

# **BlockChain Loyalty Corp.**

## **Entry into a Material Definitive Agreement**

**February 8, 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. Announces Agreement to Acquire Marianna Naturals Corp.

**BlockChain Loyalty Corp. (BBLC)** is pleased to announce that it has entered into a *Share Exchange Agreement* with Marianna Naturals Corp., as of February 8, 2023. Marianna Naturals Corp. is an all-natural genderless, celebrity-endorsed, skincare brand incorporated in Canada and spun off from the highly successful US brand, *Beauty Kitchen*.

BBLC will issue a total of 47,636,699 new Common shares from treasury to existing Marianna Naturals Corp. shareholders and consultants as consideration for all of Marianna Naturals Corp. outstanding Common stock. BBLC will then have a total of 65,042,699 Common shares outstanding.

As a result of this transaction, BBLC will be actively engaged in an ongoing business and would no longer be considered a “shell” company, as that term is defined under existing securities regulations.

In the next few days, Marianna Naturals Corp. will be contacting its shareholders with instructions on how to receive their new BBLC shares to be issued by the corporation’s transfer agent, *Signature Stock Transfer Inc.*

Once this transaction is completed, there will be a change in control of the BlockChain Loyalty Corp., which will be properly disclosed as required by OTC Markets regulations.

Over the course of the coming weeks, Blockchain Loyalty Corp. will also begin the process of a name and symbol change that will better reflect the corporation’s new business.

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: **February 8, 2023**

**Blockchain Loyalty Corp..**

By: /s/ *Zbigniew "Zig" Lambo*

Zbigniew "Zig" Lambo,  
President, CEO, Director