

FORM 5 - QUARTERLY LISTING STATEMENT – 2nd QUARTER ENDED MARCH 31, 2020

Name of CNSX Issuer: **Cypherpunks Holdings Inc.** (the “Issuer”).

Trading Symbol: **HODL**

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 CNSX 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 CNSX.ca 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 CNSX 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.

2nd Quarter 2020, Interim Condensed Consolidated Financial Statements filed to SEDAR on May 28, 2020

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.

Related party transactions are disclosed in Note 12 of the filed Interim Condensed Consolidated Financial Statements and page 10 and 11 of the MD&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: **NONE**
- (b) summary of options granted during the period: **NONE**

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

Common shares outstanding:	90,166,482
Options / warrants to purchase common shares:	5,900,000

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.

Marc Henderson, Director
Jon Matonis, Director
Blaise Yerly, Director
Mohammed Adam, CIO and Director
Dennis Gibson, CFO

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

MD&A filed on May 28, 2020

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 CNSX 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 CNSX Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 5 Quarterly Listing Statement is true.

Dated: May 29, 2020

Signed "Dennis Gibson"
Dennis Gibson - CFO

Issuer Details		
Name of Issuer Cypherpunk Holdings Inc.	For Quarter Ended: Q2 - Ending March 31, 2020	Date of Report YY/MM/D 20/05/29
Issuer Address 130 King Street West, Suite 3680, Ontario		
City/Province/Postal Code Toronto	Issuer Fax No. (416) 599 4959	Issuer Telephone No. (416) 599 7363
Contact Name Dennis Gibson	Contact Position CFO	Contact Telephone No. (416)599 7363
Contact Email Address dgibson@mail.cypherpunkholdings.com	Web Site Address www.cypherpunkholdings.com	