

**Disclosure Regarding Reasons
BlockChain Loyalty Corp.
Should No Longer Be Considered a “Shell”
Under SEC Definitions**

March 27, 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 principle executive offices)

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

BlockChain Loyalty Corp. was previously considered a Shell Company because it was not actively engaged in a specific business.

BlockChain Loyalty Corp. changed its status from a Shell Company to an operating company as a result of the business arrangement entered into with Marianna Naturals Corp. as of February 8, 2023.

The effective date of the change in Shell Company status was February 13, 2023. The Company plans to change its name from BlockChain Loyalty Corp. in the coming months to reflect its new business.

The reason(s) the Company believes it is no longer a Shell Company under the SEC's definition, is because Marianna Naturals is an existing operating business with all-natural skin care products produced and sold to retail markets and wholesale markets in Canada and the USA; and currently generates an average of \$50,000 in revenues per month. Additionally, Marianna is currently in the process of negotiating contracts for distribution channels in overseas markets including Asia, India & Israel as well as planned acquisitions and the development of new partnerships and new products set to launch in Q2 of 2023. These new distribution channels are expected to generate an extra \$325,000 in revenues for the company annually. Acquisitions of currently targeted companies, if they close, would increase the revenues of the company substantially. The Company's internal projections, assuming adequate new financing, show revenue and profitability growth of multiple times current levels over the coming several years.

<https://www.mariannacorp.com/>

This information disclosure may contain forward-looking statements covered within the meaning of the Private Securities Litigation Act of 1995. These forward-looking statements relate to, among other things, plans and timing for the introduction or enhancement of our services and products, statements about future market conditions, supply and demand conditions, and other expectations, intentions and plans contained in this press release that are not historical fact and involve risks and uncertainties. When used in this statement, the words "plan," "expect," "believe," and similar expressions generally identify forward-looking statements. These statements reflect our current expectations. They are subject to a number of risks and uncertainties, including, but not limited to, changes in technology and changes in pervasive markets. This release includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 27E of the Securities Act of 1934. Statements contained in this release that are not historical facts may be deemed to be forward-looking statements. Investors are cautioned that forward-looking statements are inherently uncertain. Actual performance and results may differ materially from that projected or suggested herein due to certain risks and uncertainties including, without limitation, ability to obtain financing and regulatory and shareholder approval for anticipated actions.

SIGNATURES

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

Dated: **March 27, 2023**

Blockchain Loyalty Corp..

By: /s/ *Joel DeBellefeuille*

Joel DeBellefeuille,
President, CEO, Director