TOKENS.COM ANNOUNCES PRIVATE PLACEMENT FINANCING

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February 2, 2021 - Toronto, ON – Tokens.com Inc. ("**Tokens**") and COIN Hodl Inc. (TSXV: COIN) ("**COIN**") are pleased to announce that Tokens has entered into an agreement dated January 25, 2021 with a syndicate of agents led by Stifel GMP and Canaccord Genuity Corp., and including PowerOne Capital Markets, Echelon Wealth Partners, Eventus Capital Corp, Richardson Wealth, Gravitas Securities and Regent Capital Partners, to complete a brokered private placement financing (the "**Offering**") of subscription receipts of Tokens (the "**Subscription Receipts**"). The Offering is expected to raise gross proceeds of approximately $20.0 million.

Each Subscription Receipt shall entitle the holder thereof to receive, upon satisfaction or waiver of certain escrow release conditions prior to the escrow release deadline, including all conditions precedent to the completion of the proposed reverse takeover transaction between Tokens and COIN (the "**Transaction**"), and without payment of additional consideration, one common share of Tokens. Concurrent with the completion of the Transaction, each Tokens share underlying the Subscription Receipts will be exchanged for common shares of COIN in accordance with the terms of the Transaction. Additional details regarding the terms of the Offering, including the price per Subscription Receipt, the aggregate number of Subscription Receipts to be offered and the escrow release deadline, will be disclosed in a subsequent news release prior to the closing of the Offering.

Upon completion of the Transaction, the net proceeds of the Offering are expected to be deployed into Proof-of-Stake technology applications providing security and transaction validation services to certain blockchain-based digital assets, and also used for working capital and general corporate purposes. Trading in the securities of COIN is expected to remain halted until the completion of the Transaction.

None of the securities to be issued in connection with the Transaction or the Private Placement have been, or will be, registered under the United States *Securities Act of 1933*, as amended (the "**1933 Act**"), or any state securities laws, and may not be offered or sold within the United States or to any U.S. Person (as defined in Regulation S under the 1933 Act) unless registered under the 1933 Act and applicable state securities laws or an exemption from such registration is available. This press release does not constitute an offer to sell or a solicitation of an offer to buy any securities in any jurisdiction where such offer or solicitation would be unlawful, including the United States.

*Completion of the Transaction is subject to a number of conditions, including but not limited to, acceptance of the TSX Venture Exchange (the "**Exchange**") and if applicable, disinterested shareholder approval. Where applicable, the Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Transaction will be completed as proposed or at all.*

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the Transaction, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of COIN should be considered highly speculative.

The Exchange has in no way passed upon the merits of the proposed Transaction and has neither approved nor disapproved the contents of this news release.

For further information, please contact:

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Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

ABOUT TOKENS.COM INC.

Tokens.com is a Proof-of-Stake (PoS) technology company that powers digital asset transactions, including Decentralized Finance (DeFi) applications. Its founding team includes blockchain entrepreneurs, Andrew Kiguel, co-founder and former CEO of Hut 8 Mining Corp, one of North America's largest bitcoin miners, and Trevor Koverko, founder and CEO of Polymath, one of the world's leading security token platforms. Tokens provides investors with access and exposure to PoS, a sustainable process that powers digital asset transactions.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION:

This news release contains "forward-looking information" and "forward-looking statements" (collectively, "forward-looking statements") within the meaning of applicable Canadian securities laws. All statements other than statements of historical fact are forward-looking statements, and are based on expectations, estimates and projections as at the date of this news release. Any statement that involves discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions, future events or performance (often using phrases such as "expects", "anticipates", "plans", "budget", "scheduled", "forecasts", "estimates", "believes" or "intends", or variations of such words and phrases, or stating that certain actions, events or results "may" or "could", "would", "might" or "will" be taken to occur or be achieved, are not statements of historical fact and may be forward-looking statements. In this news release, forward-looking statements relate, among other things, to the terms of the proposed Offering and the proposed use of proceeds of the Offering. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties and other factors which may cause actual results and future events to differ materially from those expressed or implied by such forward-looking statements. Such factors include: general business, economic, competitive, political and social uncertainties; delay or failure to receive any necessary board, shareholder or regulatory approvals, including the approval of the Exchange; the risk that the Exchange may not approve the Transaction; the risk that the escrow release conditions related to the Subscription Receipts may not be satisfied prior to the applicable deadline; that factors may occur which impede or prevent Tokens' future business plans; and other factors beyond the control of COIN and Tokens. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on the forward-looking statements and information contained in this news release. The terms and conditions of the Transaction and the Offering may change based on the receipt of tax, corporate and securities law advice for each of the parties. Except as required by law, COIN and Tokens assume no obligation to update the forward-looking statements, whether they change as a result of new information, future events or otherwise, except as required by law.