

FORM 8

NOTICE OF PROPOSED PROSPECTUS OFFERING

Please complete the following:

Name of Listed Issuer: BIGG Digital Assets Inc. (the "Issuer").

Trading Symbol: BIGG

Date: February 5, 2021

Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: January 13, 2021, January 28, 2021.

Issued and Outstanding Securities of Issuer Prior to Proposed Prospectus Offering: 171,362,627 Common Shares (as of January 27, 2021).

Date of News Release Announcing Proposed Prospectus Offering: January 7, 2021.
(or provide explanation if news release not disseminated yet and expected date or circumstances that are expected to trigger news release dissemination)

1. Prospectus Offering

1. Description of securities to be issued:

- (a) Class Units ("Units") comprised of 1 common share of the Issuer (a "Common Share") and one-half (1/2) of one Common Share purchase warrant (each whole Common Share purchase warrant, a "Warrant").
- (b) Number 24,000,000 Units, plus 3,594,500 Over-Allotment Shares (as defined below) and 1,800,000 Over-Allotment Warrants (as defined below) issued pursuant to the Underwriters' (as defined below) Over-Allotment Option (as defined below).

The Underwriters have been granted an over-allotment option (the "Over-Allotment Option"), exercisable, in whole or in part, at the sole discretion of the Underwriters, for a period of 30 days from the closing date of the Offering, to purchase up to an additional 3,600,000 Units (the "Over-Allotment Units") at the Offering Price (as defined below). The Over-Allotment Option shall be exercisable for additional Units, Common Shares ("Over-Allotment Shares"), Common Share purchase warrants ("Over-Allotment Warrants"), or any combination thereof.

- (c) Price per security \$0.50 per Unit, \$0.47675 per Over-Allotment Share, and \$0.0465 per Over-Allotment Warrant .
- (d) Voting rights Yes, Common Shares (including any Over-Allotment Shares) have voting rights per the articles of the Issuer. The Warrants (including the Over-Allotment Warrants) will have voting rights as set out in the warrant indenture to be entered into between the Issuer and Computershare Trust Company of Canada, the warrant agent of the Issuer.

Provide details of the net proceeds to the Issuer as follows:

- (a) Per security: \$0.50 per Unit, \$0.47675 per Over-Allotment Share, and \$0.0465 per Over-Allotment Warrant .
- (b) Aggregate proceeds: \$13,797,377.88 (net proceeds) before deducting expenses of the Offering.

3. Provide description of any Warrants (or options) including:

- (a) Number 12,000,000 Warrants, plus 1,800,000 Over-Allotment Warrants issued pursuant to the Underwriters' Over-Allotment Option.
- (b) Number of securities eligible to be purchased on exercise of Warrants (or options) 13,800,000 Common Shares .
- (c) Exercise price \$0.70 per whole Warrant .
- (d) Expiry date 24 months from date of issuance i.e. the closing date of the Offering. .
- (e) Other significant terms None .

4. Provide the following information if debt securities are to be issued:

- (a) Aggregate principal amount N/A .
- (b) Maturity date N/A .
- (c) Interest rate N/A .
- (d) Conversion terms N/A .
- (e) Default provisions N/A .

5. Details of currently issued and outstanding shares of each class of shares of the Issuer: 195,666,336 Common Shares (as of February 4, 2021) .
6. Describe any unusual particulars of the offering (i.e. tax “flow through” shares, special warrants, etc.).
N/A .
7. Provide details of the use of the proceeds: The net proceeds from the Offering will be used to: (i) additional liquidity for Netcoins trade settlement; (ii) expansion of Netcoins marketing activities within Canada for a series of TV, radio, and print advertisements, along with social media and paid Google ads, with an intention to increase search engine optimization; and (iii) for working capital purposes.
8. Provide particulars of any proceeds of the offering which are to be paid to Related Persons of the Issuer: N/A .
9. Provide details of the amounts and sources of any other funds that will be available to the Issuer prior to or concurrently with the completion of the offering: N/A .
10. Provide the following information for any agent’s fee, commission, bonus or finder’s fee, or other compensation paid or to be paid in connection with the offering (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker, finder or other person receiving compensation in connection with the offering (name, address, beneficial ownership where applicable) PI Financial Corp. having an address at 666 Burrard St #1900, Vancouver, BC V6C 3N1; Canaccord Genuity Corp. having an address at Pacific Centre, #2200, Vancouver, BC V7Y 1H2; and Echelon Wealth Partners having an address at 1055 Dunsmuir St Suite 3424, Vancouver, BC V7X 1K8 (collectively, the “Underwriters”) .
- (b) Cash 6% of the gross proceeds of the Offering .
- (c) Securities N/A .
- (d) Other N/A .

(e) Expiry date of any options, warrants etc. N/A .

(f) Exercise price of any options, warrants etc. N/A .

11. State whether the sales agent, broker, dealer, finder, or other person receiving compensation in connection with the offering is a Related Person of the Issuer with details of the relationship: N/A

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12. Provide details of the manner in which the securities being offered are to be distributed. Include details of agency agreements and sub-agency agreements outstanding or proposed to be made including any assignments or proposed assignments of any such agreements and any rights of first refusal on future offerings: The securities are being issued pursuant to an underwriting agreement entered into between the Issuer and the Underwriters dated January 13, 2021.

13. Attach any term sheet, engagement letter or other document setting out terms, conditions or features of the proposed offering. See attached.


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 on behalf of the Issuer.
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 8 Notice of Proposed Prospectus Offering is true.

Dated February 5, 2021.

D. Kim Evans
Name of Director or Senior Officer


Signature

Chief Financial Officer
Official Capacity