

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

BIGG Digital Assets Inc. (“**BIGG**” or the “**Company**”)
Suite 220 – 1130 West Pender Street
Vancouver, British Columbia, Canada V6E 4A4

2. Date of Material Change

March 12, 2024

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 12, 2024, and was subsequently filed on the Company’s SEDAR+ profile at www.sedarplus.ca.

4. Summary of Material Change

On March 12, 2024, BIGG announced it had closed its previously announced commercially reasonable efforts upsized private placement (the “**Offering**”). Under the Offering, the Company sold 33,333,333 units of the Company (each, a “**Unit**”) at a price of C\$0.24 per Unit for gross proceeds of C\$8,000,000. A.G.P. Canada Investments ULC (“**A.G.P. Canada**”) acted as sole agent and bookrunner under the Offering.

5 Full Description of Material Change

5.1 Full Description of Material Change

On March 12, 2024, BIGG announced it had closed its previously announced commercially reasonable efforts upsized private placement. Under the Offering, the Company sold 33,333,333 Units at a price of C\$0.24 per Unit for gross proceeds of C\$8,000,000. A.G.P. Canada acted as sole agent and bookrunner under the Offering.

Each Unit is comprised of one common share of the Company (a “**Share**”) and one Share purchase warrant (a “**Warrant**”). Each Warrant entitles the holder thereof to purchase one Share at an exercise price of C\$0.30 at any time on or before March 12, 2029.

The Units were sold pursuant to the listed issuer financing exemption under Part 5A of National Instrument 45-106 - *Prospectus Exemptions* (the “**LIFE Exemption**”). The Company filed a Form 45-106F19 offering document (the “**Offering Document**”) on March 4, 2024, and an amended and restated Offering Document on March 8, 2024, related to the Offering, which may be accessed under the Company’s profile at www.sedarplus.ca and on the Company’s website at www.biggdigitalassets.com.

Pursuant to applicable Canadian securities laws, the Shares issued pursuant to the LIFE Exemption are immediately freely tradeable for Canadian purchasers and are not subject to a restricted trade period.

The Company intends to use the net proceeds from the Offering for advertising and marketing activities for each of its business divisions, expansion of the TerraZero development team, completion of Netcoins' Canadian Investment Regulatory Organization (CIRO) application, expansion of the Netcoins sales team, increase in Netcoins' float for operational purposes, general working capital requirements for Netcoins, Blockchain Intelligence Group and TerraZero, and for general corporate purposes.

In connection with the Offering, the Company paid A.G.P. Canada a cash commission of C\$529,396, such amount equal to 7.0% of the gross proceeds from the Offering (such commission reduced to 3.5% of the gross proceeds from purchasers on a president's list provided by the Company (the "**President's List**"). In addition, the Company issued to A.G.P. Canada 2,151,166 compensation warrants of the Company (each, a "**Broker Warrant**") such amount equal to 7.0% of the total number of Units sold pursuant to the Offering (such percentage reduced to 2.0% of the total number of Units sold to purchasers on the President's List). Each Broker Warrant entitles A.G.P. Canada to purchase one Share at a price of C\$0.30 at any time on or before March 12, 2029.

The securities offered pursuant to the Offering have not been, and will not be, registered under the *U.S. Securities Act* or under any U.S. state securities laws, and may not be offered or sold in the United States or to, or for the account or benefit of, a "U.S. person" (as defined in Regulation S under the *U.S. Securities Act*) absent registration or any applicable exemption from the registration requirements under the *U.S. Securities Act* and applicable U.S. state securities laws.

This report does not constitute an offer to sell or the solicitation of an offer to buy securities in the United States, nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

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 13, 2024

Cautionary Note Regarding Forward-Looking Information or Statements

Certain statements in this report are forward-looking statements, which include the use of proceeds from the Offering, and the exercise of Warrants or Broker Warrants. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Such information can generally be identified by the use of forwarding-looking wording such as “may”, “expect”, “estimate”, “anticipate”, “intend”, “believe” and “continue” or the negative thereof or similar variations. 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, the ability to manage operating expenses, which may adversely affect the Company’s financial condition, the ability to remain competitive as other better financed competitors develop and release competitive products, volatility in the trading price of the Shares, the demand and pricing of cryptocurrency, the Company’s ability to successfully define, design and release new products in a timely manner that meet customers’ needs; the ability to attract, retain and motivate qualified personnel; competition in the industry; and other factors, many of which are beyond the control of BIGG. Forward-looking statements contained in this 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. The securities of BIGG are considered highly speculative due to the nature of BIGG’s business. For further information concerning these and other risks and uncertainties, refer to the Company’s website and filings on www.sedarplus.ca. In addition, BIGG’s past performance may not be a reliable indicator of future performance.

Important factors that could cause actual results to differ materially from BIGG’s expectations include consumer sentiment towards BIGG’s products and Cryptocurrency and Blockchain technology generally, technology failures, the lack of demand for the Company’s products and services, fluctuations in the price of cryptocurrency, the ability to successfully define, design, and release new products in a timely manner that meet customers’ needs; the ability to attract, retain, and motivate qualified personnel; competition in the industry; the impact of technology changes on the products and industry; failure to develop new and innovative products; the ability to successfully maintain and enforce our intellectual property rights and defend third-party claims of infringement of their intellectual property rights; the impact of intellectual property litigation that could materially and adversely affect the business; the ability to manage working capital; and the dependence on key personnel; competition; the demand and pricing of cryptocurrencies and NFTs (including digital assets); litigation; security threats, including a loss/theft of NFTs, cryptocurrencies, and other assets; and failure of counterparties to perform their contractual obligations.

The forward-looking statements contained in this report are made as of the date of this 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.