

FORM 7

MONTHLY PROGRESS REPORT

Name of Listed Issuer: Bucephalus Capital Corp. (the "Issuer").

Trading Symbol: BCA

Number of Outstanding Listed Securities: 74,049,307

Date: June 7, 2021

This Monthly Progress Report must be posted before the opening of trading on the fifth trading day of each month. This report is not intended to replace the Issuer's obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by Exchange Policies. If material information became known and was reported during the preceding month to which this report relates, this report should refer to the material information, the news release date and the posting date on the Exchange website.

This report is intended to keep investors and the market informed of the Issuer's ongoing business and management activities that occurred during the preceding month. Do not discuss goals or future plans unless they have crystallized to the point that they are "material information" as defined in the Policies. The discussion in this report must be factual, balanced and non-promotional.

General Instructions

- (a) Prepare this Monthly Progress Report using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the items must be in narrative form. State when the answer to any item is negative or not applicable to the Issuer. The title to each item must precede the answer.
- (b) The term "Issuer" includes the Issuer and any of its subsidiaries.
- (c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

Report on Business

1. Provide a general overview and discussion of the development of the Issuer's business and operations over the previous month. Where the Issuer was inactive disclose this fact.

Bucephalus Capital is a publicly traded investment company whose primary objective is to invest its funds for purposes of generating returns from capital appreciation and investment income. It intends to accomplish these goals through

the identification of and investment in securities of private and public entities with a focus on companies participating in disruptive innovation. Innovations in blockchain technology, artificial intelligence, energy storage and robotics will be the principal drivers of the new age economy.

2. Provide a general overview and discussion of the activities of management.
The Company is pursuing investments in companies that are addressing these opportunities in innovative and technologically advanced ways. Our team will strive to accelerate the growth of these companies by providing capital, establishing advisory relationships, and providing strategic advice to leadership.
3. Describe and provide details of any new products or services developed or offered. For resource companies, provide details of new drilling, exploration or production programs and acquisitions of any new properties and attach any mineral or oil and gas or other reports required under Ontario securities law.
N/A
4. Describe and provide details of any products or services that were discontinued. For resource companies, provide details of any drilling, exploration or production programs that have been amended or abandoned.
N/A
5. Describe any new business relationships entered into between the Issuer, the Issuer's affiliates or third parties including contracts to supply products or services, joint venture agreements and licensing agreements etc. State whether the relationship is with a Related Person of the Issuer and provide details of the relationship.
N/A
6. Describe the expiry or termination of any contracts or agreements between the Issuer, the Issuer's affiliates or third parties or cancellation of any financing arrangements that have been previously announced.
N/A
7. Describe any acquisitions by the Issuer or dispositions of the Issuer's assets that occurred during the preceding month. Provide details of the nature of the assets acquired or disposed of and provide details of the consideration paid or payable together with a schedule of payments if applicable, and of any valuation. State how the consideration was determined and whether the acquisition was from or the disposition was to a Related Person of the Issuer and provide details of the relationship.
N/A
8. Describe the acquisition of new customers or loss of customers.
N/A

9. Describe any new developments or effects on intangible products such as brand names, circulation lists, copyrights, franchises, licenses, patents, software, subscription lists and trade-marks.

Bucephalus Capital Corp announced it intends to change its name to “Prophecy DeFi Inc.” shortly following the Annual Meeting on June 8, 2021 subject to shareholder and regulatory approvals. This name change is to reflect the company’s longer term strategic vision.

10. Report on any employee hirings, terminations or lay-offs with details of anticipated length of lay-offs.

N/A

11. Report on any labour disputes and resolutions of those disputes if applicable.

N/A

12. Describe and provide details of legal proceedings to which the Issuer became a party, including the name of the court or agency, the date instituted, the principal parties to the proceedings, the nature of the claim, the amount claimed, if any, if the proceedings are being contested, and the present status of the proceedings.

N/A

13. Provide details of any indebtedness incurred or repaid by the Issuer together with the terms of such indebtedness.

N/A

14. Provide details of any securities issued and options or warrants granted.

Security	Number Issued	Details of Issuance	Use of Proceeds⁽¹⁾
Subordinate Voting Shares	133,888	Converted from Multiple Voting Shares	N/A
Subordinate Voting Shares	10,000,000	Private placement at \$0.30 for a share and warrant	Working capital
Warrants	10,000,000	Exercisable at \$0.50 until May 31, 2024	N/A
Finder’s Warrants	700,000	exercisable at \$0.50 until May 31, 2024	N/A

(1) State aggregate proceeds and intended allocation of proceeds

Buchephalus Capital Corp has completed a non- brokered private placement through the issuance of 10,000,000 units at a price of \$0.30 per Unit for aggregate gross proceeds of \$3,000,000. The net proceeds of the Offering will be used by the Company for working capital and for other general and administrative costs.

Each Unit is comprised of one common share (each, and one Common Share purchase warrant. Each Warrant entitles the holder thereof to acquire one Common Share at an exercise price of \$0.50 per Common Share for a period of 36 months from the closing of the Offering. In the event that the closing price of the Common Shares of the Company on the Canadian Securities Exchange is greater than \$1.00 for ten consecutive trading days, the Company may give notice to the holders of the Warrants that the expiry time of the Warrants has been accelerated and the Warrant will expire on the thirtieth (30th) business day following the date of such notice at the price of \$0.50 for each warrant exercised.

In connection with the Offering, the Company paid certain eligible persons (the "**Finders**") a cash commission of \$210,000 and issued 700,000 broker warrants ("**Broker Warrants**"). Each Broker Warrant entitles the holder thereof to acquire one Common Share at an exercise price of \$0.50 for a period of thirty-six months from closing of the Offering and subject to the acceleration provision noted above.

All securities issued under the Private Placement are subject to a four month hold period in accordance with applicable securities laws.

15. Provide details of any loans to or by Related Persons.

N/A

16. Provide details of any changes in directors, officers or committee members.

On May 7th, Bucephalus Capital announced the nomination of Charlie Morris to stand for election to the company's board of directors at its 2021 annual and special meeting, scheduled for June 8, 2021.

Mr. Morris is the Managing Partner of CMCC Global, an asset manager focused solely on digital assets. Mr. Morris co-founded CMCC Global in 2016 and has grown the business to over US\$300m in assets under management, with offices in Asia and North America. Previously, Mr. Morris was a software engineer in Hong Kong focused on iOS app development and a technology sector management consultant in London. Mr. Morris has acted as an expert adviser on blockchain technology for multinational enterprises and was an Ethereum ICO investor in 2014.

Mr. Morris is being nominated at the 2021 annual and special meeting of shareholders and if elected will replace Alec Regis along with the existing 3 directors, who will stand for re-election. If all nominees are elected, the board would remain at 4 directors of whom 3 would be independent.

17. Discuss any trends which are likely to impact the Issuer including trends in the Issuer's market(s) or political/regulatory trends.

The global outbreak of COVID-19 had a significant impact on businesses through restrictions put in place by the Canadian federal, provincial, and municipal governments regarding travel, business operations, and isolations/quarantine orders. At this time, it is unknown the extent of the impact the COVID-19 outbreak may have on the Company as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus. While the extent of the impact is unknown, we anticipate that this outbreak may cause reduced customer demand, supply chain disruptions, staff shortages and

increased government regulations, all of which may negatively impact the Company's business and financial condition.

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 were 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 7 Monthly Progress Report is true.

Dated June 7, 2021_____.

Roland Nimmo
Name of Director or Senior Officer

"Roland Nimmo"
Signature
CFO
Official Capacity

Issuer Details		For Month	Date of Report
Name of Issuer	Bucephalus Capital Corp.	End	YY/MM/D
Issuer Address		May 2021	21/06/07
40 King Street West, Suite 1700			
City/Province/Postal Code	Toronto, ON M5H 3Y2	Issuer Fax No.	Issuer Telephone No.
Contact Name	Roland Nimmo	()	(416) 786-9031
Contact Email Address	rnimmo@bucephaluscapital.ca	Contact Position	Contact Telephone No.
Web Site Address		CFO	(416) 786-9031
www.bucephaluscapital.ca			

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