

FORM 8

NOTICE OF PROPOSED PROSPECTUS OFFERING

Please complete the following:

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

Trading Symbol: BIGG

Date: November 10, 2020

Is this an updating or amending Notice: No

If yes provide date(s) of prior Notices: N/A.

Issued and Outstanding Securities of Issuer Prior to Proposed Prospectus Offering: 140,256,180 common shares of the Issuer ("Common Shares") were issued and outstanding as of November 9, 2020.

Date of News Release Announcing Proposed Prospectus Offering: November 10, 2020

(or provide explanation if news release not disseminated yet and expected date or circumstances that are expected to trigger news release dissemination)

1. Prospectus Offering

1. Description of securities to be issued:

- (a) Class Offering (the "Offering") of units of the Issuer ("Units") consisting of one Common Share and one-half Common Share purchase warrant of the Issuer (each a "Warrant").
- (b) Number Up to C\$5,000,000, subject to the Underwriters' exercise of a 15% over-allotment option.
- (c) Price per security To be determined
- (d) Voting rights Holders of Common Shares are entitled to one vote per Common Share held

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

- (a) Per security: To be determined

- (b) Aggregate proceeds: Up to C\$5,000,000, subject to the underwriters' exercise of a 15% over-allotment option. .
3. Provide description of any Warrants (or options) including:
- (a) Number To be determined .
- (b) Number of securities eligible to be purchased on exercise of Warrants (or options) Each full Warrant is exercisable into one Common Share .
- (c) Exercise price will be equal to a premium of approximately 25% of the offering price per Unit .
- (d) Expiry date is on the day that is 24 months after the closing of the Offering .
- (e) Other significant terms The Warrants will be subject to an acceleration provision pursuant to which, if, at any time prior to the expiry date of the Warrants, in the event that the ten (10) trading day volume weighted average closing price of the Issuer's Common Shares on the Canadian Securities Exchange equals or exceeds C\$0.60 (or such other price to be determined by the underwriters and the Issuer), then the Issuer will earn the right, by providing notice to the Warrant holder(s) (the "Acceleration Notice"), to accelerate the expiry date of the Warrants to that date which is 30 days from the date of the Acceleration Notice.
4. Provide the following information if debt securities are to be issued:
- (a) Aggregate principal amount N/A .
- (b) Maturity date N/A .
- (c) Interest rate N/A .
- (d) Conversion terms N/A .
- (e) Default provisions N/A .
5. Details of currently issued and outstanding shares of each class of shares of the Issuer: There are 140,256,180 Common Shares currently issued and outstanding as of November 9, 2020.
- _____ .
- _____ .

6. Describe any unusual particulars of the offering (i.e. tax “flow through” shares, special warrants, etc.).

The offering will be an “overnight marketed” offering on the Canadian Securities Exchange.

7. Provide details of the use of the proceeds: The Issuer intends to use the majority of the net proceeds of the offering for research and development, expansion of sales and marketing teams for BIGG internationally and Netcoins domestically, additional liquidity for Netcoins trade settlement, increase of long-term Bitcoin investment holdings, and working capital.

8. Provide particulars of any proceeds of the offering which are to be paid to Related Persons of the Issuer: N/A

9. Provide details of the amounts and sources of any other funds that will be available to the Issuer prior to or concurrently with the completion of the offering: None.

10. Provide the following information for any agent’s fee, commission, bonus or finder’s fee, or other compensation paid or to be paid in connection with the offering (including warrants, options, etc.):

(a) Details of any dealer, agent, broker, finder or other person receiving compensation in connection with the offering (name, address, beneficial ownership where applicable) PI Financial Corp. (the “Lead Underwriter”) at 666 Burrard St #1900, Vancouver, BC V6C 3N1; Canaccord Genuity Corp. at Pacific Centre, Suite 2200, Vancouver, BC V7Y 1H2; Echelon Wealth Partners at 1055 Dunsmuir St Suite 3424, Vancouver, BC V7X 1K8; Haywood Securities Inc. at 200 Burrard St Suite 700, Vancouver, BC V6C 3L6; and M Partners Inc. at 1080 Mainland St, Vancouver, BC V6B 2T4.

(b) Cash 6% of the gross proceeds from the sale of securities under the offering, plus commission equal to 3.0% of the respective gross proceeds issued to purchasers on the President’s List (the “President’s List” is a portion of the Offering, up to aggregate gross proceeds of \$500,000). The Company will also pay the Lead Underwriter, upon closing of the Offering, a corporate finance fee of \$50,000 plus applicable taxes.

- (c) Securities 6.0% of the aggregate number of Units sold under the Offering in the form of compensation options (“**Compensation Options**”). Each Compensation Option will carry the right to purchase one Common Share at an exercise price equal to the offering price and will expire on the date that is 24 months following the closing of the Offering. In addition, the underwriters will be awarded Compensation Options equal to 3.0% of the aggregate number of Units sold under the Offering to purchasers on the President’s List. .
- d) Other: N/A .
- (e) Expiry date of any options, warrants etc. Compensation Options expire 24 months following the closing of the Offering. .
- (f) Exercise price of any options, warrants etc. Compensation Options will have an exercise price equal to the offering price. .

11. State whether the sales agent, broker, dealer, finder, or other person receiving compensation in connection with the offering is a Related Person of the Issuer with details of the relationship: No.

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12. Provide details of the manner in which the securities being offered are to be distributed. Include details of agency agreements and sub-agency agreements outstanding or proposed to be made including any assignments or proposed assignments of any such agreements and any rights of first refusal on future offerings: The Issuer and the underwriters shall negotiate, in good faith, an underwriting agreement that will incorporate the terms and conditions of the Offering and include industry standard representations, warranties, covenants, conditions and indemnities.

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

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance on behalf of the Issuer.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 8 Notice of Proposed Prospectus Offering is true.

Dated November 10, 2020.

D. Kim Evans

Name of Director or Senior
Officer

(signed) "D. Kim Evans"

Signature

Chief Financial Officer

Official Capacity