FORM 5

QUARTERLY LISTING STATEMENT

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

Trading Symbol: BIGG

This Quarterly Listing Statement must be posted on or before the day on which the Issuer's unaudited interim financial statements are to be filed under the *Securities* Act, or, if no interim statements are required to be filed for the quarter, within 60 days of the end of the Issuer's first, second and third fiscal quarters. This statement 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 the Exchange Policies. If material information became known and was reported during the preceding quarter to which this statement relates, management is encouraged to also make reference in this statement to the material information, the news release date and the posting date on the Exchange website.

General Instructions

(a) Prepare this Quarterly Listing Statement 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 following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.

(b) The term "Issuer" includes the Listed 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.

There are three schedules which must be attached to this report as follows:

SCHEDULE A: FINANCIAL STATEMENTS

Financial statements are required as follows:

For the first, second and third financial quarters interim financial statements prepared in accordance with the requirements under Ontario securities law must be attached.

If the Issuer is exempt from filing certain interim financial statements, give the date of the exempting order.

See Schedule A attached: Financial Statements and accompanying notes for the period ended June 30, 2021.

SCHEDULE B: SUPPLEMENTARY INFORMATION

The supplementary information set out below must be provided when not included in Schedule A.

1. Related party transactions

Provide disclosure of all transactions with a Related Person, including those previously disclosed on Form 10. Include in the disclosure the following information about the transactions with Related Persons:

(a) A description of the relationship between the transacting parties. Be as precise as possible in this description of the relationship. Terms such as affiliate, associate or related company without further clarifying details are not sufficient.
(b) A description of the transaction(s), including those for which no amount has been recorded.
(c) The recorded amount of the transactions classified by financial statement category.
(d) The amounts due to or from Related Persons and the terms and conditions relating thereto.
(e) Contractual obligations with Related Persons, separate from other contractual obligations.
(f) Contingencies involving Related Persons, separate from other contingencies.

All related party transactions have been disclosed in the Issuer's financial statements for the period ended June 30, 2021, attached hereto as Schedule A.

2. Summary of securities issued and options granted during the period.

Provide the following information for the period beginning on the date of the last Listing Statement (Form 2A):

(a) summary of securities issued during the period,

See Schedule A attached: Financial Statements and accompanying notes for the period ended June 30, 2021.

Date of Issue	Type of Security (common shares, convertible debentures, etc.)	Type of Issue (private placement, public offering, exercise of warrants, etc.)	Number	Price	Total Proceeds	Type of Consideration (cash, property, etc.)	Describe relationship of Person with Issuer (indicate if Related Person)	Commission Paid
January 4, 2021	Common shares	Warrant Exercise	150,000	$0.30	45,000.00	Cash	n/a	
January 5, 2021	Common shares	Broker Warrant Exercise	1,822	$0.24	437.28	Cash	n/a	
January 7, 2021	Common shares	Warrant Exercise	17,500	$0.30	5,250.00	Cash	n/a	
January 11, 2021	Common shares	Warrant Exercise	225,000	$0.30	67,500.00	Cash	n/a	
January 12, 2021	Common shares	Warrant Exercise	221,500	$0.30	66,450.00	Cash	n/a	
January 15, 2021	Common shares	Warrant Exercise	1,040,000	$0.30	312,000.00	Cash	n/a	
January 18, 2021	Common shares	Option Exercise	50,000	$0.08	4,000.00	Cash	n/a	
January 26, 2021	Common shares	Performance Warrant Exercise	267,901	$0.05	13,395.05	Cash	n/a	
January 26, 2021	Common shares	Warrant Exercise	35,808	$0.05	1,790.40	Cash	n/a	
January 28, 2021	Units comprised of one common share and 1/2 share purchase warrant	Prospectus Offering	24,000,000	$0.50	12,000,000.00	Cash	n/a	720,000.00
February 5, 2021	Units comprised of one common share and ½ share purchase warrant	Prospectus Offering	3,594,500	$0.50	1,797,250.00	Cash	n/a	107,842.67
February 5, 2021	Common shares	Option Exercises	50,000	$0.08	4,000.00	Cash	n/a	
February 8, 2021	Common shares	Warrant Exercise	15,000	$0.30	4,500.00	Cash	n/a	
February 9, 2021	Common shares	Warrant Exercise	727,500	$0.30	218,250.00	Cash	n/a	
February 9, 2021	Common shares	Broker Warrant Exercise	105,933	$0.24	25,423.92	Cash	n/a	

February 9, 2021	Common shares	Option Exercise	30,000	$0.08	2,400.00	Cash	n/a	
February 10, 2021	Common shares	Warrant Exercise	362,300	$0.30	108,690.00	Cash	n/a	
February 10, 2021	Common shares	Agent compensation option exercise	67,500	$0.08	5,400.00	Cash	n/a	
February 11, 2021	Common shares	Warrant Exercise	52,500	$0.30	15,750.00	Cash	n/a	
February 11, 2021	Common shares	Warrant Exercise	300,000	$0.70	210,000.00	Cash	n/a	
February 12, 2021	Common shares	Warrant Exercise	492,814	$0.30	147,844.20	Cash	n/a	
February 12, 2021	Common shares	Warrant Exercise	40,000	$0.70	28,000.00	Cash	n/a	
February 12, 2021	Common shares	Broker Warrant Exercise	361,539	$0.24	86,769.36	Cash	n/a	
February 16, 2021	Common shares	Warrant Exercise	24,500	$0.30	7,350.00	Cash	n/a	
February 17, 2021	Common shares	Warrant Exercise	663,016	$0.30	198,904.80	Cash	n/a	
February 17, 2021	Common shares	Warrant Exercise	529,350	$0.70	370,545.00	Cash	n/a	
February 18, 2021	Common shares	Broker Warrant Exercise	12,213	$0.24	2,931.12	Cash	n/a	
February 18, 2021	Common shares	Performance Warrant Exercise	401,849	$0.05	20,092.45	Cash	n/a	
February 18, 2021	Common shares	Warrant Exercise	53,715	$0.05	2,685.75	Cash	n/a	
February 18, 2021	Common shares	Warrant Exercise	140,000	$0.30	42,000.00	Cash	n/a	
February 18, 2021	Common shares	Warrant Exercise	127,000	$0.70	88,900.00	Cash	n/a	
February 19, 2021	Common shares	Warrant Exercise	303,717	$0.30	91,115.10	Cash	n/a	
February 19, 2021	Common shares	Warrant Exercise	50,000	$0.70	35,000.00	Cash	n/a	
February 22, 2021	Common shares	Option Exercise	50,000	$0.08	4,000.00	Cash	n/a	
February 22, 2021	Common shares	Warrant Exercise	154,150	$0.30	46,245.00	Cash	n/a	
February 22, 2021	Common shares	Warrant Exercise	30,000	$0.70	21,000.00	Cash	n/a	

February 23, 2021	Common shares	Option Exercise	100,000	$0.08	8,000.00	Cash	n/a	
February 23, 2021	Common shares	Warrant Exercise	100,000	$0.30	30,000.00	Cash	n/a	
February 23, 2021	Common shares	Warrant Exercise	50,000	$0.70	35,000.00	Cash	n/a	
February 24, 2021	Common shares	Warrant Exercise	711,800	$0.70	498,260.00	Cash	n/a	
February 25, 2021	Common shares	Warrant Exercise	2,500	$0.70	1,750.00	Cash	n/a	
February 25, 2021	Common shares	Warrant Exercise	100,000	$0.30	30,000.00	Cash	n/a	
February 25, 2021	Common shares	Option Exercise	200,000	$0.08	16,000.00	Cash	n/a	
February 26, 2021	Common shares	Warrant Exercise	2,500	$0.70	1,750.00	Cash	n/a	
March 1, 2021	Common shares	Warrant Exercise	5,000	$0.70	3,500.00	Cash	n/a	
March 2, 2021	Common shares	Broker Warrant Exercise	8,593	$0.24	2,062.32	Cash	n/a	
March 2, 2021	Common shares	Warrant Exercise	145,000	$0.70	101,500.00	Cash	n/a	
March 2, 2021	Common shares	Option Exercise	50,000	$0.20	10,000.00	Cash	n/a	
March 3, 2021	Common shares	Option Exercise	33,750	$0.08	2,700.00	Cash	n/a	
March 3, 2021	Common shares	Warrant Exercise	11,000	$0.70	7,700.00	Cash	n/a	
March 3, 2021	Common shares	Warrant Exercise	898,500	$0.30	269,550.00	Cash	n/a	
March 3, 2021	Common shares	Option Exercise	50,000	$0.20	10,000.00	Cash	n/a	
March 4, 2021	Common shares	Warrant Exercise	85,000	$0.70	59,500.00	Cash	n/a	
March 4, 2021	Common shares	Warrant Exercise	178,750	$0.30	53,625.00	Cash	n/a	
March 5, 2021	Common shares	Warrant Exercise	2,023,500	$0.70	1,416,450.00	Cash	n/a	
March 5, 2021	Common shares	Warrant Exercise	418,000	$0.30	125,400.00	Cash	n/a	
March 8, 2021	Common shares	Broker Warrant Exercise	136,453	$0.24	32,748.72	Cash	n/a	

March 8, 2021	Common shares	Warrant Exercise	5,000	$0.70	3,500.00	Cash	n/a	
March 8, 2021	Common shares	Warrant Exercise	115,500	$0.30	34,650.00	Cash	n/a	
March 9, 2021	Common shares	Warrant Exercise	15,000	$0.70	10,500.00	Cash	n/a	
March 9, 2021	Common shares	Warrant Exercise	125,000	$0.30	37,500.00	Cash	n/a	
March 9, 2021	Common shares	Option Exercise	50,000	$0.08	4,000.00	Cash	n/a	
March 9, 2021	Common shares	Option Exercise	1,500,000	$0.08	120,000.00	Cash	Mark Binns	
March 9, 2021	Common shares	Option Exercise	250,000	$0.08	20,000.00	Cash	Mitchell Demeter	
March 9, 2021	Common shares	Performance Warrant Exercise	500,000	$0.05	62,500.00	Cash	Shone Anstey	
March 9, 2021	Common shares	Performance Warrant Exercise	500,000	$0.05	62,500.00	Cash	Lance Morginn	
March 9, 2021	Common shares	Performance Warrant Exercise	250,000	$0.05	62,500.00	Cash	Kim Evans	
March 10, 2021	Common shares	Warrant Exercise	388,000	$0.70	271,600.00	Cash	n/a	
March 10, 2021	Common shares	Warrant Exercise	8,000	$0.30	2,400.00	Cash	n/a	
March 10, 2021	Common shares	Broker Warrant Exercise	7,500	$0.24	1,800.00	Cash	n/a	
March 11, 2021	Common shares	Warrant Exercise	2,101,500	$0.70	1,471,050.00	Cash	n/a	
March 11, 2021	Common shares	Warrant Exercise	70,000	$0.30	21,000.00	Cash	n/a	
March 15, 2021	Common shares	Warrant Exercise	6,000	$0.70	4,200.00	Cash	n/a	
March 15, 2021	Common shares	Broker Warrant Exercise	22,500	$0.24	5,400.00	Cash	n/a	
March 16, 2021	Common shares	Warrant Exercise	7,500	$0.70	5,250.00	Cash	n/a	
March 17, 2021	Common shares	Broker Warrant Exercise	52,617	$0.24	12,628.08	Cash	n/a	
March 17, 2021	Common shares	Warrant Exercise	260,000	$0.70	182,000.00	Cash	n/a	
March 18, 2021	Common shares	Warrant Exercise	1,250	$0.70	875.00	Cash	n/a	

March 18, 2021	Common shares	Warrant Exercise	45,500	$0.30	13,650.00	Cash	n/a	
March 18, 2021	Common shares	Option Exercise	116,794	$0.08	9,343.52	Cash	Robert Whitaker	
March 22, 2021	Common shares	Warrant Exercise	10,500	$0.30	3,150.00	Cash	n/a	
March 22, 2021	Common shares	Broker Warrant Exercise	11,700	$0.24	2,808.00	Cash	n/a	
March 23, 2021	Common shares	Warrants Exercise	3,000	$0.70	2,100.00	Cash	n/a	
March 24, 2021	Common shares	Warrants Exercise	100,000	$0.70	30,000.00	Cash	n/a	
March 24, 2021	Common shares	Warrants Exercise	33,000	$0.70	23,100.00	Cash	n/a	
March 25, 2021	Common shares	Option Exercise	35,000	$0.70	2,800.00	Cash	n/a	
March 25, 2021	Common shares	Option Exercise	35,000	$0.70	7,000.00	Cash	n/a	
March 26, 2021	Common shares	Option Exercise	15,000	$0.70	1,200.00	Cash	n/a	
March 26, 2021	Common shares	Option Exercise	35,000	$0.70	2,800.00	Cash	n/a	
March 26, 2021	Common shares	Broker Warrant Exercise	3,750	$0.70	900.00	Cash	n/a	
March 30, 2021	Common shares	Warrants Exercise	50	$0.70	35.00	Cash	n/a	
March 31, 2021	Common shares	Warrants Exercise	3,500	$0.70	2,450.00	Cash	n/a	
April 1, 2021	Common shares	Warrants Exercise	5,000	$0.70	3,500.00	Cash	n/a	
April 6, 2021	Common shares	Warrants Exercise	5,000	$0.70	3,500.00	Cash	n/a	
April 6, 2021	Common shares	Warrants Exercise	15,480	$0.24	3,715.20	Cash	n/a	
April 7, 2021	Common shares	Agent’s option exercise	20,000	$0.08	1,600.00	Cash	n/a	
April 7, 2021	Common shares	Warrants Exercise	7,500	$0.70	5,250.00	Cash	n/a	
April 8, 2021	Common shares	Warrants Exercise	2,360,000	$0.30	708,000.00	Cash	n/a	
April 8, 2021	Common shares	Warrants Exercise	91,000	$0.70	63,700.00	Cash	n/a	

April 8, 2021	Common shares	Warrants Exercise	74,416	$0.24	17,859.84	Cash	n/a	
April 9, 2021	Common shares	Warrants Exercise	124,481	$0.24	29,875.44	Cash	n/a	
April 9, 2021	Common shares	Warrants Exercise	1,208,500	$0.30	362,550.00	Cash	n/a	
April 9, 2021	Common shares	Warrants Exercise	328,250	$0.70	229,775	Cash	n/a	
April 9, 2021	Common shares	Stock option exercise	25,000	$0.08	2,000	Cash	n/a	
April 9, 2021	Common shares	Stock option exercise	20,000	$0.19	3,800.00	Cash	n/a	
April 12, 2021	Common shares	Stock option exercise	10,000	$0.20	2,000.00	Cash	n/a	
April 12, 2021	Common shares	Warrants Exercise	1,139,250	$0.30	341,775	Cash	n/a	
April 12, 2021	Common shares	Warrants Exercise	13,000	$0.70	9,100.00	Cash	n/a	
April 13, 2021	Common shares	Warrants Exercise	211,550	$0.30	64,465.00	Cash	n/a	
April 14, 2021	Common shares	Warrants Exercise	199,612	$0.24	47,906.88	Cash	n/a	
April 14, 2021	Common shares	Stock option exercise	70,000	$0.10	7,000.00	Cash	n/a	
April 14, 2021	Common shares	Warrants Exercise	31,250	$0.30	9,375.00	Cash	n/a	
April 14, 2021	Common shares	Warrants Exercise	1,629,000	$0.70	1,140,300.00	Cash	n/a	
April 14, 2021	Common shares	Warrants Exercise	240	$0.24	57.60	Cash	n/a	
April 15, 2021	Common shares	Agent’s stock option exercise	40,000	$0.08	3,200.00	Cash	n/a	
April 16, 2021	Common shares	Warrants Exercise	12,500	$0.30	3,750.00	Cash	n/a	
April 16, 2021	Common shares	Warrants Exercise	2,500	$0.70	1,750.00	Cash	n/a	
April 16, 2021	Common shares	Prospectus offering	12,000,000	$2.10	25,200,000.00	Cash	n/a	1,738,800
April 16, 2021	Common shares	Prospectus offering overallotment	1,800,000	$2.10	3,780,000.00	Cash	n/a	
April 19, 2021	Common shares	Warrants Exercise	32,500	$0.70	22,750.00	Cash	n/a	

April 20, 2021	Common shares	Stock option exercise	30,000	$0.20	6,000.00	Cash	n/a	
April 20, 2021	Common shares	Stock option exercise	50,000	$0.08	4,000.00	Cash	n/a	
April 20, 2021	Common shares	Stock option exercise	21,605	$0.20	4,321.00	Cash	n/a	
April 22, 2021	Common shares	Warrants Exercise	376,000	$0.70	263,200.00	Cash	n/a	
April 23, 2021	Common shares	Warrants Exercise	20,000	$0.24	4,800.00	Cash	n/a	
April 23, 2021	Common shares	Stock option exercise	33,487	$0.26	5,223.92	Cash	Kumiko Morginn	
April 23, 2021	Common shares	Stock option exercise	50,000	$0.20	10,000.00	Cash	Kumiko Morginn	
April 26, 2021	Common shares	Warrants Exercise	47,000	$2.70	126,900.00	Cash	n/a	
April 28, 2021	Common shares	Warrants Exercise	2,500	$0.70	1,750.00	Cash	n/a	
April 29, 2021	Common shares	Warrants Exercise	25,000	$2.70	67,500.00	Cash	n/a	
April 30, 2021	Common shares	Warrants Exercise	1,200,000	$0.70	840,000.00	Cash	n/a	
May 3, 2021	Common shares	Warrants Exercise	6,500	$0.70	4,550.00	Cash	n/a	
May 6, 2021	Common shares	Stock option exercise	30,000	$0.20	6,000.00	Cash	n/a	
May 6, 2021	Common shares	Stock option exercise	15,000	$0.20	3,000.00	Cash	n/a	
May 6, 2021	Common shares	Stock option exercise	25,000	$0.19	4,750.00	Cash	n/a	
May 10, 2021	Common shares	Stock option exercise	100,000	$0.08	8,000.00	Cash	n/a	
May 10, 2021	Common shares	Stock option exercise	46,882	$0.26	12,189.32	Cash	n/a	
May 10, 2021	Common shares	Stock option exercise	35,000	$0.20	7,000.00	Cash	n/a	
May 11, 2021	Common shares	Warrants Exercise	37,500	$0.30	11,250.00	Cash	n/a	
May 27, 2021	Common shares	Warrants Exercise	100,000	$0.30	30,000.00	Cash	n/a	
June 7, 2021	Common shares	Warrants Exercise	25,000	$0.30	7,500.00	Cash	n/a	

June 11, 2021	Common shares	Stock option exercise	437,929	$0.19	83,206.51	Cash	Robert Whitaker	
June 11, 2021	Common shares	Stock option exercise	83,206	$0.08	6,656.48	Cash	Robert Whitaker	
June 11, 2021	Common shares	Warrants Exercise	4,368	$0.24	1,048.00	Cash	n/a	
June 22, 2021	Common shares	Warrants Exercise	1,000	$0.24	240.00	Cash	n/a	
June 30, 2021	Common shares	Warrants Exercise	50,000	$0.30	15,000.00	Cash	n/a	

(b) summary of options granted during the period,

Date	Number	Name of Optionee if Related Person and relationship	Generic description of other Optionees	Exercise Price	Expiry Date	Market Price on date of Grant
2/5/21 3/3/21	750,000 750,000	Mark Binns, CEO/Director		$0.75 $1.75	2/5/26 3/3/26	$0.65 $1.65
2/5/21 3/3/21	750,000 250,000	Kim Evans, CFO/Director		$0.75 $1.75	2/5/26 3/3/26	$0.65 $1.65
2/5/21 3/3/21	750,000 250,000	Lance Morginn, President/Director		$0.75 $1.75	2/5/26 3/3/26	$0.65 $1.65
2/5/21 3/3/21	1,000,000 750,000	Mitchell Demeter, Director		$0.75 $1.75	2/5/26 3/3/26	$0.65 $1.65
2/5/21 3/3/21	100,000 50,000	Shone Anstey, Director		$0.75 $1.75	2/5/26 3/3/26	$0.65 $1.65
2/5/21 3/3/21	500,000 100,000	Robert Whitaker, COO		$0.75 $1.75	2/5/26 3/3/26	$0.65 $1.65
2/5/21 3/3/21	50,000 25,000	Robert Birmingham, Director		$0.75 $1.75	2/5/26 3/3/26	$0.65 $1.65
2/5/21 3/3/21	50,000 25,000	Thomas Kennedy, Director		$0.75 $1.75	2/5/26 3/3/26	$0.65 $1.65
2/5/21	100,000	Kumiko Morginn, Related Party		$0.75	2/5/26	$0.65
2/5/21	2,000,000		Employees	$0.75	2/5/26	$0.65
4/22/21	245,000		Employees	$3.00	4/22/26	$2.56

3. Summary of securities as at the end of the reporting period.

Provide the following information in tabular format as at the end of the reporting period:

(a) description of authorized share capital including number of shares for each class, dividend rates on preferred shares and whether or not cumulative, redemption and conversion provisions,

Unlimited number of common shares and preferred shares, without par value.

(b) number and recorded value for shares issued and outstanding,

See Schedule A attached: Financial Statements and accompanying notes for the period ended June 30, 2021.

(c) description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value, and

See Schedule A attached: Financial Statements and accompanying notes for the period ended June 30, 2021.

(d) number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer.

Nil

Release Dates	Total Number of Escrowed shares to be Released	Percentage of Total Outstanding Shares to be Released [(1)]

Nil

Release Dates	Total Number of Escrowed Warrants to be Released	Percentage of Total Outstanding Shares to be Released[(1)]

4. List the names of the directors and officers, with an indication of the position(s) held, as at the date this report is signed and filed.

Name	Postion(s) Held
Mark Binns	Director, Chief Executive Officer
Lance Morginn	Director, President

Kim Evans	Director, Chief Financial Officer
Shone Anstey	Director
Mitchell Demeter	Director
Thomas Kennedy	Director
Robert Birmingham	Director

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

Provide Interim MD&A if required by applicable securities legislation.

See Schedule C attached: Management Discussion & Analysis for the period ended June 30, 2021.

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 Quarterly Listing Statement.

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 5 Quarterly Listing Statement is true.

Dated August 23, 2021.

Kim Evans
Name of Director or Senior Officer

(signed) *"Kim Evans"*
Signature

CFO
Official Capacity

Issuer Details Name of Issuer BIGG Digital Assets Inc.	For Quarter Ended June 30, 2021	Date of Report YY/MM/DD 21/08/23
Issuer Address Suite 1220 – 1130 West Pender Street		
City/Province/Postal Code Vancouver, British Columbia V6E 4A4	Issuer Fax No. (877) 420-7950	Issuer Telephone No. (844) 282-2140
Contact Name Kim Evans	Contact Position CFO	Contact Telephone No. 778-819-8704
Contact Email Address kim@blockchaingroup.io	Web Site Address www.biggdigitalassets.com	

SCHEDULE A

FINANCIAL STATEMENTS

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BIGG DIGITAL ASSETS INC.

Condensed Consolidated Interim Financial Statements
For the Six Months ended June 30, 2021 and 2020

(Expressed in Canadian dollars)

NOTICE TO READER

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a) issued by the Canadian Securities Administrators, if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed consolidated interim financial statements of BIGG Digital Assets Inc. as at June 30, 2021 and 2020, notes to unaudited condensed consolidated interim financial statements and related Management's Discussion and Analysis have been prepared by and are the responsibility of management.

The Company's independent auditor has not performed a review of these interim financial statements in accordance with the standards established by the CPA Canada for a review of interim financial statements by an entity's auditor.

BIGG DIGITAL ASSETS INC.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION
Expressed in Canadian dollars

As at	June 30, 2021 (Unaudited)	December 31, 2020 (Audited)
ASSETS		
Current		
Cash	**$ 48,846,462**	$ 12,778,242
Restricted cash (Note 3)	**82,500**	82,500
Amounts receivable	**2,055,265**	1,065,596
Investment tax credits receivable	**175,325**	175,325
Digital currency inventory (Note 4)	**59,547,465**	9,715,508
Prepaids	**702,974**	206,111
Total current assets	**111,409,991**	24,023,282
Digital currencies (Note 5)	**5,024,193**	3,827,003
Equity investment (Note 6)	**200,000**	3,827,003
Intangible assets (Note 7)	**513,044**	505,213
Goodwill (Note 8)	**1,071,851**	1,071,851
Right-of-use asset (Note 9)	**70,968**	-
Equipment (Note 11)	**233,717**	162,238
Total assets	**$ 118,523,764**	$ 29,589,587
LIABILITIES AND EQUITY		
Current		
Accounts payable and accrued liabilities (Note 13)	**$ 837,977**	$ 642,449
Deferred revenue	**114,378**	331,955
Customer deposits – cash	**6,446,994**	6,367,983
Customer deposits – digital currency	**43,900,469**	6,367,983
Lease liability (Note 10)	**24,212**	-
Total current liabilities	**51,324,030**	14,843,160
Non-Current		
Lease liability (Note 10)	**49,075**	-
Total liabilities	**51,373,105**	14,843,160
Equity		
Share capital (Note 12)	**94,948,730**	41,986,720
Equity reserves (Note 12)	**9,635,600**	7,080,614
Accumulated other comprehensive income	**3,598,275**	2,678,749)
Deficit	**(41,031,946)**	(36,999,656)
Total equity	**67,150,659**	14,746,427
Total liabilities and equity	**$ 118,523,764**	$ 29,589,587

Nature of operations (Note 1)
Contingent liabilities (Note 16)
Subsequent events (Note 18)

On behalf of the Board:

"Mark Binns" Director *"Lance Morginn"* Director

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

BIGG DIGITAL ASSETS INC.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF COMPREHENSIVE LOSS
(Unaudited)
Expressed in Canadian dollars

	Three months ended		Six months ended	
	June 30, 2021	**June 30, 2020**	**June 30, 2021**	**June 30, 2020**
Revenue				
Product Revenue	**$ 195,316**	$ 192,320	**$ 383,655**	$ 355,593
Service Revenue	**188,199**	89,274	**305,365**	148,648
Transaction revenue	**4,163,683**	196,903	**7,530,816**	354,256
	4,547,198	478,497	**8,219,836**	858,487
Cost of sales	**48,747**	10,389	**81,113**	30,610
	4,498,451	468,108	**8,138,723**	827,887
General and Administrative Expenses				
Advertising and promotion	**1,749,115**	92,056	**3,182,056**	231,517
Amortization (Notes 7, 9, 11)	**138,996**	190,649	**295,933**	381,301
Bad debt	**-**	-	**-**	640
Consulting (Note 13)	**76,729**	8,995	**118,559**	19,495
Director’s fees (Note 13)	**29,467**	4,599	**38,699**	9,197
Office	**350,121**	258,163	**583,546**	528,226
Professional fees	**466,417**	108,013	**462,686**	150,982
Regulatory and listing fees	**36,674**	12,020	**55,733**	20,113
Research and development	**236,040**	336,942	**313,133**	702,808
Share-based compensation (Note 13)	**2,495,835**	37,029	**3,587,417**	71,718
Shareholder communications	**17,248**	3,150	**29,551**	7,128
Travel	**(414)**	(637)	**(414)**	8,878
Wages and benefits (Note 13)	**1,432,302**	793,530	**2,552,117**	1,606,191
Loss from operating activities	**(2,530,079)**	(1,376,401)	**(3,080,293)**	(2,910,307)
Other Income (Expenses)				
Interest income	**31,651**	773	**43,960**	5,636
Foreign exchange (loss) gain	**(133,646)**	(16,394)	**(240,519)**	36,427
Unrealized (loss) gain on digital currencies	**(524)**	334,560	**5,934**	317,150
Loss on sale of digital currency inventory	**-**	(13,977)	**-**	(43,167)
Unrealized foreign exchange (loss) gain on digital currency inventory	**(876,911)**	86,528	**(1,415,301)**	178,786
Unrealized gain (loss) on digital currency inventory	**(4,459,286)**	269,567	**653,929**	202,914
Net loss for the period	**$ (7,968,795)**	$ (715,344)	**$ (4,032,290)**	$ (2,212,561)
Other comprehensive income (loss)				
Unrealized (losses) gains on digital currencies	**(3,411,185)**	-	**912,499**	-
Item that may be reclassified to profit or loss				
Currency translation adjustment	**3,133**	9,326	**7,027**	(5,051)
Other comprehensive (loss) income for the period	**(3,408,052)**	9,326	**919,526**	(5,051)
Comprehensive loss for the period	**$ (11,376,847)**	$ (706,018)	**$ (3,112,764)**	$ (2,217,612)
Basic and diluted loss per common share	**$ (0.03)**	$ (0.01)	**$ (0.02)**	$ (0.02)
Weighted average number of common shares outstanding	**236,178,784**	137,575,780	**216,079,603**	137,878,789

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

BIGG DIGITAL ASSETS INC.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN EQUITY
(Unaudited)
Expressed in Canadian dollars

	Share Capital					
	Number of Shares	**Amount**	**Equity Reserves**	**Cumulative Translation Adjustment**	**Deficit**	**Total**
Balance at December 31, 2019	138,292,566	$ 35,627,862	$ 6,510,610	$ (4,690)	$ (34,051,128)	$ 8,082,654
Shares issued on option exercises	24,375	1,950	-	-	-	1,950
Purchase of common shares for cancellation	(720,000)	(34,450)	-	-	-	(34,450)
Share issue costs	-	(515)	-	-	-	(515)
Share-based compensation	-	-	71,718	-	-	71,718
Loss for the period	-	-	-	-	(2,212,561)	(2,212,561)
Other comprehensive loss	-	-	-	(5,051)	-	(5,051)
Balance at June 30, 2020	137,596,941	$ 35,594,847	$ 6,582,328	$ (9,741)	$ (36,263,689)	$ 5,903,745
		-				
Balance at December 31, 2020	169,656,805	$ 41,986,720	$ 7,080,614	$ 2,678,749	$ (36,999,656)	$ 14,746,427
Shares issued for private placement, net of costs (Note 12)	41,394,500	39,794,963	-	-	-	39,794,963
Shares issued on warrant exercises	25,815,487	12,413,347	(650,493)	-	-	11,762,854
Share subscriptions receivable	-	(13,855)	-	-	-	(13,855)
Shares issued on option exercises	3,861,153	799,012	(381,938)	-	-	417,074
Share issue costs	-	(31,457)	-	-	-	(31,457)
Share-based compensation	-	-	3,587,417	-	-	3,587,417
Loss for the period	-	-	-	-	(4,032,290)	(4,032,290)
Other comprehensive income	-	-	-	919,526	-	919,526
Balance at June 30, 2021	240,727,945	$ 94,948,730	$ 9,635,600	$ 3,598,275	$ (41,031,946)	$ 67,150,659

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

BIGG DIGITAL ASSETS INC.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS
(Unaudited)
Expressed in Canadian dollars

	For the Six Months ended	
	June 30, 2021	June 30, 2020
CASH FLOWS USED IN OPERATING ACTIVITIES		
Loss for the period	**$ (4,032,290)**	$ (2,212,561)
Items not involving cash		
Amortization	**285,426**	381,301
Amortization -Right of use asset	**10,507**	-
Share-based compensation	**3,587,417**	71,718
Foreign exchange loss	**226,364**	-
Loss on the sale of digital currency inventory	**-**	43,167
Unrealized gain on digital currencies	**(5,934)**	(317,150)
Unrealized foreign exchange loss (gain) on digital currency inventory	**1,415,301**	(178,786)
Unrealized gain on digital currency inventory	**(653,929)**	(202,914)
Changes in non-cash working capital items:		
Amounts receivable	**(989,669)**	(591)
Prepaids	**(496,863)**	(37,915)
Accounts payable and accrued liabilities	**195,528**	(47,571)
Deferred revenue	**(217,577)**	(113,622)
Customer deposits	**36,483,113**	941,115
Digital currency inventory	**(50,587,192)**	(751,394)
Net cash used in operating activities	**(14,779,798)**	(2,425,203)
CASH FLOWS USED IN INVESTING ACTIVITIES		
Purchase of equipment	**(183,273)**	-
Purchase of intangible asset	**(181,464)**	-
Equity investment	**(200,000)**	-
Purchase of digital currencies	**(505,838)**	-
Net cash used in investing activities	**(1,070,575)**	-
CASH FLOWS FROM (USED IN) FINANCING ACTIVITIES		
Proceeds from issuance of common shares	**51,974,891**	1,950
Share subscriptions receivable	**(13,855)**	-
Purchase and cancellation of common shares	**-**	(34,450)
Share issue/repurchase costs	**(31,457)**	(515)
Lease payments	**(8,189)**	(47,555)
Net cash from (used in) financing activities	**51,921,390**	(80,570)
Change in cash for the period	**36,071,017**	(2,505,773)
Cash, beginning of period	**12,778,242**	4,283,133
Effect of foreign exchange on cash	**(2,797)**	8,937
Cash, end of period	**$ 48,846,462**	$ 1,786,297
Cash paid for interest or taxes	**$ -**	$ -

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

1. NATURE AND CONTINUANCE OF OPERATIONS

BIGG Digital Assets Inc. (formerly BIG Blockchain Intelligence Group Inc.) (the "Company" or "BIGG"), was incorporated on October 17, 2014 under the *Business Corporations Act* (British Columbia). On November 30, 2017, the Company acquired Blockchain Technology Group Inc. ("BTGI") through a reverse acquisition transaction. BTGI was incorporated under the *Business Corporations Act* (British Columbia) on May 31, 2010. On September 26, 2019, the Company changed its name to BIGG Digital Assets Inc. The Company's shares are traded on the Canadian Securities Exchange ("CSE") under the symbol "BIGG".

The Company's principal business activity is investing in products and companies within the cryptocurrency industry. It has two operating divisions which provide blockchain search products to large enterprises with significant data requirements in the financial and ecommerce sectors globally, and brokerage and exchange software to make the purchase and sale of cryptocurrency easily accessible to the mass consumer and investor with a focus on compliance and safety. The Company's head office and principal place of business is Suite 1220 - 1130 West Pender Street, Vancouver, BC, Canada.

In March 2020, the World Health Organization declared COVID-19 a global pandemic. This contagious disease outbreak and the related adverse public health developments have adversely affected workforces, economies, and financial markets globally, leading to an economic downturn. The impact on the Company has not been significant. Management continues to monitor the situation.

2. BASIS OF PRESENTATION

a) Statement of Compliance

These condensed consolidated interim financial statements, including comparatives, have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of interim financial statements, including IAS 34, Interim Financial Reporting. As a result, certain disclosures included in the annual financial statements prepared in accordance with IFRS have been condensed or omitted. Accordingly, these condensed consolidated interim financial statements should be read in conjunction with the Company's audited consolidated annual financial statements for the year ended December 31, 2020. In preparation of these condensed consolidated interim financial statements, the Company has consistently applied the same accounting policies as disclosed in note 3 to the audited consolidated annual financial statements for the year ended December 31, 2020.

These unaudited condensed consolidated interim financial statements were approved by the Board of Directors on August 23, 2021.

b) Basis of Measurement

These consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries Blockchain Technology Group Inc., 2140 Software Solutions Inc., BitRank Verification Services Inc., Dark Fibre Systems Inc., QLUE Forensic Systems Inc., CFC Digital Inc., BIG Blockchain Intelligence Group Inc. (Texas), 1208810 B.C. Ltd., Netcoins Inc., and NTC Holdings Corp. The accounts of the subsidiaries are included in the consolidated financial statements from the date that control commences until the date the control ceases. All significant intercompany transactions and balances have been eliminated upon consolidation.

3. RESTRICTED CASH AND SHORT TERM INVESTMENTS

At June 30, 2021, the Company held restricted cash of $82,500 (December 31, 2020 - $82,500) in a Guaranteed Investment Certificate (GIC), at an interest rate of 0.15% with a maturity date of August 17, 2021, pursuant to a demand operating facility agreement with the Toronto-Dominion Bank, to support Visa credit lines of $75,000.

Expressed in Canadian dollars

4. DIGITAL CURRENCY INVENTORY

The Company holds digital currencies as inventory as follows:

		June 30, 2021		December 31, 2020
Bitcoin	$	32,434,625	$	7,892,043
Ethereum		16,393,180		932,281
USDT		2,167,591		293,575
XRP		6,562,233		289,114
Other digital currencies		1,989,836		308,495
	$	59,547,465	$	9,715,508

During the period ended June 30, 2021, total proceeds from digital currency inventory sold were $606,500,064 and the total cost of digital currency inventory sold was $598,969,248 resulting in a net realized gain from digital currency sales of $7,530,816 (2020 - $354,256).

5. DIGITAL CURRENCIES

The Company holds digital currencies as investments as follows:

			Bitcoin	Solarcoin	Bitcoin Cash	Bitcoin Gold	Bitcoin SV	Lumen	USDT	Other
Balance, December 31, 2019	$	952,594	100.92	25,916.45	22.00	25.20	24.96	524.93	-	-
Digital currencies purchased or received(i)		1,013,193	41.39	-	-	-	-	-	-	-
Traded for cash(ii)		(580,250)	(38.56)	-	(0.53)	-	-	-	-	-
Used for research and development(iii)		(5,010)	(0.53)	-	-	-	-	(0.53)	-	-
Gain on sale of digital currencies (iv)		31,092	-	-	-	-	-	-	-	-
Revaluation of digital currencies (iv)		2,415,384	-	-	-	-	-	-	-	-
Balance, December 31, 2020	$	3,827,003	103.22	25,916.45	21.47	25.20	24.96	524.40	-	-
Digital currencies purchased or received(i)		7,014,588	131.95	-	0.02	-	19.00	-	1,883.43	5.56
Traded for cash(ii)		(5,864,404)	(120.07)	-	-	-	-	-	-	-
Used for research and development(iii)		-	-	-	-	-	-	-	(1,058.43)	-
Gain on sale of digital currencies (iv)		-	-	-	-	-	-	-	-	-
Revaluation of digital currencies (iv)		47,006	-	-	-	-	-	-	-	-
Balance, June 30, 2021	$	5,024,193	115.10	25,916.45	21.49	25.20	43.96	524.40	825.00	5.56

(i) During the period ended June 30, 2021, the Company purchased or received 131.95 Bitcoin valued at $7,006,165 (2019 - Nil), 19.01 Bitcoin SV valued at $ 6,023 (2019 - Nil) and 1,883.43 USDT valued at $2,400 (2019 – Nil)

(ii) During the period ended June 30, 2021, the Company transferred an aggregate 120.07 Bitcoin valued at $5,863,119 (2019 - Nil) to its Netcoins operations. It further disposed of 0.01 BTC valued at $211 and 1,058.43 USDT valued at $1,074 (2019 – Nil).

(iii) During the period ended June 30, 2021, the Company did not use any digital currencies for research and development testing.

(iv) Digital currencies held are revalued each reporting period based on the fair market value of the price of the digital currencies on the reporting date. As at June 30, 2021, a revaluation gain of $47,006 (2020 - $317,150) was recorded. Of this gain, $5,934 was recorded as a gain in the net income, which offset revaluation losses recorded in prior years, $205,257 was recorded as foreign exchange loss and the remaining $246,329 was recorded to other comprehensive income.

Expressed in Canadian dollars

6. EQUITY INVESTMENT

During the period ended June 30, 2021, the Company acquired an aggregate 500,000 common shares of Defi Ventures Inc. at a total cost of $200,000. Defi Ventures Inc. is a private Canadian controlled entity involved in decentralized finance.

7. INTANGIBLE ASSETS

	LMS Platform	Netcoins App	Netcoins.com	Total
Cost				
December 31, 2018	$ 129,972	$ -	$ -	$ 129,972
Additions through acquisition	-	882,000	-	882,000
December 31, 2020 and 2019	129,972	882,000	-	1,011,972
Additions	-	-	181,464	181,464
June 30, 2021, December 31, 2020 and 2019	129,972	882,000	181,464	1,193,436
Amortization				
December 31, 2019	46,935	122,500	-	169,435
Additions	43,324	294,000	-	337,324
December 31, 2020	90,259	416,500	-	506,759
Additions	21,662	147,000	4,971	173,633
June 30, 2021	111,921	563,500	4,971	680,392
December 31, 2020	$ 39,713	$ 465,500	$ -	$ 842,537
June 30, 2021	$ 18,051	$ 318,500	$ 176,493	$ 513,044

During the year ended December 31, 2018, the Company recognized $129,972 as an intangible asset comprised of the development costs of its learning management system (LMS) online content, which will be amortized on a straight-line basis over a period of three years representing the estimated useful life of the intangible asset.

During the year ended December 31, 2019, the Company recognized $882,000 as an intangible asset comprising the Netcoins App upon the acquisition of Netcoins Inc. The Netcoins App will be amortized on a straight-line basis over a period of three years representing the estimated useful life of the intangible asset.

During the period ended June 30, 2021, the Company recognized $181,464 as an intangible asset comprising the Netcoins.com domain, was acquired from a third-party, which will be amortized on a straight-line basis over a period of five years representing the estimated useful life of the intangible asset.

8. ACQUISITION OF NETCOINS

On August 1, 2019, the Company acquired 100% of the issued and outstanding shares of Netcoins Inc., NTC Holdings Corp. and NTC Holdings USA Corp., (hereinafter referred to as "Netcoins") through its wholly-owned subsidiary 1208810 B.C. Ltd. (the "Acquisition") by issuing 37,500,000 common shares. The common shares were valued at the market price per common share on the close date of the Acquisition.

The Company has determined the Acquisition is a business combination as the assets acquired and liabilities assumed constitute a business. The Acquisition was accounted for using the acquisition method of accounting, whereby the assets acquired and the liabilities assumed were recorded at their estimated fair value at the acquisition date.

Expressed in Canadian dollars

8. ACQUISITION OF NETCOINS (cont'd…)

The Company applied a cost approach, specifically a historical cost approach, for measuring the fair value of the Netcoins App. This valuation method used the historical costs of development related to the development and enhancement of the Netcoins App.

Details of the purchase consideration, the fair value of the net assets acquired and goodwill are as follows:

Purchase consideration:	
37,500,000 common shares issued at $0.075 per share	$ 2,812,500
Fair value of assets and liabilities acquired:	
Cash and cash equivalents	839,054
Amounts receivable	45,218
Digital currency inventory	147,304
Prepaids	8,202
Right-of-use-asset	126,842
Equipment	79,621
Intangible asset - Netcoins App	882,000
Accounts payable and accrued liabilities	(20,788)
Customer deposits	(239,962)
Lease liability	(126,842)
Identifiable net assets acquired	1,740,649
Goodwill	1,071,851
	$ 2,812,500

The resulting goodwill is attributable to the workforce and the highly specialized nature of the acquired business and is not deductible for tax purposes.

9. RIGHT-OF-USE ASSET

At June 30, 2021, the right-of-use asset is an office lease entered into by the Company commencing March 1, 2021, which terminates on February 29, 2024. The right-of-use asset is amortized over the shorter of the asset's useful life and the lease term on a straight-line basis.

	Office Operating Lease
Balance at December 31, 2020	$ -
Additions	81,475
Amortization	(10,507)
Balance at June 30, 2021	$ 70,968

10. LEASE LIABILITIES

Lease liabilities are recorded as follows:

	Office Operating Lease
Balance at December 31, 2020	$ -
Additions	81,475
Lease payments	(8,188)
Interest expense on lease liability	-
Balance at June 30 2021	$ 73,287
Non-current	$ 49,075
Current	$ 24,212

Expressed in Canadian dollars

11. EQUIPMENT

Cost	**Total**
Balance at December 31, 2019	**$ 1,072,182**
Additions	16,437
Disposals	(25,541)
Balance at December 31, 2020	**$ 1,063,078**
Additions	183,273
Disposals	-
Balance at June 30, 2021	**$ 1,246,351**
Depreciation	
Balance at December 31, 2019	**$ 595,756**
Additions through acquisition	-
Depreciation for the period	305,084
Balance at December 31, 2020	**$ 900,840**
Disposals	-
Depreciation for the period	111,794
Balance at June 30, 2021	**$ 1,012,634**
Carrying amounts	
At December 31, 2020	**$ 162,238**
At June 30, 2021	**$ 233,717**

12. SHARE CAPITAL

Authorized share capital

Unlimited number of common shares and preferred shares, without par value

Share Issuances

2021 and 2020

During the period ended June 30, 2021, the Company:

(i) issued an aggregate 3,861,153 common shares upon the exercise of options for gross proceeds of $417,074;

(ii) issued an aggregate 25,815,487 common shares upon the exercise of share purchase warrants for gross proceeds of $11,762,854, with $13,855 recorded as share subscriptions receivable at June 30, 2021 and received subsequently;

(iii) closed a bought deal short-form prospectus offering for gross aggregate proceeds of $13,797,378, including the subsequent partial exercise of the over-allotment option. A total of 27,594,500 units were issued, with each unit comprising one common share and one one-half share purchase warrant. Each full warrant entitles the holder thereof to acquire one additional common share of the Company at a price of $0.70 for a period of 24 months from closing of the offering. The units issued under the offering were offered by way of a short form prospectus dated January 21, 2021 filed in each of the provinces of Canada (other than Québec). The offering was conducted by a syndicate of underwriters led by PI Financial Corp. and included Canaccord Genuity Corp. and Echelon Wealth Partners (collectively, the “Underwriters”). The Underwriters received cash fees of $827,843, equal to 6% of the gross proceeds of the offering. The Company also paid the Underwriters other related expenses of $66,688; and

Expressed in Canadian dollars

12. SHARE CAPITAL (cont'd…)

Share Issuances (cont'd…)

2021 and 2020 (cont'd…)

(iv) closed a second bought deal public offering, via a syndicate of underwriters led by PI Financial Corp. and including Canaccord Genuity Corp., and Echelon Wealth Partners, pursuant to which the underwriters purchased 13,800,000 units of the Company at a price of $2.10 per unit for gross proceeds of $28,980,000. Each unit was comprised of one common share and one-half common share purchase warrant. Each full warrant entitles the holder thereof to purchase one additional common share at a price of $2.70 for a period of 24 months following the closing of the offering. The units were offered by way of short form prospectus in each of the provinces of Canada (other than Quebec). The Underwriters received cash fees of $1,738,800, equal to 6% of the gross proceeds of the offering. The Company also paid the Underwriters other related expenses of $88,006.

During the period ended June 30, 2020 a total of 24,375 common shares were issued upon the exercise of Agent's options for gross proceeds of $1,950.

Repurchase and cancellation of common shares

Pursuant to the policies of the Canadian Securities Exchange (CSE), the Company may be permitted from time to time to repurchase its own common shares for cancellation under a NCIB. Under a NCIB program the Company may, if considered advisable, purchase the common shares through the facilities of the CSE and/or alternative trading systems at the market price, from time to time over a period of 12 months, but shall not, in any event, exceed 5% of the issued and outstanding shares.

On October 10, 2019, the Company announced its intention to acquire for cancellation up to an aggregate $500,000 worth of existing common shares of the Company. The Company was able to acquire up to 7,150,679 common shares, representing 5% of the issued and outstanding shares, for cancellation over a 12-month period commencing on October 16, 2019 and ending on the earlier of the date on which purchases under the bid were completed or on October 15, 2020.

During the period from the commencement of the NCIB on October 10, 2019 to December 31, 2019, the Company repurchased 4,721,000 common shares for an aggregate price of $222,458 and incurred net costs of $766 related to the repurchase of the common shares. All 4,721,000 common shares were cancelled as of December 31, 2019.

During the initial three months of fiscal 2020, the Company repurchased 720,000 common shares for an aggregate price of $34,450 and incurred net costs of $450 related to the repurchase of these common shares. All 720,000 common shares were cancelled as of September 30, 2020.

Share purchase warrants

The Company may issue share purchase warrants to acquire its common shares either in combination with share offerings, or on a stand-alone basis to its consultants and advisors. The terms of warrants issued are determined by the Company's Board of Directors.

Share purchase warrant transactions are summarized for the six months ended June 30, 2021 and the year ended December 31, 2020.

	For the Six Months Ended June 30, 2021		**For the Year Ended December 31, 2020**	
	Number of Warrants	Weighted Average Exercise Price	Number of Warrants	Weighted Average Exercise Price
Opening balance	17,889,238	$ 0.29	1,704,650	$ 0.21
Issued	20,700,000	1.37	18,434,238	0.29
Exercised	(23,806,214)	0.48	(545,000)	0.30
Expired	-	-	(1,704,650)	0.21
Ending balance	14,783,024	$ 1.49	17,889,238	$ 0.29
Warrants exercisable	14,783,024	$ 1.49	17,889,238	$ 0.29

Expressed in Canadian dollars

12. SHARE CAPITAL (cont'd…)

Share purchase warrants (cont'd…)

As at June 30, 2021 and December 31, 2020 the following share purchase warrants were outstanding:

	Expiry Date	Exercise Price	June 30, 2021	December 31, 2020	Weighted Average Remaining Contractual Life
Warrants	September 17, 2022	$ 0.27	2,396,739	2,396,739	1.22 years
Warrants	November 30, 2022	$ 0.30	1,895,203	13,830,000	1.42 years
Broker Warrants	November 30, 2022	$ 0.24	498,282	1,662,499	1.42 years
Warrants	January 28, 2023	$ 0.70	1,364,800	-	1.58 years
Warrants	February 5, 2023	$ 0.70	1,800,000	-	1.60 years
Warrants	April 16, 2023	$ 2.70	6,828,000	-	1.79 years
			14,783,024	17,889,238	

Performance-based share purchase warrants

On May 31, 2016, the Company granted an aggregate 12,000,000 performance warrants to directors, officers and employees at an exercise price of $0.15 per share with an expiration date of December 31, 2022.

On July 25, 2017, the number of issued and outstanding performance warrants was increased from 12,000,000 to 13,000,000 and the terms were amended by reducing the exercise prices from $0.15 to a range of Nil to $0.01 per share for the first three tranches comprised of 8,000,000 performance warrants and from $0.15 to $0.07 per share for the final two tranches comprised of 5,000,000 performance warrants.

On November 16, 2017, the exercise prices for the first three tranches comprising an aggregate 8,000,000 performance warrants were amended from a range of Nil to $0.01 to Nil to $0.02 per share. Prior to completion of the reverse take-over transaction (the "Transaction") a total of 5,500,000 performance warrants were exercised for proceeds of $110,000.

Upon closing of the Transaction, each outstanding performance warrant of BTGI became exercisable into the number of common shares of the Company based on the exchange ratio of 1.3395 and the exercise price of each outstanding performance warrant was decreased by the same exchange ratio. A total of 2,500,000 performance warrants were converted into 3,348,750 common shares of the Company for no further consideration.

The performance warrants are subject to vesting upon the achievement of certain milestones by certain dates, as set out below:

	Milestone	On or before	No. of Performance Warrants	Exercise price of vested Performance Warrants	No. of Performance Warrants vested	No. of Performance Warrants exercised
1	Upon completion of product - QLUE 1.0	December 31, 2016	3,348,750	$ 0.01	3,348,750	3,348,750
2	Upon filing of software patent	June 30, 2017	3,348,750	$ 0.01	3,348,750	3,348,750
3	Upon signing of first government contract	August 31, 2017	4,018,500	Nil	4,018,500	4,018,500
4	Upon completion of BitRank product	October 31, 2017	2,679,000	$ 0.05	2,679,000	1,401,850
5	Upon completion of global network	December 31, 2017	4,018,500	$ 0.05	4,018,500	517,900
			17,413,500		17,413,500	12,635,750

Expressed in Canadian dollars

12. SHARE CAPITAL (cont'd…)

Stock options

The Company adopted an incentive stock option plan (the "Option Plan") which provides that the Board of Directors of the Company may from time to time, in its discretion, grant to directors, officers, employees and consultants to the Company, non-transferable options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares. Such options will be exercisable for a period of up to ten years from the date of grant. Vesting terms will be determined at the time of grant by the Board of Directors.

Stock option transactions are summarized for the six months ended June 30, 2021 and year ended December 31, 2020. At closing of the reverse acquisition transaction on November 30, 2017, each outstanding stock option of BTGI became exercisable into the number of common shares of the Company based on the exchange ratio of 1.3395 on the Transaction and the exercise price of each outstanding stock option was decreased by the same exchange ratio. The number of stock options outstanding and the exercise prices have been adjusted retrospectively to show the effect of this adjustment.

	For the Six Months ended June 30, 2021		**For the Year ended December 31, 2020**	
	Number of Options	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
Opening balance	12,046,926	$ 0.14	11,766,701	$ 0.14
Granted	8,495,000	1.07	2,231,605	0.14
Exercised	(3,861,153)	0.11	(392,500)	0.11
Expired	(158,750)	0.12	(1,383,880)	0.20
Forfeited/cancelled	(90,000)	0.75	(175,000)	0.08
Ending balance	16,432,023	$ 0.62	12,046,926	$ 0.14
Options exercisable	7,777,023	$ 0.13	11,313,176	$ 0.14

Weighted Average Exercise Price	**Expiry Date**	**Number Outstanding**	**Number Exercisable**	**Weighted Average Remaining Contractual Life**
$ 0.15	February 1, 2022	803,700	803,700	0.59 years
$ 0.19	August 7, 2022	88,950	88,950	1.10 years
$ 0.19	October 11, 2022	211,791	211,791	1.28 years
$ 0.26	October 19, 2022	1,038,582	1,038,582	1.30 years
$ 0.20	September 12, 2023	1,205,250	1,205,250	2.20 years
$ 0.10	December 20, 2023	200,000	200,000	2.47 years
$ 0.08	August 8, 2024	2,250,000	2,000,000	3.11 years
$ 0.08	August 13, 2024	828,750	828,750	3.12 years
$ 0.08	January 14, 2025	440,000	440,000	3.55 years
$ 0.08	July 27, 2025	960,000	960,000	4.08 years
$ 0.75	February 5, 2026	5,960,000	-	4.61 years
$ 1.75	March 3, 2026	2,200,000	-	4.68 years
$ 3.00	April 22, 2026	245,000	-	4.81 years
		16,432,023	7,777,023	

Expressed in Canadian dollars

12. SHARE CAPITAL (cont'd…)

Share-based compensation

During the six-month period ended June 30, 2021, the Company recorded share-based compensation totaling $3,587,417 (2020 - $71,718) in relation to the stock options, which was expensed as share-based compensation in operations.

The fair value of stock options was estimated on the measurement date using the Black-Scholes option-pricing model and amortized over the vesting period of the underlying options. The assumptions used to calculate the fair value were as follows:

	For the Six Months Ended June 30, 2021	Year Ended December 31, 2020
Share price at measurement date	$0.65 to $2.56	$0.04 to $0.13
Risk-free interest rate	0.48 to 0.93%	0.35 to 1.59%
Exercise Price	$0.75 to $3.00	$0.08 to $0.20
Expected life of options	5 years	5 years
Expected volatility	140 - 143%	197 – 232 %
Forfeiture rate	Nil	Nil
Dividend yield	Nil	Nil

13. RELATED PARTY TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities.

Key Management Compensation

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include the Company's executive officers and Board of Director members.

	For the Six Months ended June 30, 2021	2020
Consulting fees	$ -	$ 17,500
Director's fees	38,699	9,197
Wages and benefits	997,501	512,790
Share-based compensation	853,347	7,600
Total	$ 1,889,547	$ 547,087
Accounts payable due to related parties	$ 16,525	$ 26,508
Customer Deposits held on Netcoins App	$ 51,814	$ 27,899

14. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

As at June 30, 2021, the Company's financial instruments are comprised of cash and restricted cash, accounts payable, customer deposits and lease liability. The fair value of accounts payable approximate their carrying values due to their short-term maturity. Fair values of financial instruments are classified in a fair value hierarchy based on the inputs used to determine fair values. The levels of the fair value hierarchy are as follows:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
Level 3 – Inputs that are not based on observable market data (unobservable inputs).

14. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (cont'd…)

As at June 30, 2021, the fair value of cash and restricted cash held by the Company was based on Level 1 of the fair value hierarchy. Digital currency assets are measured using level two fair values, determined by taking the rate from www.coinmarketcap.com.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company has no significant concentration of credit risk arising from operations. The Company has cash balances but no interest-bearing debt. The Company's maximum exposure to credit risk at the reporting date is the carrying value of cash and cash equivalents, cash on deposit with fiat to cryptocurrency exchanges, and restricted cash. The Company's current policy is to invest excess cash in variable interest investment-grade demand deposit certificates issued by financial institutions with which it keeps its bank accounts and management believes the risk to be remote. Credit risk associated with digital currencies proceeds collected by vendors on behalf of the Company is limited as transactions are usually settled within 1 to 15 days. The Company's credit risk has not changed significantly from the prior year.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company manages liquidity risk by ensuring that it has sufficient cash and other financial resources available to meet its short-term obligations. The Company forecasts cash flows for a period of twelve months to identify financial requirements. These requirements are met by accessing financing through private placements.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, commodity prices and equity prices.

i. Interest rate risk

   Interest rate risk arises from changes in market rates of interest that could adversely affect the Company. The Company currently has no interest-bearing financial instruments other than cash, so its exposure to interest rate risk is insignificant.

ii. Foreign currency risk

   Foreign currency risk arises from fluctuations in foreign currencies versus the Canadian dollar that could adversely affect reported balances and transactions denominated in those currencies. The Company currently has investment assets, some liabilities and revenue or expenses denominated in a foreign currency, so is exposed to foreign currency risk.

iii. Commodity and equity price risk

   Commodity and equity price risk arises from market fluctuations in commodity and equity prices that could adversely affect the Company's operations. The Company's current exposure to equity price risk is limited to declines in the values and volumes including those of its own equity shares, which could impede its ability to raise additional funds when required.

Digital currencies risk

Digital asset prices are affected by various forces including global supply and demand, interest rates, exchange rates, inflation or deflation and the global political and economic conditions. The profitability of the Company is directly related to the current and future market price of digital assets. In addition, the Company may not be able liquidate its digital currency inventory at its desired price if required. A decline in the market prices for digital assets could negatively impact the Company's future operations. The Company has not hedged the conversion of any of its sales of digital assets. Digital assets have a limited history and the fair value historically has been very volatile. Historical performance of digital assets is not indicative of their future price performance.

Expressed in Canadian dollars

15. CAPITAL MANAGEMENT

The Company includes all components of equity in the definition of capital. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its blockchain technology and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust capital structure, the Company may consider issuing new shares, and/or issue debt, acquire or dispose of assets, or adjust the amount of cash and investments on hand. The Company is not currently subject to any externally imposed capital requirements.

The Company has been dependent upon external financings to fund activities. Until such time as it begins to generate revenue, in order to carry out planned expenditures and pay for administrative costs the Company will spend its existing working capital and may seek to raise additional funds as needed.

In order to maximize ongoing development efforts, the Company does not pay out dividends. The Company's investment policy is to keep its cash on deposit in interest bearing Canadian chartered bank accounts. Some cash is kept on deposit with fiat to cryptocurrency exchanges in order to facilitate the Company's business. There have been no significant changes to the Company's approach to capital management during the period ended June 30, 2021.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

16. CONTINGENT LIABILITIES

During the period ended June 30, 2021, the Company had two legal claims filed against it by former employees:

a) Ms. Robin Martin (the "Complainant") filed a complaint against the Company with the BC Human Rights Tribunal claiming discrimination contrary to the Human Rights Code: Employment (S.13): Physical Disability. Ms. Martin is seeking the following remedies: (a) a declaration that the Company's is in contravention of the Human Rights Code; (b) an order for the reinstatement of Ms. Martin's employment; (c) alternately, an order for damages in compensation for Ms. Martin's lost wages and benefits, and injury to dignity; and (d) such other relief as may be advised by the Tribunal at the hearing. An early settlement meeting was held in August 2020; however, a resolution was not reached. A meeting date will be set by the Tribunal, which is expected to be in Fall 2021.

b) On October 28, 2019, the Company received Notice of Civil Claim in the Supreme Court of British Columbia by Mr. Marty Anstey, the Company's former CTO, alleging constructive dismissal. The claimant has claimed $450,000 in damages. The claim is being contested by the Company.

The Company believes that neither claim has merit and will vigorously defend against the claims. No provision has been recognized in respect to these claims as there is no present obligation and the probability of settlement cannot be determined.

17. SEGMENTED INFORMATION

The Company operates two business segments: blockchain technology development and digital currency sales via the Netcoins App. The parent entity manages the two business segments and activities associated with the Company being a public company.

The summarized financial information for the Company's business segments is as follows:

	For the Six Months ended June 30,					
	2021			2020		
	Parent	**Blockchain**	**Netcoins**	**Parent**	**Blockchain**	**Netcoins**
Total assets	**$ 28,841,890**	**$ 4,281,797**	**$ 85,400,077**	$ 2,733,365	$ 2,146,545	$2,643,086
Total liabilities	**535,930**	**266,537**	**50,570,638**	137,804	253,262	1,228,185
Total revenue	**-**	**689,020**	**7,530,816**	-	484,241	374,256
Net loss	**(5,351,698)**	**(778,156)**	**2,088,564**	(821,057)	(1,195,549)	(195,955)

18. SUBSEQUENT EVENTS

Subsequent to June 30, 2021 the Company;

a) acquired 70,062 shares of Series A preferred stock in ZenLedger,Inc. at a cost of USD$199,999 (CAD$251,859). ZenLedger, Inc., a US-based company, is a leading cryptocurrency tax platform;

b) engaged Adelaide Capital Markets Inc. ("Adelaide"), a full-service investor relations firm for a term of 6 months at a cost of $8,000 per month. In addition, Adelaide received a grant of 25,000 stock options priced at $1.40 exercisable for a up to two years, subject to vesting provisions over six months;

c) granted 2,675,000 incentive stock options to directors, officers, employees and consultants exercisable at a price of $1.40, for a period of up to five years and subject to vesting provisions over a period of 24 months; and,

d) received proceeds of $222,290 from the exercise of 1,152,041 stock options priced between $0.08 and $0.20, and $24,735 from the exercise of 99,229 share purchase warrants priced between $0.24 and $0.70.

SCHEDULE B

SUPPLEMENTARY INFORMATION

[omitted]

SCHEDULE C

MANAGEMENT DISCUSSION AND ANALYSIS

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This Management Discussion and Analysis ("MD&A") of BIGG Digital Assets Inc. (the "Company" or "BIGG") provides analysis of the Company's financial results for the three and six months ended June 30, 2021 and should be read in conjunction with the Company's unaudited condensed consolidated interim financial statements and the notes thereto for the three month and six period ended June 30, 2021 and the audited consolidated financial statements and notes thereto for the year ended December 31, 2020, which are available on SEDAR at www.sedar.com.

The June 30, 2021 financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to the preparation of interim financial statements. The Company's significant accounting policies are the same as those applied in the Company's annual financial statements as at and for the year ended December 31, 2020, unless as otherwise provided for in the financial statements. All amounts are expressed in Canadian dollars, unless otherwise stated.

This MD&A is current as at August 23, 2021, the date of preparation, and includes certain statements that may be deemed "forward-looking statements". We direct investors to the sections "Forward-Looking Statements" and "Risk and Uncertainties" included within this MD&A.

Additional information relating to BIGG is available on the SEDAR website at www.sedar.com and on the Company's website at www.biggdigitalassets.com.

NATURE OF BUSINESS

BIGG Digital Assets Inc. is dedicated to the digital assets and blockchain technology industry. It has two operating business segments: blockchain technology development and digital currency sales brokerage.

The Company's global blockchain search and analytics operations focus specifically on crypto investigations and managing financial risk. With the exponential growth of digital currency, the global marketplace must navigate increased risks and regulatory compliance. BIGG's mission is to bring digital currency mainstream - by providing trust and real-time risk evaluation through its language agnostic proprietary platforms. The Company offers business, government and law enforcement clients a suite of forensic solutions, advanced analytics and risk-scoring capabilities to meet security needs and the growth of the digital currency marketplace.

On August 1, 2019, BIGG acquired Netcoins Inc., NTC Holdings Corp. and NTC Holdings USA Corp. (together referred to as "Netcoins") in exchange for 37,500,000 common shares issued from its treasury. (see "Netcoins Acquisition" below). Netcoins is in the business of developing software to make the purchase and sale of digital currency easily accessible to the mass consumer and investor through brokerage services. Netcoins enables crypto transactions a self-serve crypto purchase portal and an Over-The-Counter (OTC) trading desk. The business of BIGG and Netcoins are highly complementary, and this acquisition is expected to create value for shareholders in both the near and long-term. It has offered BIGG an opportunity to step into the world of digital currency trading, in an immediately operational capacity.

BIGG Digital Assets Inc. was incorporated under the *Business Corporations Act* (British Columbia) on October 17, 2014 under the name Ameri-can Agri Co. Inc., which was subsequently changed to Acana Capital Corp. ("Acana"). On November 30, 2017, the Company acquired Blockchain Technology Group Inc. ("BTGI") through a reverse acquisition transaction ("RTO" or "Transaction") through the closing of a Share Exchange Agreement (the "SEA") dated September 14, 2017. BTGI, now along with Netcoins, is the continuing business of the Company.

On September 26, 2019, the Company changed its name to BIGG Digital Assets Inc. to better reflect its planned future growth and existing businesses.

At June 30, 2021, the Company had not yet achieved profitable operations, had experienced significant losses and negative cash flows from operations since inception, and has a deficit of $41,031,946 (December 31, 2020 - $36,999,656). It may incur further losses in the development of its business. The continued operations of the Company are dependent on continued support from its directors, and its ability to achieve and maintain profitable operations and positive cash flows from operations in the future.

BUSINESS OVERVIEW

BIGG Digital Assets Inc. believes the future of crypto is a safe, compliant, and regulated environment. BIGG invests in products and companies to support this vision.

BTGI's has developed a blockchain-agnostic search and analytics engine, QLUE™, enabling Law Enforcement, RegTech, Regulators and Government Agencies to visually track, trace and monitor digital currencies transactions at a forensic level. Our commercial product, BitRank Verified®, offers a "risk score" for digital currencies, enabling RegTech, banks, ATMs, exchanges, and retailers to meet traditional regulatory/compliance requirements. Both utilize the blockchain, which is fundamentally a digital ledger of transactions with unique characteristics designed to create records that are secure, reliable, transparent, and accessible. In late 2018, BTGI launched its Certified Cryptocurrency Investigator (CCI) designation program (https://www.cryptoinvestigatortraining.com/). Students are taught how to track, trace and investigate cryptocurrency transactions and/or crimes through a 5 module program, taking 8 hours of study.

QLUE™ enables Law Enforcement, RegTech, regulators and government agencies to literally "follow the virtual money". Investigators are able to quickly and visually trace, track and monitor transactions in their fight against terrorist financing, human trafficking, drug trafficking, weapons trafficking, child pornography, corruption, bribery, money laundering, and other cyber crimes. Initially built around Bitcoin, BTGI has more recently incorporated Ethereum, Bitcoin Cash, ERC20, and Litecoin.

Netcoins was acquired in August 2019, expanding the Company's footprint in the digital assets industry. Netcoins develops brokerage and exchange software to make the purchase and sale of digital currency easily accessible to the mass consumer and investor with a focus on compliance and safety.

Netcoins Acquisition

On August 1, 2019, the Company acquired 100% ownership of Netcoins Inc., NTC Holdings Corp. and NTC Holdings USA Corp. (together referred to as "Netcoins") by issuing 37,500,000 of its common shares. The acquisition was recognized as a business combination, under IFRS 3 *Business Combinations* ("IFRS 3"), as the assets acquired and liabilities assumed constitute a business. The transaction was accounted for using the acquisition method of accounting whereby the assets acquired and the liabilities assumed were recorded at their estimated fair value at the acquisition date.

Details of the purchase consideration, the fair value of the net assets acquired and goodwill are as follows:

Purchase consideration:	
37,500,000 common shares issued at $0.075 per share	$ 2,812,500
Assets and liabilities recognized as a result of the acquisition:	
Cash and cash equivalents	839,054
Amounts receivable	45,218
Digital currency inventory	147,304
Prepaids	8,202
Right-of-use-asset	126,842
Equipment	79,621
Intangible asset – Netcoins App	882,000
Accounts payable and accrued liabilities	(20,788)
Customer deposits	(239,962)
Lease liability	(126,842)
Identifiable net assets acquired	1,740,649
Goodwill	1,071,851
	$ 2,812,500

The Company applied a cost approach, specifically a historical cost approach, for measuring the fair value of the Netcoins App. This valuation method used historical costs of development related to the development and enhancement of the Netcoins App.

The goodwill is attributable to the workforce and the highly specialized nature of the acquired business and is not deductible for tax purposes.

RESULTS OF OPERATIONS

We are continuing to build out our core businesses - resulting in greater customer traction and higher on-boarding numbers.

Both business segments made significant strides during 2020, focused on excelling at delivering quality products and services. We are seeking to meet the needs of customers today, as well as anticipating their future needs in the ever-changing landscape of the digital assets industry.

Q2 2021 Highlights

Netcoins operations:

- Netcoins revenues increased by 24% during the quarter with a margin rate of 1.2%, resulting in a year-over-year (YoY) growth rate of 2026%
- Active Users reached ~19,000 during Q2 2021, growing 40% quarter-over-quarter (QoQ) and 1880% YoY
- Continued to grow the team – increasing customer support from 4 to 12 people and hired a VP of Finance and Assistant Controller to work directly with the Netcoins team
- Launched native mobile apps for both Android and iOS
- Ramped up marketing across all channels, including radio and television
- Continued to work with Canadian regulators to obtain a Restricted Dealer License
- Engaged Cogent Law Group to lead us through licensing and expansion into the United States

BTGI operations:

- BTGI revenues increased by 26% during the quarter with a margin rate of 87%, resulting in a year-over-year (YoY) growth rate of 37%
- Continued performance enhancements were made to BTGI's products
    - launched the Ethereum ERC-20 explorer in our Compliance Suite, with powerful filtering and visibility tools
    - launched several enhancements to our explorer graph, including better cluster visualization and high definition export of graphs
    - completed BTC, BCH and BSV support on the investigation graph
    - commenced Ethereum support
    - redesigned the Compliance Suite dashboard
- Improvements made to our data management software with an emphasis placed on data integrity and auditing

Restricted Dealer License Application

BIGG strongly believes the future of crypto is a safe, compliant, and regulated environment.

On September 30, 2020, the Company applied for registration with the British Columbia Securities Commission (the "BCSC") and other provincial and territorial securities regulators and the Canadian Securities Administrators (the "CSA") regulatory sandbox to allow Netcoins to operate as a regulated open-loop crypto asset trading platform. Specifically, Netcoins is seeking to be registered as a Restricted Dealer, to sell crypto as a regulated market participant, in all provinces and territories in Canada and has applied for certain exemptive relief in connection with that registration. The application is currently under review by the BCSC, and the other provincial and territorial securities regulators. The terms and conditions of Netcoins' registration may require the firm to be registered as an investment dealer and member of the Investment Industry Regulatory Organization of Canada ("IIROC") as described in the recently published guidance in the joint CSA/IIROC Staff Notice 21-329 Guidance for Crypto-Asset Trading Platforms: Compliance with Regulatory Requirements.

On September 30, 2020, Netcoins also applied to the Autorité des marchés financiers (the "AMF") to register as a derivatives dealer in Quebec. The application is currently under review by the AMF. 6

On April 9, 2021, BIGG provided an undertaking to the OSC that until Netcoins is registered in Ontario under the *Securities Act* (Ontario), BIGG will not conduct any further public financings from Ontario investors, and if Netcoins is not registered in Ontario under the *Securities Act* (Ontario) by September 30, 2021, it will not permit Ontario residents to open any new accounts and existing Ontario clients would only be permitted to sell existing positions.

Custody and Safeguarding of Digital Currencies

Netcoins has made safeguarding and custody of customer assets a priority, and has dedicated significant time and resources to evaluating third-party custody providers to ensure the solution offered through Netcoins provides the most integrity and security to its customers.

Netcoins does not maintain custody of (or otherwise hold) crypto assets owned by customers. Netcoins currently works with Paradiso Ventures Inc. o/a Balance ("Balance") which acts as a third-party custodian of Tether and QCAD and provides hot wallet custodian services for Ether. BitGo Trust Company, Inc. ("BitGo") acts as the third-party custodian for all other crypto assets (including providing cold wallet custodian services for Ether). Both Balance and BitGo are solely responsible for holding and safeguarding the crypto assets. Neither Balance nor BitGo acts as a payment processor in connection with their custodian service arrangements with Netcoins.

BitGo is a trust company organized under the laws of the State of South Dakota and regulated as a trust company by the Division of Banking in South Dakota. BitGo has not appointed any sub-custodian to hold any of the crypto assets. Approximately 98% of the crypto assets are currently held through BitGo. All of the Company's long-term Bitcoin investment holdings are held in cold storage with BitGo. The Company plans on moving the remaining crypto assets from Balance to BitGo during 2021, and the decision to transfer custodianship to BitGo was made based on the Company's due diligence on BitGo, as outlined below. Completion of the migration to BitGo has been delayed due to congestion on the Ether network and high costs associated with setting up new wallets with smart contracts.

Both Balance and BitGo provide insured wallet management and custody solutions for a variety of digital assets. BitGo maintains a comprehensive insurance policy for digital assets covering $100 million in losses for crypto assets held in cold storage and in hot wallets, including the assets owned by Netcoins' customers. BitGo is not responsible for any losses resulting from inaccurate instructions and the Company is responsible for maintaining adequate security and control of any and all keys, IDs, passwords, hints, personal identification numbers, non-custodial wallet keys, API keys, yubikeys, 2-factor authentication devices or backups, or any other codes that the Company uses to access BitGo. Furthermore, BitGo is not responsible for any damage or interruptions caused by any computer viruses, spyware, scareware, Trojan horses, worms or other malware that may affect the Company's computer or other equipment, or any phishing, spoofing or other attack, unless such damage or interruption directly resulted from BitGo's gross negligence, fraud, or willful misconduct. There are no limitations on liability if BitGo breaches its confidentiality obligations or if any damage or interruptions directly result from BitGo's gross negligence, fraud, or willful misconduct. All other damages are limited to the fees paid to BitGo within the twelve-month period preceding the incident giving rise to such liability.

The due diligence process for BitGo included the following:

- Review of SOC 2 Type 2 report and certification (System and Organization Controls Report Relevant to Security conducted by Deloitte for the periods from December 1, 2018 to November 30, 2019 and December 1, 2019 to September 30, 2020).
- Review of BitGo's comprehensive insurance policy for digital assets which currently covers $100 million in losses for funds held in cold storage, includes a set of corporate insurance policies, and optional hot wallet insurance.
- Confirmation that BitGo will hold all crypto assets in trust for customers of Netcoins in an omnibus account in the name of Netcoins, and separate and distinct from the assets of Netcoins and all of BitGo's other clients.
- Review of BitGo systems that permit Netcoins to generate a unique address for each customer account so it can track who sent the funds in, and which account to credit. When a customer sends funds, it creates a new BitGo sub-account, which feeds into one main account which is in the name of Netcoins. Once a customer account is funded with the relevant crypto asset, BitGo custodies the crypto asset. BitGo utilizes 100% multi-signature technology to remove single points of failure, user and wallet controls to establish and enforce internal policies and procedures, and two-factor authentication for all accounts.
- Review of BitGo's policies and procedures which it has established and applied that manage and mitigate the custodial risks, including, but not limited to, an effective system of controls and supervision to safeguard the crypto assets for which it acts as custodian.

- Confirmation that BitGo has an independent internal audit performed by Eide Bailly LLP, a public accounting firm.

Netcoins has conducted due diligence on BitGo and has not identified any material concerns. The Company is not aware of anything with regards to BitGo's operations that would adversely affect the Company's ability to obtain an unqualified audit opinion on its audited financial statements. The Company is not aware of any security breaches or other similar incidents involving BitGo as a result of which crypto assets have been lost or stolen. There are no restrictions on the Company's ability to move crypto assets from the custodianship of BitGo, and these transfers can occur immediately, subject to the control processes, such as two video conferences to authorize cold storage transfers.

Netcoins has assessed the risks and benefits of using BitGo and has determined that in comparison to a Canadian custodian it is more beneficial to use BitGo, a U.S. custodian, to hold client assets than using a Canadian custodian, as there is not a suitable Canadian custodian option at this time.

In addition to the initial due diligence on BitGo, Netcoins continues to conduct ongoing due diligence on BitGo. As part of an annual review, Netcoins will require BitGo to:

- provide copies of any completed SOC reports and reviewing same for any increase risk to Netcoins;
- confirm from BitGo that it maintains adequate insurance coverage;
- verify the amount of BitGo's equity and other financial metrics to address counterparty risk; and
- verify that BitGo maintains any requisite licenses including licenses issued by the Division of Banking in South Dakota or any other regulator.

The Company currently uses both hot and cold wallet systems within BitGo. A warm wallet will be added during 2021 in connection with a larger operational float.

- The cold wallet is completely segregated, is not connected to the internet and is used for long term storage of crypto assets. The cold wallet requires two of four authorized signatories, as representatives of the Company, to verify any transfers from the cold wallet via video conference.
- The warm wallet will be connected to the internet, but not connected to the Netcoins web application via API and does not require video verification to initiate transactions. The warm wallet is whitelisted directly to the hot wallet, meaning funds can only be transferred from the warm wallet to the hot wallet. The warm wallet will require manual review and verification from two of four authorized signatories.
- The hot wallet is connected through the internet, is connected to the Netcoins web application via API and all customer deposits and withdrawals are processed through the hot wallet. As thresholds are met, transfers are reviewed and signed manually by one of four authorized signatories. The relevant thresholds include limits of 4 BTC per transaction, 30 BTC per hour, or 100 BTC per day. Additional thresholds will be put in place for other crypto assets during 2021.

Summary of Quarterly Information

Selected financial information for each of the eight most recently completed quarters are as follows:

	Revenue ($)	Operating expenses ($)	Share-based payments ($)	Net income (loss) ($)	Other comprehensive income (loss) ($)	Basic and diluted income (loss) per share ($)
Q2 2021	4,547,198	7,028,530	2,495,835	(7,968,795)	(3,408,052)	(0.03)
Q1 2021	3,672 ,638	4,190,486	1,091,582	3,936,505	4,327,578	0.02
Q4 2020	1,012,889	2,248,269	2,531	(316,667)	2,694,451	(0.00)
Q3 2020	643,143	1,848,918	167,489	(419,300)	(5,961)	(0.00)
Q2 2020	478,497	1,844,509	37,029	(715,344)	9,326	(0.01)
Q1 2020	380,000	1,893,685	34,689	(1,497,217)	(14,377)	(0.01)
Q4 2019	328,648	2,072,409	92,440	(2,002,686)	1,352	(0.02)
Q3 2019	156,296	2,538,699	284,320	(3,005,671)	(2,365)	(0.02)

Three Months Ended June 30, 2021

The Company recorded total revenues of $4,547,198 (2020 - $478,497), marking an increase of $4,068,701 or 850% over the same period of the prior year.

BTGI revenues were comprised of $195,316 (2020 - $192,320) in product sales and $188,199 (2020 - $89,274) for services rendered. Service revenues included $166,813 (2020 - $37,555) received from an investigator-developed, 8-hour online certification course for digital currency investigations - the Cryptocurrency Investigator Certification Course (available online at www.CryptoInvestigatorTraining.com) launched by the Company in December 2018. Overall, revenues increased by 36% over the same period of the prior year. Cost of sales was $48,747 (2020 - $10,389). Gross margin was 87% (2020 – 96%).

Revenues from Netcoins' digital currency sales during the period were $4,163,683 (2020 - $196,903), marking a 24% increase over those of the prior quarter. During the three months ended June 30, 2021, total proceeds from digital currency inventory sold were $346,492,161 – representing a 33% increase from the prior quarter (March 31, 2021 - $260,007,903) and a 378% increase from the three months prior to that (December 31, 2020 - $72,456,601). The total cost of digital currency inventory sold was $342,328,478. Gross margin was consistent at 1.2%.

The Company reported a net loss of $7,968,795 for the three-month period ended June 30, 2021, as compared to a net loss of $715,344 for same period of the prior fiscal year.

General and administrative expenses for the three months ended June 30, 2021 totaled $7,028,530 (2020 - $1,844,509). Share-based compensation expense was $2,495,835 (2020 - $37,029), which related to the grant of stock options that vested during the quarter and/or amounts accrued for services provided to the end of the period.

Wages and benefits for three-month period ended June 30, 2021 totaled $1,432,302 (2020 - $793,530), marking an increase of $638,772 over the 2020 comparative quarter. This increase reflects the additional staff, particularly within the Netcoins operations, to meet the growth of the business and customer needs.

Corporate activity levels increased over those of the prior year with office expenses rising by $91,958 to $350,121 (2020 - $258,163), which included: bank charges of $72,052 (2020 - $8,457); office expenses of $91,127 (2020 - $14,752); office rent of $7,294 (2020 - $21,147); telecommunications of $4,221 (2020 - $2,301); insurance of $26,744 (2020 - $13,866), and computer and internet expenses of $148,683 (2020 - $197,640). Amortization of equipment was $41,813 (2020 - $82,538), with $97,183 (2020 -$108,114) recorded against intangible assets.

Expenditure on advertising and promotion totaled $1,749,115 (2020 - $92,056). Costs paid included meals and entertainment of $457 (2020 - $1,209) and other promotional expenses of $1,748,656 (2020 -$90,847). During 2021, the Company continues to grow its relationships and reputation within the digital assets community. With the onset of the COVID-19 pandemic travel was curtailed, leading to $Nil cost incurred in the half of the year, with cost recoveries of $414 (2020 - $637). Shareholder communications costs increased from those of the prior year, totaling $17,248 (2020 - $3,150).

During the quarter, the Company recorded professional fees in the amount of $466,416 (2020 - $108,013) in relation to audit accruals and fees, and legal fees. Consulting fees were $76,729 (2020 - $8,995).

During the three months ended June 30, 2021, the Company recorded research and development costs in the amount of $236,040 (2020 - $336,942). These costs pertain to the on-going development of the BTGI's products. This marks a decrease in cost over the same period of the prior year of $100,902, and correlates with a decrease in development staffing levels.

During the quarter, the Company recorded regulatory and listing fees of $36,674 (2020 - $12,020). In addition, the Company paid director's fees of $29,467 (2020 - $4,599) to its non-management directors.

Interest income for the quarter ended June 30, 2021 was $31,651 (2020 - $773). The increase over the same period of the prior year being attributable to higher cash balances held during 2021.

The Company recorded a foreign exchange loss of $133,646 (2020 - $16,394). An unrealized loss on investments in digital currencies of $524 (2020 - unrealized gain of $334,560) was recorded. The Company recorded an unrealized foreign exchange loss of $876,911 (2020 – unrealized gain of $86,528) on its digital currency inventory during the quarter. An unrealized loss of $4,459,286 (2020 – gain of $269,567) was recorded as result of the decline in market prices of digital currencies held in inventory – largely driven by the decreasing Bitcoin price.

Six Months Ended June 30, 2021

The Company recorded total revenues of $8,219,836 (2020 - $858,497), marking an increase of $7,361,339 or 857% over the same period of the prior year.

BTGI revenues were comprised of $383,655 (2020 - $355,593) in product sales and $305,365 (2020 - $128,648) for services rendered. Service revenues included $273,988 (2020 - $75,642) received from an investigator-developed, 8-hour online certification course for digital currency investigations - the Cryptocurrency Investigator Certification Course (available online at www.CryptoInvestigatorTraining.com) launched by the Company in December 2018. Overall, revenues increased by 37% over the same period of the prior year. Cost of sales was $81,113 (2020 - $30,610). Gross margin was 88% (2020 – 94%).

Revenues from Netcoins' digital currency sales during the period were $7,530,816 (2020 - $354,256). During the six months ended June 30, 2021, total proceeds from digital currency inventory sold were $606,500,064 – representing a 367% increase from the same period of the prior year (2020 - $30,062,895). The total cost of digital currency inventory sold was $598,969,248 (2020 - $29,708,639). Gross margin was consistent at 1.2%.

The Company reported a net loss of $4,032,290 for the period ended June 30, 2021, as compared to a net loss of $2,212,561 for same period of the prior fiscal year.

General and administrative expenses totaled $11,219,016 (2020 - $3,738,194). Share-based compensation expense was $3,587,417 (2020 - $71,718), which related to the grant of stock options that vested during the quarter and/or amounts accrued for services provided to the end of the period.

Wages and benefits for six-month period ended June 30, 2021 totaled $2,552,117 (2020 - $1,606,191), marking an increase of $945,926 over the 2020 comparative quarter. This increase reflects the additional staff, particularly within the Netcoins operations, to meet the growth of the business and customer needs.

Corporate activity levels were fairly consistent with those of the prior year with office expenses rising slightly by $55,320 to $583,546 (2020 - $528,226), which included: bank charges of $88,586 (2020 - $19,596); office expenses of $158,776 (2020 - $29,091); office rent of $10,435 (2020 - $43,163); telecommunications of $6,462 (2020 - $4,688); insurance of $49,387 (2020 - $28,562), and computer and internet expenses of $269,900 (2020 - $403,126). Amortization of equipment was $111,793 (2020 - $165,073), with $184,140 (2020 -$216,228) recorded against intangible assets.

Expenditure on advertising and promotion totaled $3,182,056 (2020 - $231,517). Costs paid included meals and entertainment of $744 (2020 - $5,676) and other promotional expenses of $3,181,312 (2020 -$225,841). The majority of the promotional expenditures incurred comprised Netcoins' radio and television advertising and other marketing initiatives at a cost of $2,828,055. With the onset of the COVID-19 pandemic travel was curtailed, leading to $Nil cost incurred, a recovery of $414 – marking a decrease of $9,292 over the same period of the prior year (2020 - $8,878). Shareholder communications costs increased from those of the prior year, totaling $29,551 (2020 - $7,128).

During fiscal 2021, the Company recorded professional fees in the amount of $462,686 (2020 –$150,982) in relation to audit accruals and fees, and legal fees. The increase is reflective of the expansion of business and the increased costs associated with the cryptocurrency industry due to a higher degree of regulatory oversight. Consulting fees were $118,559 (2020 - $19,495), and included costs of $55,563 incurred by Netcoins in respect of compliance.

During the period ended June 30, 2021, the Company recorded research and development costs in the amount of $511,424 (2020 - $702,808), which were offset by government grants of $198,291), for net expenditures of $313,133. These costs pertain to the on-going development of the BTGI's products. This marks a net decrease in cost over the same period of the prior year of $389,675, and correlates with a decrease in development staffing levels.

During the period, the Company recorded regulatory and listing fees of $55,733 (2020 - $20,113). In addition, the Company paid director's fees of $38,699 (2020 - $9,197) to its non-management directors.

Interest income was $43,960 (2020 - $5,636). The increase over the same period of the prior year being attributable to higher cash balances held during 2021.

The Company recorded a foreign exchange loss of $240,519 (2020 – gain of $36,427). An unrealized gain on investments in digital currencies of $5,934 (2020 - $317,150) was recorded. The Company recorded an unrealized foreign exchange loss of

$1,415,301 (2020 – gain of $178,786) on its digital currency inventory. An unrealized gain of $653,929 (2020 - $202,914) was recorded as result of overall favourable changes in the market prices of digital currencies held in inventory. The price of digital currencies continues to be volatile, resulting in significant revaluation fluctuations at end of each period.

LIQUIDITY AND CAPITAL RESOURCES

At June 30, 2021, the Company had working capital of $60,085,961 (December 31, 2020 - $9,180,122). Cash as at June 30, 2021 was $48,846,462, as compared with $12,778,242 at December 31, 2020. Restricted cash of $82,500 (December 31, 2020 - $82,500) was held in a Guaranteed Investment Certificate in favour of the Toronto-Dominion Bank, as security for corporate credit cards.

On January 28, 2021, the Company closed a bought deal prospectus offering issuing a total of 27,594,500 units for gross proceeds of $13,797,378. Each unit comprises one common share and one one-half share purchase warrant, with each full warrant entitling the holder thereof to acquire one additional common share of the Company at a price of $0.70 for a period of 24 months from closing of the offering. The units issued under the offering were offered by way of a short form prospectus dated January 21, 2021 filed in each of the provinces of Canada (other than Québec). The offering was conducted by a syndicate of underwriters led by PI Financial Corp. and included Canaccord Genuity Corp. and Echelon Wealth Partners. The underwriters received a cash commission equal to 6% of the gross proceeds of the offering. As at the date of this MD&A, an aggregate 10,637,200 warrants have been exercised for proceeds of $7,446,040.

The Company announced the closing of a second bought deal public offering on April 16, 2021. A syndicate of underwriters led by PI Financial Corp. and including Canaccord Genuity Corp., and Echelon Wealth Partners, purchased 13,800,000 units of the Company at a price of C$2.10 per unit for gross proceeds of $28,980,000 (the “Offering”). The number of Units includes an additional 1,800,000 units pursuant to the exercise of the underwriters’ over-allotment option. Each unit is comprised of one common share and one-half common share purchase warrant. Each full warrant entitles the holder thereof to purchase one additional common share at a price of $2.70 for a period of 24 months following the closing of the Offering. The units were offered by way of short form prospectus in each of the provinces of Canada (other than Quebec). The underwriters were paid a cash commission equal to 6% of the gross proceeds of the Offering. As at the date of this MD&A, a total of 72,000 warrants have been exercised for proceeds of $194,400.

The Company relies upon various sources of funds for its ongoing operating and investing activities. These sources include proceeds from dispositions of investments, interest income from investments, and capital raising activities such as private placement equity financings. As at June 30, 2021, and as at the date of this MD&A, the Company has no debt or borrowings.

At June 30, 2021 and 2020, the Company had investment tax credits receivable of $175,325, comprised of a refundable federal investment tax credit of $136,365 and a refundable provincial investment tax credit of $38,960. The credits relate to scientific research and experimental development (“SRED”) expenditure claims filed with and approved by the Canada Revenue Agency. Additionally, the Company submitted a SRED claim for 2017, and filed a claim for the 2018 financial year end, for non-refundable tax credits.

During the period ended June 30, 2021 the Company experienced cash outflows of $14,779,798 (2020 - $2,425,203) from operating activities. Investing activities used cash of $1,070,575 (2020 - $Nil), of which $183,273 was used for the purchase of equipment, $181,464 went to the purchase of the Netcoins.com domain, $200,000 was used for equity investments and $505,838 was used to purchase digital currencies. Financing activities realized inflows of $51,921,390 (2020 - outflows of $80,570). Proceeds of $54,957,306 were received for the issuance of an aggregate 71,071,140 common shares as follows: $42,777,378 pursuant to the two short-form prospectus offerings; $417,074 on the exercise of 3,861,153 stock options; and, $11,762,854 on the exercise of 25,815,487 warrants. Share issue costs totaled $31,457 (2020 - $515). Share subscriptions receivable of $13,855 pertained to warrants exercised for which funds were received in July 2021. There were no fundraising activities completed in the comparative period of the prior year. During the period, the Company recorded the reduction of the lease liability of $8,189 (2020 - $47,555). In the prior year, the Company used $34,450 to repurchase and cancel an aggregate 720,000 of its common shares and incurred net costs of $450 related to the repurchase of these shares.

Overall, cash increased by $36,071,017, as compared to a decrease of $2,505,773 during the same period of the prior year.

As at June 30, 2021, the Company held $5,024,193 (2020 - $3,827,003) in digital currency investments that could be converted to cash should the Company need additional liquidity.

In management's opinion, the Company has sufficient working capital at this time to meet its current financial obligations and administration costs required to operate the Company.

The Company has historically raised funds through the sale of securities. The Company expects that it will continue to obtain funding through similar or other means depending on market conditions and other relevant factors at the time. However, there can be no assurance that the Company will be able to obtain such additional funding or obtain it on acceptable terms.

Management's Response to the COVID-19 Pandemic

The World Health Organization declared the Novel Coronavirus ("COVID-19") a pandemic on March 11, 2020. On March 13, the Company responded rapidly and proactively to COVID-19, closing its Vancouver headquarters indefinitely. As the Company operates in the technology sector, it was already well positioned for and able to accommodate a quick transition to remote working – resulting in minimal impact on the Company's operations.

The health and safety of our employees, their families and the communities in which we operate is management's first priority. To date, BIGG has not had any confirmed cases of COVID-19 among any of its employees or contractors. The Company is adopting the advice of public health authorities and adhering to government regulations with respect to COVID-19 in the jurisdictions in which it operates. The following measures have been instituted across the Company to prevent the potential spread of the virus: • Indefinite closure of its corporate offices • Employees are working remotely • Social distancing practices have been implemented for any and all in-person meetings, with meeting participation via teleconferencing strongly encouraged • Elimination of all non-essential business travel • Required 14-day quarantine for any employees returning from out of country travel.

FORWARD-LOOKING INFORMATION

This MD&A contains certain statements that may constitute "forward-looking information" (also referred to as "forward-looking statements") within the meaning of Canadian securities legislation. Forward-looking statements are provided for the purpose of furnishing information about management's current expectations and plans and allowing investors and others to get a better understanding of the Company's operating environment. All statements, other than statements of historical fact, are forward-looking statements.

In this MD&A, forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by the Company at this time, are inherently subject to significant business, economic and competitive uncertainties and contingencies that may cause the Company's actual financial results, performance, or achievements to be materially different from those expressed or implied herein. Some of the material factors or assumptions used to develop forward-looking statements include, without limitation, the uncertainties associated with: future anticipated business developments and the timing thereof, business and financing plans, and the overall impact of misjudgments made in good faith in the course of preparing forward-looking information as well as other risks and uncertainties referenced under "Risks and Uncertainties" in this MD&A.

Forward-looking statements involve risks, uncertainties, assumptions, and other factors including those referenced in the "Risks and Uncertainties" section of this MD&A, and, as a result they may never materialize, prove incorrect or materialize other than as currently contemplated which could cause the Company's results to differ materially from those expressed or implied by such forward-looking statements. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, identified by words or phrases such as "expects", "is expected", "anticipates", "believes", "plans", "projects", "estimates", "assumes", "intends", "strategy", "goals", "objectives", "potential", "possible" or variations thereof or stating that certain actions, events, conditions or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved, or the negative of any of these terms and similar expressions) are not statements of fact and may be forward-looking statements.

Investors are cautioned not to put undue reliance on forward-looking statements, and investors should not infer that there has been no change in the Company's affairs since the date of this report that would warrant any modification of any forward-looking statements made in this document, other documents periodically filed with or furnished to the relevant securities regulators or documents presented on the Company's website. All subsequent written and oral forward-looking statements attributable to the Company or persons acting on its behalf are expressly qualified in their entirety by this notice. The Company disclaims any intent or obligation to update publicly or otherwise revise any forward-looking statements or the foregoing list of assumptions or factors, whether as a result of new information, future events or otherwise, subject to the Company's disclosure obligations under applicable Canadian securities regulations. Investors are urged to read the Company's filings with Canadian securities regulatory agencies, which can be viewed online at www.sedar.com.

RISKS AND UNCERTAINTIES

The Company is an early stage technology company with limited operating history and, in addition to facing all of the competitive risks it will also face all the risks inherent in developing a business including: access to capital, ability to attract and retain qualified employees, ability to attract and maintain customers and the ability to put in place appropriate operating and control procedures routines.

Industry specific risks include, but are not limited to:

- *Entry into Digital Asset Development and Exchange Business:* The digital currency business is highly competitive, and is populated with many companies, large and small, with the capital and expertise to evaluate, purchase and exploit new innovative opportunities. Even with capital and experience, industry risks are significant. Regulatory compliance is an increasingly complex and costly obstacle to many new projects, and often times, and even if compliance is obtained, they may be sufficiently restrictive or stifle innovation of start-up opportunities with distributed ledger technology. The Company may not be able to finance its potential growth as demand on human resources increases. There is no assurance that its entry into this business activity will be successful.
- *Failure to Innovate:* The Company's success depends upon its ability to design, develop, test, market, license and support new software products and enhancements of current products on a timely basis in response to both competitive threats and marketplace demands. In addition, software products and enhancements must remain compatible with the other software products and systems used by its customers. Often, the Company must integrate software licensed or acquired from third parties with its proprietary software to create or improve its products. If the Company is unable to successfully integrate third party software to develop new software products and enhancements to existing products, or to complete products currently under development, its operating results will materially suffer. In addition, if the integrated or new products or enhancements do not achieve acceptance by the marketplace, the Company's operating results will materially suffer. Also, if new industry standards emerge that the Company does not anticipate or adapt to, its software products could be rendered obsolete and, as a result, its business and operating results, as well as its ability to compete in the marketplace, would be materially harmed.
- *Competition*: The Company is engaged in an industry that is highly competitive. Because its industry is evolving and characterized by technological change, it is difficult for the Company to predict whether, when and by whom new competing technologies may be introduced or when new competitors may enter the market. The Company faces increased competition from companies with strong positions in certain markets the Company intends to serve and in new markets and regions it may enter. Many of the Company's competitors have significantly greater financial and other resources than the Company currently possesses and may spend significant amounts of resources to gain market share. The Company cannot assure investors that it will be able to compete effectively against current and future competitors. In addition, increased competition or other competitive pressures may result in price reductions, reduced margins or loss of market share, any of which could have a material adverse effect on the Company's business, financial condition or results of operations. Competitors may be able to respond to new or emerging technologies and changes in customer requirements more effectively than the Company can, or devote greater resources to the development, promotion and sale of products than the Company can. Current and potential competitors may establish cooperative relationships among themselves or with third parties, including through mergers or acquisitions, to increase the ability of their products to address the needs of the Company's prospective customers. If these competitors were to acquire significantly increased market share, it could have a material adverse effect on the Company's business, financial condition or results of operations. The Company's competitors may also establish or strengthen co-operative relationships with systems integrators, third-party consulting firms or other parties with whom the Company has relationships, thereby limiting its ability to promote its products.
- *Failure to Protect its Intellectual Property:* Failure to protect the Company's intellectual property could harm its ability to compete effectively. The Company is highly dependent on its ability to protect its proprietary technology. The

Company intends to rely on a combination of copyright, trademark and trade secret laws, as well as non-disclosure agreements and other contractual provisions to establish and maintain its proprietary rights. The Company intends to protect its rights vigorously. However, there can be no assurance that these measures will, in all cases, be successful. Enforcement of the Company's intellectual property rights may be difficult, particularly in some nations outside of North America in which the Company may seek to market its products. While U.S. and Canadian copyright laws, international conventions and international treaties may provide meaningful protection against unauthorized duplication of software, the laws of some foreign jurisdictions may not protect proprietary rights to the same extent as the laws of Canada or of the United States. The absence of internationally harmonized intellectual property laws makes it more difficult to ensure consistent protection of the Company's proprietary rights. Software piracy has been, and is expected to be, a persistent problem for the software industry, and piracy of the Company's products represents a loss of revenue to the Company. Despite the precautions the Company may take, unauthorized third parties, including its competitors, may be able to: (i) copy certain portions of its products; or (ii) reverse engineer or obtain and use information that the Company regards as proprietary. Also, the Company's competitors could independently develop technologies that are perceived to be substantially equivalent or superior to the Company's technologies. The Company's competitive position may be materially adversely affected by its possible inability to effectively protect its intellectual property.

- *Intellectual Property Infringement:* Other companies may claim that the Company has infringed their intellectual property, which could materially increase costs and materially harm the Company's ability to generate future revenue and profits. Claims of infringement are becoming increasingly common as the software industry develops and as related legal protections, including patents are applied to software products. Although the Company does not believe that its products infringe on the rights of third parties, third parties may assert infringement claims against the Company in the future. Although most of the Company's technology is proprietary in nature, the Company does include significant amounts of third-party software in its products. In these cases, this software is licensed from the entity holding the intellectual property rights. Although the Company believes that it has secured proper licenses for all third-party software that is integrated into its products, third parties may assert infringement claims against the Company in the future. Any such assertion may result in litigation or may require the Company to obtain a license for the intellectual property rights of third parties. Such licenses may not be available, or they may not be available on reasonable terms. In addition, such litigation could be disruptive to the Company's ability to generate revenue or enter into new market opportunities and may result in significantly increased costs as a result of the Company's efforts to defend against those claims or its attempt to license the patents or rework its products to ensure they comply with judicial decisions. Any of the foregoing could have a significant adverse impact on the Company's business and operating results as well as its ability to generate future revenue and profits. The loss of licenses to use third-party software or the lack of support or enhancement of such software could materially adversely affect the Company's business. The Company could also be forced to do one or more of the following: (i) stop selling, incorporating or using its products that use the challenged intellectual property; (ii) obtain from the owner of the infringed intellectual property right a license to sell or use the relevant technology, which license may not be available on reasonable terms, or at all; (iii) redesign those products that use allegedly infringing technology which may be costly or time-consuming; or (iv) refund license fees and other amounts received, and make payments of additional amounts in damages or settlement payments, for allegedly infringing technology or products.
- *Reliance on Third Party Software:* The Company currently depend upon third-party software products to develop its products. If in future such reliance existed and the software products were not available, the Company might experience delays or increased costs in the development of its products. The Company currently does not rely on software products that it licenses from third-parties. Should the Company in the future rely upon third-party software licenses that may not continue to be available to the Company, and the related software may not continue to be appropriately supported, maintained, or enhanced by the licensors, the loss by the Company of the license to use, or the inability by licensors to support, maintain, and enhance any of such software, could result in increased costs or in delays or reductions in product shipments until equivalent software is developed or licensed and integrated with internally developed software. Such increased costs or delays or reductions in product shipments could materially adversely affect its business. The loss of the Company's rights to use software licensed to it by third parties could increase its operating expenses by forcing the Company to seek alternative technology and materially adversely affect its ability to compete. In addition, the Company's web-based software applications depend on the stability, functionality and scalability of the underlying infrastructure software including application servers, databases, java platform software and operating

systems produced by IBM, Microsoft and others. If weaknesses in such infrastructure software exist, the Company may not be able to correct or compensate for such weaknesses. If the Company is unable to address weaknesses resulting from problems in the infrastructure software such that its products do not meet customer needs or expectations, its reputation, and consequently, its business may be significantly harmed.

- *Regulatory Risks:* The activities of the Company may be subject to regulation by governmental authorities. Achievement of the Company's business objectives are contingent, in part, upon compliance with regulatory requirements enacted by these governmental authorities and obtaining all regulatory approvals, where necessary, for the sale of its products. The Company cannot predict the time required to secure all appropriate regulatory approvals for its products, or the extent of testing and documentation that may be required by governmental authorities. Any delays in obtaining, or failure to obtain regulatory approvals would significantly delay the development of markets and products and could have a material adverse effect on the business, results of operations and financial condition of the Company.

- *Use of Open Source Software:* The Company's software makes use of and incorporates open source software components. These components are developed by third parties over whom the Company has no control. There are no assurances that those components do not infringe upon the intellectual property rights of others. The Company could be exposed to infringement claims and liability in connection with the use of those open source software components, and the Company may be forced to replace those components with internally developed software or software obtained from another supplier, which may increase its expenses. The developers of open source software are usually under no obligation to maintain or update that software, and the Company may be forced to maintain or update such software itself or replace such software with internally developed software or software obtained from another supplier, which may increase its expenses. Making such replacements could also delay enhancements to its products. Certain open source software licenses provide that the licensed software may be freely used, modified and distributed to others provided that any modifications made to such software, including the source code to such modifications, are also made available under the same terms and conditions. As a result, any modifications the Company makes to such software will be available to all downstream users of the software, including its competitors. In addition, certain open source licenses provide that if the Company wishes to combine the licensed software, in whole or in part, with its proprietary software, and distribute copies of the resulting combined work, the Company may only do so if such copies are distributed under the same terms and conditions as the open source software component of the work was licensed to the Company, including the requirement to make the source code to the entire work available to recipients of such copies. The types of combinations of open source software and proprietary code that are covered by the requirement to release the source code to the entire combined work are uncertain and much debated by users of open source software. An incorrect determination as to whether a combination is governed by such provisions will result in non-compliance with the terms of the open source license. Such non-compliance could result in the termination of the Company's license to use, modify and distribute copies of the affected open source software and the Company may be forced to replace such open source software with internally developed software or software obtained from another supplier, which may increase its expenses. In addition to terminating the affected open source license, the licensor of such open source software may seek to have a court order that the proprietary software that was combined with the open source software be made available to others, including its competitors, under the terms and conditions of the applicable open source license.

- *Lack of Operating History:* The Company has only recently started to carry on its business. The Company is therefore subject to many of the risks common to early-stage enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial, and other resources and lack of revenues. The failure by the Company to meet any of these conditions could have a materially adverse effect on the Company and may force it to reduce, curtail, or discontinue operations. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of the early stage of operations. The Company may not successfully address all of the risks and uncertainties or successfully implement its existing and new products and services. If the Company fails to do so, it could materially harm its business and impair the value of its common stock, resulting in a loss to shareholders. Even if the Company accomplishes these objectives, the Company may not generate the anticipated positive cash flows or profits. No assurance can be given that the Company can or will ever be successful in its operations and operate profitably.

- *Growth and Consolidation in the Industry:* Acquisitions or other consolidating transactions could have adverse effects on the Company. The Company could lose strategic relationships if its partners are acquired by or enter into agreements with a competitor, causing the Company to lose access to distribution, content and other resources. The relationships between the Company and its strategic partners may deteriorate and cause an adverse effect on the business. The Company could lose customers if competitors or user of competing technology consolidate with the Company's current or potential customers. Furthermore, the Company's current competitors could become larger players in the market or new competitors could form from consolidations. Any of the foregoing events could put the Company at a competitive disadvantage, which could cause the Company to lose customers, revenue, and market share. Consolidation in the industry could also force the Company to divert greater resources to meet new or additional competitive threats, which could harm the Company's operating results.
- *Intellectual Property Risks:* The Company`s ability to compete largely depends on the superiority, uniqueness, and value of its intellectual property and technology, including both internally-developed technology and the ability to acquire patent protection and/or trademark protection. To protect its proprietary rights, the Company will rely on a combination of trademark, copyright, and trade secret laws, trademark and patent applications, confidentiality agreements with its employees and third parties, and protective contractual provisions. Despite these efforts, certain risks may reduce the value of the Company's intellectual property. The Company's applications for trademarks and copyrights relating to its business may not be granted, and if granted, may be challenged or invalidated. There is no guarantee that issued trademarks and registered copyrights will provide the Company with any competitive advantages. The Company's efforts to protect its intellectual property rights may not be effective in preventing misappropriation of its technology and may not prevent the development and design by others of products or technology similar to, competitive with, or superior to those the Company develops. There is a risk that another party may obtain a blocking patent and the Company would need to either obtain a license or design around the patent in order to continue to offer the contested feature or service in its products.

An investment in the Company's common shares is highly speculative and subject to a number of risks and uncertainties. Only those persons who can bear the risk of the entire loss of their investment should participate. An investor should carefully consider the risks described above before investing in the Company's common shares. The risks described above are not the only ones faced. Additional risks that the Company currently believes are immaterial may become important factors that affect the Company's business. If any of these risks occur, or if others occur, the Company's business, operating results and financial condition could be seriously impacted and investors may lose some or all of their investment.

RELATED PARTY TRANSACTIONS

During the period ended June 30, 2021, the Company entered into the following transactions with related parties:

a) paid consulting fees of $Nil (2020 - $17,500) to a company controlled by Anthony Zelen, a former director of the Company;
b) paid salaries of $221,378 (2020 - $129,000) to Mark Binns, a director and officer of the Company;
c) paid salaries of $134,914 (2020 - $109,039) to Lance Morginn, a director and officer of the Company;
d) paid salaries of $233,218 (2020 - $100,000) to Kim Evans, a director and officer of the Company;
e) paid salaries of $215,609 (2020 - $Nil) to Mitchell Demeter, a director of the Company and President of Netcoins;
f) paid salaries of $150,528 (2020 - $155,682) to Robert Whitaker, an officer of the Company
g) paid salaries of $41,854 (2020 - $27,070) to Kumiko Morginn, the spouse of a director and officer of the Company;
h) paid director's fees of $38,699 as follows: Robert Birmingham $12,559 (2020 - $3,065), Shone Anstey $14,140 (2020 - $3,065), and Thomas Kennedy $12,000 (2020 - $3,065), the independent directors of the Company; and,
i) as at June 30, 2021 recorded amounts owing to directors and officers of $96,543 (2020 - $26,508) in accounts payable.

The amounts due to related parties are unsecured, non-interest bearing and have no specific terms of repayment. These transactions were in the normal course of operations.

CAPITAL MANAGEMENT

The Company includes all components of equity in the definition of capital. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its blockchain technology and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust capital structure, the Company may consider issuing new shares, and/or issue debt, acquire or dispose of assets, or adjust the amount of cash and investments on hand. The Company is not currently subject to any externally imposed capital requirements.

The Company has been dependent upon external financings to fund activities. Until such time as it begins to generate revenue, in order to carry out planned expenditures and pay for administrative costs the Company will spend its existing working capital and may seek to raise additional funds as needed.

In order to maximize ongoing development, the Company does not pay out dividends. The Company's investment policy is to keep its cash on deposit in an interest bearing Canadian chartered bank account. Some cash is kept on deposit with fiat to digital currency exchanges in order to facilitate the Company's business. There have been no significant changes to the Company's approach to capital management during the period ended June 30, 2021.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

As at June 30, 2021, the Company's financial instruments are comprised of cash and restricted cash and accounts payable, customer deposits and lease liabilities. The fair value of accounts payable approximate their carrying values due to their short-term maturity. Fair values of financial instruments are classified in a fair value hierarchy based on the inputs used to determine fair values. The levels of the fair value hierarchy are as follows:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 – Inputs that are not based on observable market data (unobservable inputs).

As at June 30, 2021, the fair value of cash and restricted cash held by the Company was based on Level 1 of the fair value hierarchy. Digital currency assets are measured using level two fair values, determined by taking the rate from www.coinmarketcap.com.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company has no significant concentration of credit risk arising from operations. The Company has cash balances but no interest-bearing debt. The Company's maximum exposure to credit risk at the reporting date is the carrying value of cash, cash on deposit with fiat to digital currency exchanges, investments and due from related parties. The Company's current policy is to invest excess cash in variable interest investment-grade demand deposit certificates issued by reputable financial institutions with which it keeps its bank accounts and management believes the risk to be remote. Credit risk associated with digital currencies proceeds collected by vendors on behalf of the Company is limited as transactions are usually settled within 1 to 15 days. The Company's credit risk has not changed significantly from the prior year.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company manages liquidity risk by ensuring that it has sufficient cash and other financial resources available to meet its short-term obligations. The Company forecasts cash flows for a period of twelve months to identify financial requirements. These requirements are met by accessing financing through private placements.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates and equity prices.

i. Interest rate risk

Interest rate risk arises from changes in market rates of interest that could adversely affect the Company. The Company currently has no interest-bearing financial instruments other than cash, so its exposure to interest rate risk is insignificant.

ii. Foreign currency risk

Foreign currency risk arises from fluctuations in foreign currencies versus the Canadian dollar that could adversely affect reported balances and transactions denominated in those currencies. The Company currently has investment assets, some liabilities and revenue or expenses denominated in a foreign currency, so is exposed to foreign currency risk.

iii. Equity price risk

Equity price risk arises from market fluctuations in equity prices that could adversely affect the Company's operations. The Company's current exposure to equity price risk is limited to declines in the values and volumes including those of its own shares, which could impede its ability to raise additional funds when required.

Digital currencies risk

Digital asset prices are affected by various forces including global supply and demand, interest rates, exchange rates, inflation or deflation and the global political and economic conditions. The profitability of the Company is directly related to the current and future market price of digital assets. In addition, the Company may not be able liquidate its digital currency inventory at its desired price if required. A decline in the market prices for digital assets could negatively impact the Company's future operations. The Company has not hedged the conversion of any of its sales of digital assets. Digital assets have a limited history and the fair value historically has been very volatile. Historical performance of digital assets is not indicative of their future price performance.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements as of June 30, 2021 and as at the date of this MD&A.

SUBSEQUENT EVENTS

Subsequent to June 30, 2021, the Company:

a) acquired 70,062 shares of Series A preferred stock in ZenLedger, Inc. at a cost of USD$199,999 (CAD$251,859). ZenLedger, Inc., a US-based company, is a leading cryptocurrency tax platform;

a) engaged Adelaide Capital Markets Inc. ("Adelaide"), a full-service investor relations firm for a term of 6 months at a cost of $8,000 per month. In addition, Adelaide received a grant of 25,000 stock options priced at $1.40 exercisable for a up to two years, subject to vesting provisions over six months;

b) granted 2,675,000 incentive stock options to directors, officers, employees and consultants exercisable at a price of $1.40, for a period of up to five years and subject to vesting provisions over a period of 24 months; and,

c) received proceeds of $222,290 from the exercise of 1,152,041 stock options priced between $0.08 and $0.20, and $24,735 from the exercise of 99,229 share purchase warrants priced between $0.24 and $0.70.

USE OF ESTIMATES

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates. Estimates are reviewed on an ongoing basis based on historical experience and other factors that are considered to be relevant under the circumstances. Revisions to estimates on the resulting effects of the carrying amounts of the Company's assets and liabilities are accounted for prospectively.

The Company's significant accounting policies and estimates, unless as otherwise provided for in the financial statements for the six months ended June 30, 2021, are included in Note 3 of its audited consolidated financial statements for the year ended December 31, 2020.

OUTSTANDING SHARE DATA AS AT THE DATE OF THIS MD&A

(a) Authorized and issued share capital:

Class	Par Value	Authorized	Issued Number
Common	No par value	Unlimited	241,979,215

(b) Summary of options outstanding:

Security	Number	Number Exercisable	Exercise Price Range
Options	17,304,892	9,592,482	$0.08 to $3.00

(c) Summary of warrants outstanding:

Security	Number	Exercise Price	Expiry Date
Private placement	2,396,739	$ 0.27	September 17, 2022
Prospectus offering	1,895,203	0.30	November 30, 2022
Broker Warrants	423,553	0.24	November 30, 2022
January 2021 bought deal offering	1,362,800	0.70	January 28, 2023
January 2021 bought deal offering – overallotment exercise	1,800,000	0.70	February 5, 2023
April 2021 bought deal offering	6,828,000	2.70	April 16, 2023
Performance Warrants	4,777,750	0.05	December 31, 2022
	19,484,045		

CONTROLS AND PROCEDURES

In connection with National Instrument 52-109 (Certificate of Disclosure in Issuer's Annual and Interim Filings ("NI 52-109"), the Chief Executive Officer and Chief Financial Officer of the Company have filed a Venture Issuer Basic Certificate with respect to the financial information contained in the unaudited condensed consolidated interim financial statements and the respective accompanying Management's Discussion and Analysis for the period ended June 30, 2021.

DISCLOSURE CONTROLS

Disclosure controls and procedures ("DC&P") are intended to provide reasonable assurance that information required to be disclosed is recorded, processed, summarized and reported within the time periods specified by securities regulations and that information required to be disclosed is accumulated and communicated to management. Internal controls over financial reporting ("ICFR") are intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purpose in accordance with IFRS.

CSE listed companies are not required to provide representations in the annual filings relating to the establishment and maintenance of DC&P and ICFR, as defined in NI 52-109. In particular, the CEO and CFO certifying officers do not make any representations relating to the establishment and maintenance of (a) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation, and (b) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the IFRS.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making.