

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Neptune Digital Assets Corp. (the “**Company**”)
Suite 2800, 666 Burrard Street
Vancouver BC, V6C 2Z7

Item 2 Date of Material Change

April 16, 2021

Item 3 News Release

A news release dated April 16, 2021 was disseminated and filed on SEDAR with applicable securities commissions.

Item 4 Summary of Material Change

On April 16, 2021, the Company announced that it closed its previously announced sale to U.S. and foreign institutional investors of its common shares (“**Common Shares**”) and warrants to purchase Common Share (the “**Warrants**”) for aggregate gross proceeds to the Company of approximately Cdn\$40 million (the “**Private Placement**”).

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company completed a Private Placement pursuant to which the Company issued 29,630,002 Common Shares and Warrants to purchase up to 14,815,001 Common Shares at a purchase price of Cdn\$1.35 per Common Share and associated half Warrant. Each whole Warrant entitles the holder thereof to purchase one Common Share at an exercise price of Cdn\$1.75 per Common Share at any time on or before April 16, 2024 (totaling another approximately Cdn\$26 million once exercised).

H.C. Wainwright & Co. acted as the exclusive placement agent for the Private Placement.

H.C. Wainwright & Co. received (i) a cash commission of approximately Cdn\$2.8 million (equal to 7.0% of the gross proceeds of the Private Placement) and (ii) 2,222,250 non-transferable compensation warrants (the “**Agent Warrants**”). Each Agent Warrant entitles the holder thereof to purchase one Common Share at an exercise price of Cdn\$1.6875 per Common Share at any time on or before April 16, 2024.

The Company intends to use the net proceeds of the Private Placement to fund the development of a 5MW clean tech Bitcoin mining facility (i.e., negotiate property leases, purchase mining hardware, purchase containers for mining equipment, negotiate power purchase agreements with renewable energy providers and build out facilities and power infrastructure), to complete one or more purchases of Bitcoin mining servers over the course of 2021, to invest in proof-of-stake mining (such as Blockchain infrastructure and their associated token ecosystems) and for working capital and general corporate purposes.

The Common Shares and Warrants issued under the Private Placement were qualified by way of a prospectus supplement dated April 15, 2021 under the Company's base shelf prospectus dated April 12, 2021 which was filed in the province of British Columbia.

The Common Shares and Warrants were offered and sold in the United States on a private placement basis pursuant to exemptions from the registration requirements of the United States Securities Act of 1933, as amended, and all applicable state securities laws, and in certain other jurisdictions in accordance with applicable securities laws.

No securities were offered or sold to Canadian purchasers. The Private Placement is subject to the final acceptance of the TSX Venture Exchange.

The securities issued under the Private Placement are subject to resale restrictions in the United States under applicable U.S. federal and state securities laws with no resale restrictions in Canada.

5.2 Disclosure for Restructuring Transactions

Not applicable

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable

Item 7 Omitted Information

Not applicable

Item 8 Executive Officer

Cale Moodie
President and Chief Executive Officer
1-604-319-6955

Item 9 Date of Report

April 23, 2021