

**FORM 51-102F3
MATERIAL CHANGE REPORT**

1. Name and Address of Company

Prophecy DeFi Inc. (Formerly, Bucephalus Capital Corp.)
40 King Street West, Suite 1700
Toronto, Ontario, M5H 3Y2

2. Date of Material Change

June 23, 2021

3. News Release

A press release disclosing the material change was released on June 23, 2021, through the facilities of Cision.

4. Summary of Material Change

The Company announced that it has filed articles of amendment to change the name of the Company to "Prophecy DeFi Inc." (the "**Name Change**") and to provide for the conversion of all of the subordinated voting shares ("**SVS**"), multiple voting shares ("**MVS**") and preferred shares ("**PS**") into common shares ("**Common Shares**") of the Company (the "**Share Conversion**").

5. Full Description of Material Change

The Company filed articles of amendment to effect the Name Change and Share Conversion. Pursuant to the Share Conversion, all of the issued and outstanding SVS and MVS of the Company have been automatically converted into Common Shares of the Company on the basis of one (1) Common Share for each SVS and MVS outstanding. The Company does not have any PS outstanding. The Common Shares commenced trading under the new name "Prophecy DeFi Inc." on June 28, 2021, under the Company's new symbol "PDFI".

The Name Change and Share Conversion were approved by shareholders of the Company at its annual and special meeting held on June 8, 2021. In connection with the Name Change and Share Conversion, the Company has reserved a new CUSIP (74349R105) and ISIN (CA74349R1055).

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

The report is not being filed on a confidential basis.

7. Omitted Information

No significant facts have been omitted from this Material Change Report.

8. Executive Officer

For further information, contact John McMahon, Chief Executive Officer of the Company at (416) 786-9031.

9. Date of Report

This report is dated at Toronto, this 5th day of July, 2021.

Cautionary Statement Regarding Forward-Looking Information

Certain information set forth in this material change report may contain forward-looking information that involves substantial known and unknown risks and uncertainties. This forward-looking information is subject to numerous risks and uncertainties, certain of which are beyond the control of the Company, including, but not limited to, the impact of general economic conditions, industry conditions, and dependence upon regulatory approvals. Readers are cautioned that the assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be imprecise and, as such, undue reliance should not be placed on forward-looking information. The parties undertake no obligation to update forward-looking information except as otherwise may be required by applicable securities law.

Neither the Canadian Securities Exchange nor the Investment Industry Regulatory Organization of Canada accepts responsibility for the adequacy or accuracy of this report.