

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

BIGG Digital Assets Inc. (“**BIGG**” or the “**Company**”)
Suite 1220 – 1130 West Pender Street
Vancouver, British Columbia, Canada V6E 4A4

2. Date of Material Change

March 24, 2021

3. News Release

The news release announcing the material changes described in this material change report was disseminated through the services of GlobeNewswire on March 24, 2021, and were subsequently filed on the Company’s SEDAR profile at www.sedar.com.

4. Summary of Material Change

On March 24, 2021, the Company announced that it had entered into an agreement with a syndicate of underwriters led by PI Financial Corp. (the “**Lead Underwriter**”) and including Canaccord Genuity Corp., and Echelon Wealth Partners (collectively with the Lead Underwriter, the “**Underwriters**”), pursuant to which the Underwriters have agreed to purchase, on a bought deal basis, 12,000,000 units of the Company (“**Units**”) at a price of C\$2.10 per Unit for gross proceeds of C\$25,200,000 (the “**Offering**”). Each Unit is comprised of one common share (each a “**Common Share**”) and one-half Common Share purchase warrant (each such full warrant, a “**Warrant**”). Each Warrant will entitle the holder thereof to purchase one Common Share at a price of C\$2.70 for a period of 24 months following the closing of the Offering.

5.1 Full Description of Material Change

On March 24, 2021, the Company announced that it had entered into an agreement with the Underwriters, pursuant to which the Underwriters have agreed to purchase, on a bought deal basis, 12,000,000 Units at a price of C\$2.10 per Unit for gross proceeds of C\$25,200,000. Each Unit is comprised of one Common Share and one-half Warrant. Each Warrant will entitle the holder thereof to purchase one Common Share at a price of C\$2.70 for a period of 24 months following the closing of the Offering.

The Company will grant the Underwriters an over-allotment option to increase the size of the Offering by up to 15% of the aggregate number of Units sold under the Offering, exercisable in whole or in part at any time up to 30 days after and including the closing date of the Offering, which may be exercised for Common Shares, Warrants or a combination thereof.

The Company intends to use the proceeds of the Offering for cryptocurrency trading floats for Netcoins, and working capital.

The Units will be offered by way of short form prospectus in each of the provinces of Canada (other than Quebec).

The Underwriters will be paid a cash commission equal to 6% of the gross proceeds of the Offering (including any gross proceeds raised on exercise of the Over-Allotment Option) and 6% of the gross proceeds of the Offering from purchasers on the president's list of the Company (up to a maximum of aggregate gross proceeds of C\$1,500,000).

The Offering is expected to close on or about April 16, 2021 and is subject to certain conditions including, but not limited to, the receipt of all necessary approvals, including the approval of the Canadian Securities Exchange, and the entering into of an underwriting agreement between the Company and the Underwriters.

This material change report does not constitute an offer to sell securities, nor is it a solicitation of an offer to buy securities in any jurisdiction. No securities may be sold nor may be offered prior to obtaining all the receipts for the final prospectus from each of the provinces of Canada (other than Quebec).

This material change report does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "US Securities Act") or any state securities laws and may not be offered or sold within the United States or to US persons unless registered under the US Securities Act and applicable state securities laws or an exemption from such registration as available.

5.2 Disclosure for Restructuring Transaction

Not applicable.

6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

7. Omitted Information

No significant facts have been omitted from this report.

8. Executive Officer

Kim Evans
Chief Financial Officer
778 819-8704

9. Date of Report

March 26, 2021

Cautionary Note Regarding Forward-Looking Information or Statements

This material change report contains forward-looking information within the meaning of applicable securities laws. All statements that are not historical facts, including without limitation, statements regarding future estimates, plans, programs, forecasts, projections, objectives, assumptions, expectations or beliefs of future performance, statements regarding the ability of the Company to close the Offering, the anticipated terms of the Offering, the anticipated use of proceeds from the Offering, the proposed timing of

the Offering, and the Company's beliefs about the future of crypto are "forward-looking statements". Forward-looking information can be identified by the use of words such as "will" or "believe" or variations of such words or statements that certain actions, events or results "will" be taken, occur or be achieved. Readers are cautioned not to place undue reliance on forward-looking statements, as there can be no assurance that the plans, intentions or expectations upon which they are based will occur. By their nature, forward-looking statements involve numerous assumptions, known and unknown risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, estimates, forecasts, projections and other forward-looking statements will not occur. These assumptions, risks and uncertainties include, among other things, the state of the economy in general and capital markets in particular, and other factors, many of which are beyond the control of BIGG. Forward-looking statements contained in this material change report are expressly qualified by this cautionary statement. Undue reliance should not be placed on the forward-looking information because BIGG can give no assurance that they will prove to be correct. Important factors that could cause actual results to differ materially from BIGG's expectations include, consumer sentiment towards BIGG's products and Blockchain technology generally, technology failures, competition, and failure of counterparties to perform their contractual obligations.

The forward-looking statements contained in this material change report are made as of the date of this material change report. Except as required by law, BIGG disclaims any intention and assumes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Additionally, BIGG undertakes no obligation to comment on the expectations of, or statements made by, third parties in respect of the matters discussed above.