

News Release

BUCEPHALUS ENTERS INTO DEFINITIVE AGREEMENT TO ACQUIRE 60% INTEREST IN LAYER2 BLOCKCHAIN

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June 8, 2021 (Toronto, Ontario): Bucephalus Capital Corp. (“**Bucephalus**” or the “**Company**”) (CSE: BCA) is pleased to announce that further to its press release of April 28, 2021, the Company has entered into a definitive agreement dated June 7, 2021 (the “**Definitive Agreement**”) with Layer2 Blockchain Inc. (“**Layer2**”) pursuant to which the Company will initially acquire 60% of the issued and outstanding common shares of Layer2 in exchange for 25,000,000 common shares in the capital of the Company at a price per common share of \$0.48 (the “**Initial Acquisition**”), such common shares to be distributed pro rata to the shareholders of Layer2. Additionally, pursuant to the terms of the Definitive Agreement the Company has agreed to issue an additional 25,000,000 common shares for the remaining 40% of Layer2 on the earlier of: (i) six months from the closing date of the Initial Acquisition; or (ii) the date when Layer2 creates a minimum of 15 token positions in liquidity pools.

Layer2 Blockchain is a technology company focused on the rapidly emerging "Ethereum Layer Two" decentralized finance (DeFi) ecosystem. While Bitcoin dominates the headlines, DeFi is currently one of the fastest growing and most innovative subsectors in cryptocurrencies. Until recently, DeFi only existed on the Ethereum blockchain. However, scaling issues on Ethereum has pushed DeFi innovation onto a number of different but scalable "Layer Two" blockchains.

Layer2’s management team launched a DeFi protocol in 2019, and was one of the first applications to move off of Ethereum to increase speeds and reduce scaling costs. Utilizing this industry knowledge and expertise of both DeFi and the “Ethereum Layer Two” ecosystem, Layer2’s management deploys in-house technology to systematically discover and exploit opportunities. Layer2 intends to generate revenue through capital provision, cross-chain DeFi protocol arbitrage, network staking, and managing DeFi-specific infrastructure such as bridges.

“We are excited to announce this definitive agreement today and look forward to working with the Layer2 team to build this business in the new and exciting frontier of DeFi.”, said John McMahon, CEO of the Company.

“Cryptocurrency is one of the fastest growing asset classes, growing from \$0 to over \$1.5 trillion in market cap in a little over a decade. Decentralized finance (DeFi) is the most exciting and fastest growing sub-sector of this crypto ecosystem. DeFi uses public blockchains and smart contracts to create a financial industry in which traditional rent-seeking financial intermediaries are replaced by decentralized networks run on open-source software. Our founding team is proud to have been operating within the DeFi industry from its inception in 2018. We’ve witnessed first-hand its explosive growth to the multi-billion dollar industry that is it today. Through this transaction, we can bring our technical expertise and contacts within the industry to continue to build a leading DeFi-focused company that is accessible by the traditional capital markets”, said Andrew Young, CEO of Layer2.

All securities issuable pursuant to the terms of the Definitive Agreement are subject to a four month hold

period in accordance with applicable securities laws and will be subject to a voluntary lock up over a period of approximately 21 months, that will be subject to certain accelerated releases in the event the Company's common shares trade above certain prices. Further, certain shareholders of Layer2 will enter into non-competition, non-disclosure and non-solicitation agreements with the Company for a period of 24 months from the closing date of the Initial Acquisition.

The Company would like to remind its shareholders of its upcoming annual and special meeting scheduled for June 8, 2021. For further information please see the notice of meeting and management information circular filed on the Company's SEDAR profile.

About Bucephalus Capital Corp.

Bucephalus Capital Corp. (CSE: BCA) is an investment company that is seeking investment opportunities in private and publicly listed entities.

Additional information about the Company can be found on the Company's website at www.bucephaluscapital.ca

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Forward-Looking Information

Certain information set forth in this news release may contain forward-looking information that involves substantial known and unknown risks and uncertainties. This forward-looking information is subject to numerous risks and uncertainties, certain of which are beyond the control of the Company, including, but not limited to, the impact of general economic conditions, industry conditions, and dependence upon regulatory approvals and the possibility that the completion of the transaction may not occur. Readers are cautioned that the assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be imprecise and, as such, undue reliance should not be placed on forward-looking information. The parties undertake no obligation to update forward-looking information except as otherwise may be required by applicable securities law.

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