**

(Address of principal executive offices)

Registrant's telephone number, including area code: **(503) 660-9790**

## CHANGE IN CONTROL OF REGISTRANT

On February 13, 2023, under the terms of the SHARE EXCHANGE AGREEMENT AND PLAN OF MERGER WITH BLOCKCHAIN LOYALTY CORP. AND MARIANNA NATURALS CORP., effective control of BlockChain Loyalty Corp. (the “Registrant”) was transferred to Heather M. Dill, Joel DeBellefeuille and Chealse S. Howell, who now collectively own and control 32,250,538 of the 65,042,669 BlockChain Loyalty Corp. Common shares outstanding as a result of this transaction.

Heather M. Dill (Chairwoman and Director) now owns 15,000,000 newly-issued Common shares; Joel DeBellefeuille (President, CEO, Director) now owns 11,750,538 newly-issued Common shares; and Chealse S. Howell, who holds no official position with the Company, now owns 5,500,000 newly-issued Common shares.

## CHANGE IN OFFICERS AND DIRECTORS

In connection with the terms of the SHARE EXCHANGE AGREEMENT, the shareholders of Marianna Naturals Corp. were permitted to nominate representatives to serve as officers and directors to fill the seats vacated by prior officers and directors.

Accordingly, Zbigniew Lambo, the CEO, President, Secretary and sole Director of BlockChain Loyalty Corp. has resigned his positions as CEO, President and Secretary and concurrently appointments the following individuals to the Board of Directors and to serve in the capacities indicated, until the next annual meeting of shareholders: Joel DeBellefeuille as CEO, President; Secretary and Director and Heather M. Dill as Chairwoman and Director.

Mr. Lambo will remain as an independent Director of the Company

The Company has not executed employment contracts with any of the above-named individuals.

## SIGNATURES

The Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: February 13, 2023

BLOCKCHAIN LOYALTY CORP.

By: /s/ Zbigniew Lambo

ZBIGNIEW LAMBO

Outgoing Chairman, CEO, President and Secretary