

FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1. *Name and Address of Company*

BIG Blockchain Intelligence Group Inc. (“**BIG**” or the “**Company**”)
114 – 990 Beach Avenue
Vancouver, British Columbia, Canada V6Z 2N9

ITEM 2. *Date of Material Change*

May 27, 2019

ITEM 3. *News Release*

A press release was disseminated by Newsfile on May 27, 2019.

ITEM 4. *Summary of Material Change*

On May 27, 2019, the Company announced that it had entered into a definitive share purchase agreement (the “**Agreement**”) with Netcoins Holdings Inc. (the “**Vendor**”) (CSE: NETC) whereby BIG will acquire all of the issued and outstanding shares of the Vendor’s three subsidiary companies: Netcoins Inc., NTC Holdings Corp., and NTC Holdings USA Corp. (collectively, “**Netcoins**”)(the “**Transaction**”).

ITEM 5.1 *Full Description of Material Change*

On May 27, 2019, the Company announced that it had entered into the Agreement with the Vendor whereby BIG will acquire all of the issued and outstanding shares of Netcoins. Netcoins is in the business of developing software to make the purchase and sale of cryptocurrency easily accessible to the mass consumer and investor through brokerage services.

Netcoins completed over CAD\$58 million in cryptocurrency transactions in 2018. It currently enables crypto transactions via over 171,000 retail locations globally, a self-serve crypto purchase portal and an institutional over-the-counter (“**OTC**”) trading desk. In addition, upon launch of its Netcoins Custody software, it is poised to deliver institutional-level crypto custody to the Canadian marketplace through an existing agreement with BitGo Trust Company, the world’s largest processor of on-chain bitcoin transactions.

In line with BIG’s objective of bringing cryptocurrency mainstream, post-Transaction the Company will be a vertically integrated crypto company, focused on compliance, regulation and trading. BIG’s “compliance first” strategy provides a distinct competitive edge when it comes to cost and readiness, over companies in the space that have either no or poor anti-money laundering (“**AML**”) compliance.

Netcoins existing institutional OTC trading business will be enhanced by the integration of BIG’s BitRank Verified® product offering and advanced reporting technology on the source of crypto transactions. Custody is a key component to institutional participation, which is foreseen to be pivotal to widespread adoption. BIG will be able to offer custody solutions within its forensic division, for engagements with law enforcement and the banking sector.

Netcoins also has established relationships with a wide range of exchanges, both as customers and service providers, all of which are high value targets for BIG's BitRank Verified® product. Leveraging the Netcoins sales and marketing teams, BIG plans to accelerate market adoption globally of BitRank Verified®, building out recurring revenue streams tied to each and every transaction verification.

Upon completion of the Transaction, the combined teams will have considerable depth and strength on an engineering level, as well as sales and marketing. Mark Binns, CEO of Netcoins, will step up to lead the Company. With over 20 years' experience in founding and building technology companies, including SAAS-based software businesses, Mark is a Dean's Honours graduate of the Ivey MBA program and a graduate of the Computer Science Honors program at Acadia University. He has led his companies to PROFIT HOT 50 and PROFIT HOT 100 awards and was nominated by the Dean of the Richard Ivey School of Business for the prestigious business award of Canada's "Top 40 Under 40".

In consideration for acquiring all of the issued and outstanding shares of Netcoins, and on the closing of the Transaction, BIG will issue an aggregate 37,500,000 common shares (the "**Payment Shares**") to the Vendor at a deemed price of \$0.08 per Payment Share. The Vendor plans to distribute the Payment Shares to its shareholders on a pro-rata basis.

Completion of the Transaction remains subject to certain closing conditions and obtaining all necessary approvals, including the approval of the Canadian Securities Exchange (the "**CSE**") and the approval of shareholders of the Vendor and other conditions which are customary for transactions of this nature.

The Transaction will be completed pursuant to available exemptions under applicable legislation.

In parallel with the standard due diligence review of Netcoins and its operations, the Company has engaged PI Financial Corp. ("**PI Financial**") to provide an opinion as to the fairness, from a financial point of view, of the consideration to be paid by BIG in respect of the Transaction. PI Financial will receive total cash payments of \$75,000 and an aggregate 312,500 compensation options. Each compensation option shall entitle PI Financial to acquire one common share of the Company at an exercise price of \$0.08 per share for a period of two years from the closing of the Transaction, subject to an acceleration clause whereby if the 10 day weighted average share price on the CSE equals or exceeds \$0.25 the Company can elect to change the expiration date of the compensation options to 30 days from the date of provision of formal notice to PI Financial of the triggering of the acceleration.

Further, in connection with the signing of the Agreement, BIG has entered into a finder's fee agreement which provides for a cash fee payable of \$90,000 on closing of the Transaction to Hillcrest Merchant Partners Inc.

Closing of the proposed Transaction is expected to be on or about July 8, 2019.

ITEM 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*

No significant facts have been omitted from this report.

ITEM 8. *Executive Officer*

Lance Morginn
Chief Executive Officer and Director
+1-778-819-8702

ITEM 9. *Date of Report*

June 4, 2019

Forward-Looking Statements:

Certain statements in this material change report are forward-looking statements, which include statements regarding the timing and manner of closing of the Transaction, the consideration to be payable in connection with the Transaction; our belief that upon completion of the Transaction, BIG will be able to offer custody solutions within its forensic division, for engagements with law enforcement and the banking sector; our plans to accelerate market adoption globally of BitRank Verified®; our belief that our clients will have a need for OTC trading; and completion of the search technology software and other matters. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Such information can generally be identified by the use of forwarding-looking wording such as “may”, “expect”, “estimate”, “anticipate”, “intend”, “believe” and “continue” or the negative thereof or similar variations. Readers are cautioned not to place undue reliance on forward-looking statements, as there can be no assurance that the plans, intentions or expectations upon which they are based will occur. By their nature, forward-looking statements involve numerous assumptions, known and unknown risks and uncertainties, both general and specific that contribute to the possibility that the predictions, estimates, forecasts, projections and other forward-looking statements will not occur. These assumptions, risks and uncertainties include, among other things, that all necessary approvals will be obtained, including those of the CSE and shareholders of the Vendor, that the parties will be able to satisfy all of the conditions to closing of the Transaction, the state of the economy in general and capital markets in particular, and other factors, many of which are beyond the control of BIG. Forward-looking statements contained in this material change report are expressly qualified by this cautionary statement. Undue reliance should not be placed on the forward-looking information because BIG can give no assurance that they will prove to be correct. Important factors that could cause actual results to differ materially from BIG’s expectations include, the CSE may not approve the Transaction as proposed or at all, the shareholders of the Vendor may not approve the Transaction as proposed or at all; the parties may not be able to satisfy the conditions to closing of the Transaction; consumer sentiment towards BIG’s products and blockchain technology generally, technology failures, competition, and failure of counterparties to perform their contractual obligations.

The forward-looking statements contained in this material change report are made as of the date of this material change report. Except as required by law, BIG disclaims any intention and assumes no obligation to update or revise any forward-looking statements, whether as a result of new

information, future events or otherwise. Additionally, BIG undertakes no obligation to comment on the expectations of, or statements made by, third parties in respect of the matters discussed above.