

BUCEPHALUS CAPITAL CORP.
40 King Street West, Suite 1700
Toronto, Ontario, M5H 3Y2

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the “**Meeting**”) of shareholders of subordinated voting shares (“**SVS**”) and multiple voting shares (“**MVS**”) of **Bucephalus Capital Corp.** (the “**Corporation**”) will be held on **Tuesday, June 8, 2021**, at the hour of 4:00 p.m. (Eastern time), in a virtual only format, which will be conducted via live audio webcast at <https://virtual-meetings.tsxtrust.com/1132>, for the following purposes:

1. to receive and consider the audited financial statements of the Corporation for the year ended December 31, 2020, and the report of the auditors thereon;
2. to appoint the auditors of the Corporation and to authorize the directors of the Corporation to fix their remuneration;
3. to elect the directors of the Corporation to hold office until the next annual meeting of shareholders of the Corporation or until their successors are elected or appointed;
4. to consider, and if thought advisable, pass, with or without variation, a special resolution (the “**Name Change Resolution**”), the full text of which is set forth in the accompanying management information circular, approving the amendment of the articles of incorporation of the Corporation to change the name of the Corporation to “Prophecy DeFi Inc.” or such other name as the directors of the Corporation, in their sole discretion, may determine (the “**Name Change**”);
5. to consider, and if thought advisable, pass, with or without variation, a special resolution (the “**Share Conversion Resolution**”), to provide for the automatic conversion of all SVS, MVS and preferred shares (“**PS**”) (the SVS, MVS and PS are collectively referred to as the “**Shares**”) into a new class of common shares (the “**New Common Shares**”), effective immediately following the receipt by the Corporation of all necessary regulatory approvals at a conversion ratio of one (1) New Common Share for each Share (the “**Share Conversion**”); and
6. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his or her duly executed form of proxy with the Corporation’s transfer agent and registrar, TSX Trust Company, at Suite 301, 100 Adelaide Street West, Toronto, Ontario M5H 4H1, or go to www.voteproxyonline.com and enter his or her 12-digit control number by 10:00 a.m. (Eastern time) on Friday, June 4, 2021, or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the time of such adjourned meeting.

Shareholders who are unable to attend the Meeting in person, are requested to date, complete, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting.

The board of directors of the Corporation has by resolution fixed the close of business on Wednesday, May 5, 2021 as the record date, being the date for the determination of the registered holders of the Shares of the Corporation entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof.

COVID-19 GUIDANCE

In the context of the effort to mitigate potential risk to the health and safety associated with COVID-19 and in compliance with the orders and directives of the Government of Canada, the Province of Ontario and the City of Toronto, the Corporation will be holding its meeting in a virtual only format and the shareholders will not be able to attend the Meeting in person. All shareholders are encouraged to vote on the matters before the Meeting by proxy in the manner set out herein and in the accompanying management information circular dated May 5, 2021 of the Corporation.

The accompanying management information circular provides additional detailed information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this notice of annual and special meeting. Additional information about the Corporation and its financial statements are also available on the Corporation's profile at www.sedar.com.

DATED at Toronto, Ontario this 5th day of May, 2021.

BY ORDER OF THE BOARD

“John McMahon” (signed)
President and Chief Executive Officer