FORM 12

NOTICE OF PROPOSED STOCK CONSOLIDATION OR RECLASSIFICATION

Name of Listed Issuer: Prophecy DeFi Inc. (formerly, (Bucephalus Capital Corp.) (the "Issuer")

Trading Symbol: PDFI (formerly, BCA)

Date: June 23, 2021

This form is to be used to report a proposed reclassification, which is any change to the terms of a listed security other than a stock split or dividend.

1. Provide full details of the reclassification

On June 8, 2021, the shareholders of the Issuer passed a special resolution approving an automatic conversion of all of the subordinated voting shares ("**SVS**"), multiple voting shares ("**MVS**") and preferred shares ("**PS**") into common shares ("**Common Shares**") of the Issuer (the "**Reclassification**"). Pursuant to the Reclassification, all of the issued and outstanding SVS and MVS of the Issuer will be automatically converted into Common Shares of the Issuer on the basis of 1 common share for each SVS and MVS outstanding. The Issuer does not have any PS outstanding. In addition to the Reclassification, the Issuer will change its name from Bucephalus Capital Corp. to Prophecy DeFi Inc.

2. Number of securities outstanding and reserved for issuance following the reclassification

Following the Reclassification, the Issuer will have 76,314,240 Common Shares issued and outstanding. In addition, the Issuer will have 44,999,999 Common Shares reserved for issuance upon the exercise of outstanding warrants, 4,691,466 Common Shares reserved for issuance upon the exercise of outstanding finder warrants, 5,000,000 Common Shares reserved for issuance upon the exercise of outstanding performance warrants and 3,550,000 Common Shares reserved for issuance upon the exercise of outstanding stock options.

3. Describe the anticipated impact of the reclassification on the liquidity of the market for the listed security and on voting and equity rights of public shareholders

The Issuer does not anticipate any material impact on the liquidity of the market for the listed securities. Prior to the Reclassification, each holder of a SVS was entitled to one vote for each SVS held, and each holder of a MVS was entitled to four votes for each MVS held. Following the Reclassification, each holder of a Common Share is entitled to one vote for each Common Share held.

4. Date of shareholders' meeting to approve the reclassification

June 8, 2021.

5. Record date for the reclassification

June 23, 2021.

6. Certificate of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.

2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.

3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).

4. All of the information in this Form 12 Notice of Proposed Stock Consolidation or Reclassification is true.

Dated: June 23, 2021.

John McMahon
Name of Director or Senior Officer

"John McMahon" (signed)
Signature

Chief Executive Officer
Official Capacity