

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

**Item 1. Name and Address of Reporting Issuer:**

Cypherpunk Holdings Inc. (the “**Company**”)  
130 King Street West, Suite 3680  
Toronto, ON M5C 1P1

**Item 2. Date of Material Change:**

March 24, 2021

**Item 3. News Release:**

The Company disseminated a news release on March 24, 2021 through the facilities of Newsfile Corp.

**Item 4. Summary of Material Changes:**

The Company announced that it completed a private placement offering of announced private placement (the “**Private Placement**”) of its common shares (“**Common Shares**”) and common share purchase warrants (“**Warrants**”) to certain institutional investors for aggregate gross proceeds of approximately CAD\$10 million. Pursuant to the Private Placement, the Company issued an aggregate of 29,411,766 Common Shares and 14,705,883 Warrants at a purchase price of CAD\$0.34 per each Common Share and associated one-half of one Warrant.

**Item 5. Full Description of Material Change:**

The Company completed a private placement offering of announced private placement Common Shares and Warrants to certain institutional investors for aggregate gross proceeds of approximately CAD\$10 million. Pursuant to the Private Placement, the Company issued an aggregate of 29,411,766 Common Shares and 14,705,883 Warrants at a purchase price of CAD\$0.34 per each Common Share and associated one-half of one Warrant. Each whole Warrant entitles the holder to purchase one Common Share at an exercise price of CAD\$0.395 per Common Share for a period of three years and one day following the issuance date.

H.C. Wainwright & Co. acted as the exclusive placement agent for the Private Placement.

The net proceeds of the Private Placement are expected to be used by the Company to make investments in accordance with its investment strategy, including possible investments in cryptocurrencies and companies, technologies and protocols that enhance or protect privacy often in the blockchain ecosystem, and for general working capital purposes.

On completion of the Private Placement, H.C. Wainwright & Co. received (i) a cash commission equal to 7.0% of the gross proceeds of the Private Placement, and (ii) 2,058,824 non-transferable common share purchase warrants (the “**Broker Warrants**”). Each Broker Warrant entitles the holder to purchase one Common Share at an exercise price of CAD\$0.425 for a period of three years and one day following the issuance date.

No securities were offered or sold to Canadian residents in connection with the Private Placement. The securities issued under the Private Placement are subject to resale restrictions in the United States under applicable U.S. federal and state securities laws with no resale restrictions in Canada.

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

Not applicable.

**Item 7. Omitted Information:**

Not applicable.

**Item 8. Executive Officer**

For further information, contact Veronika Oswald by telephone at (416) 599-8547.

**Item 9. Date of Report:**

April 5, 2021.

**Forward-looking Information**

This news release contains “forward-looking information” within the meaning of applicable securities laws. Generally, any statements that are not historical facts may contain forward-looking information, and forward-looking information can be identified by the use of forward-looking terminology such as “plans”, “expects” or “does not expect”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases or indicates that certain actions, events or results “may”, “could”, “would”, “might” or “will be” taken, “occur” or “be achieved”. Forward-looking information includes, but is not limited to the Company’s intended use of proceeds from the Private Placement. There is no assurance that the Company’s plans or objectives will be implemented as set out herein, or at all. Forward-looking information is based on certain factors and assumptions the Company believes to be reasonable at the time such statements are made and is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking information. There can be no assurance that such forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information. Forward-looking statements are made based on management’s beliefs, estimates and opinions on the date that statements are made and the Company undertakes no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change, except as required by law. Investors are cautioned against attributing undue certainty to forward-looking statements.