

BIGG DIGITAL ASSETS INC.
AMENDED AND RESTATED TERM SHEET
(Amending and Restating the Term Sheet Dated November 11, 2020)
OVERNIGHT MARKETED OFFERING OF UNITS

November 12, 2020

An amended and restated preliminary short form prospectus containing important information relating to the securities described in this document has not yet been filed with the securities regulatory authorities in each of the provinces of Canada (other than Québec). A copy of the amended and restated preliminary short form prospectus is required to be delivered to any investor that received this document and expressed an interest in acquiring the securities. There will not be any sale or any acceptance of an offer to buy the securities until a receipt for the final short form prospectus has been issued. This document does not provide full disclosure of all material facts relating to the securities offered. Investors should read the amended and restated preliminary short form prospectus, final short form prospectus and any amendment, for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision.

The securities offered under the short form prospectus have not been and will not be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or the securities laws of any state of the United States (as such term is defined in Regulation S under the U.S. Securities Act) (the “United States”), and may not be offered or sold within the United States, or to, or for the account or benefit of a U.S. Person (as defined in Rule 902(k) of Regulation S under the U.S. Securities Act) or a person in the United States, except in transactions exempt from registration under the U.S. Securities Act and applicable U.S. state securities laws.

- ISSUER:** BIGG Digital Assets Inc. (“**BIGG**” or the “**Company**”)
- OFFERING:** 25,000,000 Units of the Company (the “**Offering**”) from treasury which shall be the Offering Size divided by the Offering Price (as defined below). Each Unit will consist of one common share of the Company (a “**Share**”) and one-half common share purchase warrant of the Company (each such full warrant, a “**Warrant**”). Each Warrant will be exercisable into one additional Share of the Company (each, a “**Warrant Share**”) at an exercise equal to C\$0.30, being a 25% premium to the Offering Price, for 24 months following the Closing Date (as defined below). The Warrants contain an acceleration provision, which provides that, in the event that the Company’s ten (10) trading day volume weighted average closing price of the Shares on the Canadian Securities Exchange is equal to or greater than C\$0.60, then the Company 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.
- ISSUE PRICE:** C\$0.24 per Unit (the “**Offering Price**”).
- OFFERING SIZE:** Aggregate gross proceeds of C\$6,000,000 (the “**Offering Size**”).
- OVER-ALLOTMENT OPTION:** The Company will grant the Underwriters an option to increase the size of the Offering by up to 15% of the aggregate number of Units sold under the Offering (or a combination of the components thereof) (the “**Over-Allotment Option**”). The Over-Allotment Option may be exercised in whole or in part by written notice to the Company at any time within 30 days following the closing of the Offering.
- USE OF PROCEEDS:** The Company intends to use the net proceeds of the Offering for research and development, expansion of sales and marketing teams for BIG internationally and

Netcoins domestically, additional liquidity for Netcoins trade settlement, increase of long-term Bitcoin investment holdings, and working capital.

- SYNDICATE:** PI Financial Corp. (“**PI Financial**” or the “**Lead Underwriter**”) and a syndicate mutually agreeable with the Company.
- COMMISSION:** 6.0% of the gross proceeds of the Offering (including the proceeds from the exercise of the Over-Allotment Option) in cash and 6.0% of the aggregate number of Units sold in compensation options (each a “**Compensation Option**”) shall be paid to the Underwriters on the closing of the Offering or the distribution under the Over-Allotment Option, as applicable. Each Compensation Option will carry the right to purchase one Share (each, a “**Compensation Option Share**”) at an exercise price equal to the Offering Price and will expire on the date that is 24 months following the Closing Date.
- PRESIDENT’S LIST COMMISSION:** A portion of the Offering, up to aggregate gross proceeds of C\$500,000, will be made available to certain purchasers on a president’s list to be agreed upon by the Company and the Lead Underwriter, each acting reasonably (the “**President’s List**”). The Company will pay to the Underwriters a commission equal to 3.0% of the respective gross proceeds issued to purchasers on the President’s List plus (b) 3.0% of the aggregate number of Units sold to purchasers on the President’s List in the form of Compensation Options.
- OFFERING BASIS:** Public offering in all of the provinces of Canada (other than Québec) by way of short form prospectus, including to investors who qualify under U.S. prospectus exemptions, such as e United States by way of private placement pursuant to Rule 144A of the United States Securities Act of 1933, and internationally as permitted pursuant to private placement exemptions under local securities laws.
- LISTING** The Company will use best efforts to obtain the necessary approvals to list the Shares, the Warrant Shares and the Compensation Option Shares of the Company on the Canadian Securities Exchange.
- ELIGIBILITY:** The Shares will be qualified investments for RRSPs, RRIFs, DPSPs, RESPs and TFSAs, subject to customary qualifications.
- CLOSING DATE:** On or about November 30, 2020 (the “**Closing Date**”) or such other date as the Lead Underwriter and the Company may agree.