

BLOCKCHAINK2 CORP.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON JULY 2, 2025

AND

INFORMATION CIRCULAR

May 21, 2025

This document requires immediate attention. If you are in doubt as to how to deal with the documents or matters referred to in this Information Circular, you should immediately contact your advisor.

BLOCKCHAINK2 CORP.
400 - 837 West Hastings Street
Vancouver, British Columbia
V6C 3N6

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general and special meeting of the shareholders of BlockchainK2 Corp. (the "Company") will be held at Suite 704 - 595 Howe Street, Vancouver, BC V6C 2T5 on Wednesday, July 2, 2025 at 11:00 a.m. (PDT) for the following purposes:

1. to fix the number of directors to be elected at the meeting at three (3);
2. to elect Sergei Stetsenko, Robert Jarva and Steven Sangha as directors for the ensuing year;
3. to appoint DMCL LLP, Chartered Professional Accountants, as the auditors of the Company for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors;
4. to consider, and if thought fit, to pass an ordinary resolution approving and ratifying the Company's 10% rolling stock option plan as more particularly described in the accompanying Information Circular;
5. To consider and, if thought appropriate, to pass, with or without amendment, the special resolution, as more particularly set forth in the accompanying Management Information Circular, approving the consolidation of all of the issued and outstanding Common Shares on the basis of one (1) post consolidation Common Share for up to a maximum of every ten (10) pre-consolidation Common Shares, or such lesser number of pre-consolidation Common Shares as may be approved by the Board of Directors;
6. to consider and, if thought advisable, to approve, with or without variation, a special resolution approving an amendment to the articles of the Corporation to change the name of the Corporation to "RealBlocks Corp.", or such other name as the Board of Directors of the Corporation, in its sole discretion, deems appropriate, as more fully described in accompanying Management Information Circular;
7. To ratify and approve all acts taken by the board of directors of the Corporation and any prior deficiencies related to the failure to call and hold annual general meetings in accordance with the requirements set out in the Business Corporations Act (Alberta) and the Corporate Finance Manual of the TSX Venture Exchange; and
8. to transact such other business as may be properly brought before the Meeting or any adjournment thereof.

All shareholders are entitled to attend and vote at the meeting in person or by proxy. The Board of Directors (the "Board") requests that all shareholders who will not be attending the Meeting in person read, date and sign the accompanying proxy and deliver it to Computershare Investor Services Inc. ("Computershare"). If a shareholder does not deliver a proxy to Computershare, Attention: Proxy Department, 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, by 11:00 am (PDT) on **June 27, 2025**, (or before 48 hours, excluding Saturdays, Sundays and holidays before any adjournment of the meeting at which the proxy is

to be used) then the shareholder will not be entitled to vote at the Meeting by proxy. Only shareholders of record at the close of business on **May 20, 2025** will be entitled to vote at the Meeting.

An information circular and a form of proxy accompany this notice.

DATED at Vancouver, British Columbia, May 21, 2025.

By Order of the Board of

BLOCKCHAINK2 CORP.

“Sergei Stetsenko”

Sergei Stetsenko
Chief Executive Officer

BLOCKCHAINK2 CORP.
400 - 837 West Hastings Street
Vancouver, British Columbia
V6C 3N6

INFORMATION CIRCULAR
(as at May 21, 2025 except as otherwise indicated)

BlockchainK2 Corp. (the "Company") is providing this Information Circular and a form of proxy in connection with management's solicitation of proxies for use at the annual general (the "Meeting") of the Company to be by teleconference on July 2, 2025 at 11:00 a.m. (PDT). Unless the context otherwise requires, when we refer in this Information Circular to the Company, its subsidiaries are also included. The Company will conduct its solicitation by mail and officers and employees of the Company may, without receiving special compensation, also telephone or make other personal contact. The Company will pay the cost of solicitation. All amounts referred to as \$ or dollars mean Canadian currency, unless otherwise indicated.

Attending the Meeting via Telephone Conference

Attendance of the meeting will also be available to shareholders via teleconference. We would encourage all shareholders to avail of the teleconference option in their attendance of the meeting. To attend the meeting via teleconference we would ask that shareholders complete the form attached hereto as Schedule "B", completing all requested information and e-mail a copy to reception@stockslaw.com or submit by Facsimile: (604) 373-3373 Attn: Brian O'Neill

Once received, you will receive a telephone and conference room number with which to attend the meeting.

APPOINTMENT OF PROXYHOLDER

The purpose of a proxy is to designate persons who will vote the proxy on a shareholder's behalf in accordance with the instructions given by the shareholder in the proxy. The persons whose names are printed in the enclosed form of proxy are officers or directors of the Company (the "Management Proxyholders").

A shareholder has the right to appoint a person other than a Management Proxyholder, to represent the shareholder at the Meeting by striking out the names of the Management Proxyholders and by inserting the desired person's name in the blank space provided or by executing a proxy in a form similar to the enclosed form. A proxyholder need not be a shareholder.

VOTING BY PROXY

Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Shares represented by a properly executed proxy will be voted or be withheld from voting on each matter referred to in the Notice of Meeting in accordance with the instructions of the shareholder on any ballot that may be called for and if the shareholder specifies a choice with respect to any matter to be acted upon, the shares will be voted accordingly.

If a shareholder does not specify a choice and the shareholder has appointed one of the Management Proxyholders as proxyholder, the Management Proxyholder will vote in favour of the matters specified in the Notice of Meeting and in favour of all other matters proposed by management at the Meeting.

The enclosed form of proxy also gives discretionary authority to the person named therein as proxyholder with respect to amendments or variations to matters identified in the Notice of the Meeting and with respect to other matters which may properly come before the Meeting. At the date of this Information Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting.

COMPLETION AND RETURN OF PROXY

Completed forms of proxy must be deposited at the office of Southern Empire's registrar and transfer agent, Computershare Investor Services Inc., Proxy Dept., 100 University Avenue, 9th Floor, Toronto, Ontario M4J 2Y1, not later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting, unless the chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently.

NON-REGISTERED HOLDERS

Only shareholders whose names appear on the records of the Company as the registered holders of shares or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company are "non-registered" shareholders because the shares they own are not registered in their names but instead registered in the name of a nominee such as a brokerage firm through which they purchased the shares; bank, trust company, trustee or administrator of self-administered RRSP's, RRIF's, RESP's and similar plans; or clearing agency such as The Canadian Depository for Securities Limited (a "Nominee") and in the United States, under the name Cede & Co., as nominee for the Depository Trust Company (which acts as a brokerage depository for many U.S. firms and custodial banks). If you purchased your shares through a broker, you are likely a non-registered holder.

In accordance with securities regulatory policy, the Company has distributed copies of the Meeting materials, being the Notice of Meeting, this Information Circular and the Proxy, to the Nominees for distribution to non-registered holders.

Nominees are required to forward the Meeting materials to non-registered holders to seek their voting instructions in advance of the Meeting. Shares held by Nominees can only be voted in accordance with the instructions of the non-registered holder. The Nominees often have their own form of proxy, mailing procedures and provide their own return instructions. If you wish to vote by proxy, you should carefully follow the instructions from the Nominee in order that your shares are voted at the Meeting.

If you, as a non-registered holder, wish to vote at the Meeting in person, you should appoint yourself as proxyholder by writing your name in the space provided on the request for voting instructions or proxy provided by the Nominee and return the form to the Nominee in the envelope provided. Do not complete the voting section of the form as your vote will be taken at the Meeting.

Non-registered holders who have not objected to their Nominee disclosing certain ownership information about themselves to the Company are referred to as "non-objecting beneficial owners" ("**NOBOs**"). Those non-registered holders who have objected to their Nominee disclosing ownership information about themselves to the Company are referred to as "objecting beneficial owners" ("**OBOs**").

In accordance with the requirements of National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**") of the Canadian Securities Administrators, the Company has elected to send the Meeting materials directly to NOBOs.

If the Company or its agent has sent these materials directly to you (instead of through a Nominee), your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the Nominee holding on your behalf. By choosing to send these materials to you directly, the Company (and not the Nominee holding on your behalf) has assumed responsibility for (i) delivering these materials to you and (ii) executing your proper voting instructions.

The Company does not intend to pay for Nominees to deliver the Meeting materials and Form 54-101F7 – *Request for Voting Instructions Made by Intermediary* to OBOs. As a result, OBOs will not receive the Meeting materials unless their Nominee assumes the costs of delivery.

The Company is not sending the Meeting materials to shareholders using "notice-and-access", as defined under NI 54-101.

REVOCABILITY OF PROXY

In addition to revocation in any other manner permitted by law, a shareholder, his attorney authorized in writing or, if the shareholder is a corporation, a corporation under its corporate seal or by an officer or attorney thereof duly authorized, may revoke a proxy by instrument in writing, including a proxy bearing a later date. The instrument revoking the proxy must be deposited at the registered office of the Company, at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof, or with the chairman of the Meeting on the day of the Meeting.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The Company is authorized to issue an unlimited number of common shares without par value (the "Shares"), of which 30,323,578 Shares are issued and outstanding. Persons who are registered shareholders at the close of business on May 20, 2025 will be entitled to receive notice of and vote at the Meeting and will be entitled to one vote for each share held. The Company has only one class of shares.

To the knowledge of the directors and executive officers of the Company, except as disclosed below, no person beneficially owns, controls or directs, directly or indirectly, Shares carrying 10% or more of the voting rights attached to all shares of the Company.

Name	Number of Common Shares Owned or Controlled at the Record Date	Percentage of Outstanding Common Shares at the Record Date
Stetsenko, Sergei	4,941,228	16.30%
Steven Sangha	3,560,969	11.74%

NUMBER OF DIRECTORS

At the Meeting, shareholders will be asked to pass an ordinary resolution to set the number of directors of the Company for the ensuing year at three (3). The number of directors will be approved if the affirmative vote of the majority of common shares present or represented by proxy at the Meeting and entitled to vote are voted in favour to set the number of directors at three (3).

Management recommends the approval of the resolution to set the number of directors of the Company at four (4).

ELECTION OF DIRECTORS

The directors of the Company are elected at each annual general meeting and hold office until the next annual general meeting or until their successors are appointed. In the absence of instructions to the contrary, the enclosed proxy will be voted for the nominees herein listed.

Management of the Company proposes to nominate each of the following persons for election as a director. Information concerning such persons, as furnished by the individual nominees, is as follows:

<i>Name, Jurisdiction of Residence and Position</i>	<i>Principal occupation, business or employment and, if not a previously elected Director, occupation, business or employment during the past 5 years</i>	<i>Previous Service as a Director</i>	<i>Number of Common Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly⁽¹⁾</i>
Sergei Stetsenko⁽²⁾ Dubai, UAE Chief Executive Officer and Director	Mr. Stetsenko is CEO of CRG Finance AG, a private venture capital investment company. CEO of Goldhills Holdings Ltd., a TSXV listed junior mining company.	June 1, 2017	4,941,228
Robert Jarva⁽²⁾ Talinn, Estonia Director	Mr. Jarva is the Founder and CEO of Lidel OÜ and Luxfin Resource Group OU. He is also the Principal CEO of Total Technology Solutions LLC.	May 25, 2023	Nil
Steven Sangha⁽²⁾ Richmond, Canada Director	Dr. Steven Sangha has over twenty years experience in capital markets primarily in an advisory role in financing, strategic assessments of asset and management, and business development. Area of focus is biotechnology and mining and more recently Blockchain. Has extensive experience building, operating and managing many successful businesses. He has a BSc in Pharmaceutical Science from University of British Columbia and Doctor of Dental Surgery from the University of Western Ontario.	September 22, 2020	3,560,969

Notes:

- (1) The information as to common shares beneficially owned or controlled has been provided by the nominees themselves.
- (2) A member of the audit committee.

No proposed director is being elected under any arrangement or understanding between the proposed director and any other person or company.

To the knowledge of the Company, other than as set forth below, no director or officer of the Company:

- (a) is, as at the date of the Information Circular, or has been, within 10 years before the date of the Information Circular, a director, chief executive officer ("CEO") or chief financial officer ("CFO") of any company (including the Company) that:
 - (i) was the subject, while the director was acting in the capacity as director, CEO or CFO of such company, of a cease trade or similar order or an order that denied the relevant company access to

any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days; or

- (ii) was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the director ceased to be a director, CEO or CFO but which resulted from an event that occurred while the director was acting in the capacity as director, CEO or CFO of such company; or
- (b) is, as at the date of this Information Circular, or has been within 10 years before the date of the Information Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (c) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director; or
- (d) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (e) has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a director.

Sergei Stetsenko (CEO) and Yuying Liang (CFO) were officers of BlockchainK2 Corp. (the “Company”) on January 29, 2025 when it became subject to a management cease trade order of the BCSC for failing to file audited financial statements as required by Multilateral Instrument 51-105. The required records were filed and the order was lifted on May 14, 2025.

Sergei Stetsenko (CEO and Director), Yuying Liang (CFO), Steven Sangha (Director) and Robert Jarva (Director) were officers and/or directors of BlockchainK2 Corp. (the “Company”) on April 2, 2025 when it became subject to a cease trade order of the BCSC for failing to file audited financial statements and interim financial statements as required by Multilateral Instrument 51-105. The required records were filed, and the order was lifted on May 14, 2025.

The following directors of the Company hold directorships in other reporting issuers as set out below:

<i>Name of Director</i>	<i>Name of Other Reporting Issuer</i>
Sergei Stetsenko	Goldhills Holding Ltd. ⁽¹⁾
Robert Jarva	N/A
Steven Sangha	Goldhills Holding Ltd. ⁽¹⁾ BetterLife Pharma Inc ⁽²⁾ Sernova Biotherapeutics Inc. ⁽³⁾

- (1) Listed on the TSX Venture Exchange
- (2) Listed on the Canada Securities Exchange
- (3) Listed on the Toronto Stock Exchange

EXECUTIVE COMPENSATION

Named Executive Officers

During the financial year ended September 30, 2024, the Company had two Named Executive Officers (“NEOs”) being the Chief Executive Officer (“CEO”) and Chief Financial Officer of the Company (“CFO”).

“Named Executive Officer” means: (a) each CEO, (b) each CFO, (c) each of the three most highly compensated executive officers of the company, including any of its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000; and (d) each individual who would be a NEO under (c) above but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that financial year.

COMPENSATION DISCUSSION AND ANALYSIS

General

The following information, dated as of September 30, 2024 is provided as required under Form 51-102F6V for venture Issuers (the “Form”), as such term is defined in National Instrument 51-102.

For the purposes of this Form:

“CEO” means an individual who acted as chief executive officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

“CFO” means an individual who acted as chief financial officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

“company” includes other types of business organizations such as partnerships, trusts and other unincorporated business entities;

“compensation securities” includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the company or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the company or any of its subsidiaries;

“external management company” includes a subsidiary, affiliate or associate of the external management company;

“named executive officer” or “NEO” means each of the following individuals:

- (a) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief executive officer, including an individual performing functions similar to a chief executive officer;
- (b) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief financial officer, including an individual performing functions similar to a chief financial officer;
- (c) in respect of the company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000, as determined in accordance with subsection 1.3(5), for that financial year;

- (d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the company, and was not acting in a similar capacity, at the end of that financial year;

“**plan**” includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, compensation securities or any other property may be received, whether for one or more persons;

“**underlying securities**” means any securities issuable on conversion, exchange or exercise of compensation securities.

During the financial year ended September 30, 2024, the Company had two NEO, namely, Sergei Stetsenko and Yuying Liang, Chief Executive Officer and Chief Financial Officer, respectively.

Director and NEO Compensation, Excluding Options and Compensation Securities

The following table (presented in accordance with National Instrument Form 51-102F6 Statement of Executive Compensation) excluding options and compensation securities, provides a summary of the compensation paid by the Company to each NEO and director of the Company for the completed financial year ended September 30, 2024. Options and compensation securities are disclosed under the heading “*Stock Options and Other Compensation Securities and Instruments*” below.

<i>Table of compensation excluding compensation securities</i>							
<i>Name and position</i>	<i>Year</i>	<i>Salary, consulting fee, retainer or commission (\$)</i>	<i>Bonus (\$)</i>	<i>Committee or meeting fees (\$)</i>	<i>Value of perquisites (\$)</i>	<i>Value of all other compensation (\$)</i>	<i>Total compensation (\$)</i>
Sergei Stetsenko ⁽¹⁾ , CEO and Director	2024	163,065	Nil	Nil	Nil	Nil	163,065
	2023	161,919	Nil	Nil	Nil	Nil	161,919
	2022	153,575	Nil	Nil	Nil	Nil	153,575
Yuying Liang ⁽²⁾ , CFO	2024	36,000	Nil	Nil	Nil	Nil	36,000
	2023	48,000	Nil	Nil	Nil	Nil	48,000
	2022	48,000	Nil	Nil	Nil	Nil	48,000
Robert Jarva ⁽³⁾ Director	2024	Nil	Nil	Nil	Nil	Nil	Nil
	2023	Nil	Nil	Nil	Nil	Nil	Nil
	2022	N/A	N/A	N/A	N/A	N/A	N/A
Steven Sangha Director ⁽⁴⁾	2024	Nil	Nil	Nil	Nil	Nil	Nil
	2023	Nil	Nil	Nil	Nil	Nil	Nil
	2022	Nil	Nil	Nil	Nil	Nil	Nil
Balazs Veszpremi Former Director ^(5,4)	2024	Nil	Nil	Nil	Nil	Nil	Nil
	2023	Nil	Nil	Nil	Nil	Nil	Nil
	2022	N/A	N/A	N/A	N/A	N/A	N/A
Scott Brooks ⁽⁶⁾ Former Director	2024	156,612	Nil	Nil	Nil	Nil	156,612
	2023	N/A	N/A	N/A	N/A	N/A	N/A
	2022	N/A	N/A	N/A	N/A	N/A	N/A

Notes:

- (1) Sergei Stetsenko was appointed CEO effective September 4, 2019.
(2) Yuying Liang was appointed CFO effective July 13, 2020.
(3) Robert Jarva was appointed to the board on May 25, 2023.
(4) Steven Sangha was appointed to the board on September 22, 2020.

- (5) Balazs Veszpremi resigned as a director on October 24, 2024.
 (6) Scott Brooks was appointed to the board on April 25, 2024 and resigned on August 23, 2024.

Stock Options and Other Compensation Securities and Instruments

Particulars of compensation securities granted or issued to each NEO and director in the 2024 financial year for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries is set out in the table below:

Name and Position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date (\$)
Sergei Stetsenko CEO and Director	Options	Nil	N/A	N/A	N/A	N/A	N/A
Robert Jarva Director	Options	Nil	N/A	N/A	N/A	N/A	N/A
Yuying Liang CFO	Options	Nil	N/A	N/A	N/A	N/A	N/A
Balazs Veszpremi Former Director	Options	Nil	N/A	N/A	N/A	N/A	N/A
Scott Brooks Former Director	Options	Nil	N/A	N/A	N/A	N/A	N/A

Employment, Consulting and Management Agreements

Other than as set forth below, the Company has no contract, agreement, plan or arrangement that provides for payments to a Named Executive Officer, at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change of control of the Company or a change in the Named Executive Officer's responsibilities.

The Company has a verbal agreement with Sergei Stetsenko whereby CRG Finance AG, a company controlled by Mr. Stetsenko is paid USD \$10,000 per month for providing the services of Mr. Stetsenko as Chief Executive Officer of the Company.

The Company has a verbal agreement with Yuying Liang whereby Ms. Liang is paid a fee of CAD \$3,000 per month in return for CFO services.

Oversight and Description of Director and NEO Compensation

The Company has not adopted any specific policies or practices to determine the compensation for the Company's directors and officers, other than disclosed above. Given the Company's current stage of development, the Company does not currently have an active compensation committee in place.

Executive compensation awarded to the named executive officers consists of two components: (1) management fees and (ii) stock options. The Company does not presently have a long-term incentive plan for its named executive officers. There is no policy or target regarding allocation between cash and noncash elements of the Company's compensation program.

Pension

The Company does not provide any pension benefits for directors or executive officers.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth details of all of the Company's equity compensation plans as of September 30, 2024. As at September 30, 2024 of the Company's equity compensation plan consisted of the Company's Stock Option Plan.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders	1,084,806	\$0.64	2,095,519
Equity compensation plans not approved by security holders	N/A	N/A	N/A
Total	1,084,806	\$0.64	2,095,519

Stock Option Plan

The Company adopted a new Stock Option Plan on January 4, 2018, to provide long-term, equity-based performance incentives for employees, officers, directors, and consultants. The Plan is intended to align the interests of these participants with those of shareholders, promote retention and motivation, and support the Company's ability to attract and retain key personnel. Under the Plan, any employee, director, or consultant (collectively, "Eligible Persons") may participate.

The Stock Option Plan limits the total number of shares issuable under the Plan and any other share-based compensation arrangements to no more than 20% of the Company's issued and outstanding common shares as of May 25, 2018, the effective date of the Company's change of business transaction. Additional restrictions apply to certain participant categories. No more than 10% of the Company's shares may be reserved for Insiders at any time unless disinterested shareholder approval has been obtained (approval for 20% was granted on January 4, 2018). Within any one-year period, Insiders may not receive more than 10% of the issued shares under all security-based compensation arrangements unless similar approval is obtained. Consultants may not be issued more than 2% of the Company's issued shares in any one-year period, and Investor Relations Participants are subject to the same 2% limit, with additional vesting requirements that mandate vesting over at least 12 months, with no more than 25% vesting in any three-month period.

The Board of Directors sets the exercise price of each option, which must not be less than the Discounted Market Price at the time of grant, and determines the expiry date, which can be no later than ten years from the grant date. Options may be subject to blackout periods during which the holder is restricted from trading, and the expiry date may be extended if it falls within such a blackout period. The Board has the authority to amend the Plan or any option granted under it, subject to the rules of the TSXV and any applicable shareholder approval requirements. However, material amendments that negatively affect a participant require that participant's consent, and any reduction in the exercise price of an option held by an Insider must receive disinterested shareholder approval.

If a participant ceases to be an Eligible Person, all unvested options expire immediately. Vested options will expire on the earlier of the original expiry date or a specified period after termination: 90 days for terminations without cause

or contract non-renewal, one year after death, 180 days after disability or retirement, and immediately in all other cases. The Early Expiry Date is determined by whichever of these conditions occurs first. A change of role within the Company or its subsidiaries does not affect an option as long as the individual remains an Eligible Person.

Overall, the Stock Option Plan is a central component of the Company's compensation strategy, intended to align management and shareholder interests and to provide competitive, stable equity-based incentives. The Board believes the Plan is essential for attracting and retaining key individuals and for fostering a strong commitment to the Company's long-term success.

The Company intends to approve a new 10% rolling stock option plan. Details of this plan are set out below under the heading "Particulars of Matters to be Acted Upon – Confirming Stock Option Plan."

APPOINTMENT OF AUDITOR

Auditor

Dale Matheson Carr-Hilton LLP, of Vancouver, British Columbia are the auditors of the Company. Unless instructed, the proxies given pursuant to this solicitation will be voted for the re-appointment of Dale Matheson Carr-Hilton LLP as auditors of the Company to hold office for the ensuing year at a remuneration to be fixed by the directors.

Management recommends shareholders to vote for ratification of the appointment of Dale Matheson Carr-Hilton LLP, as the Company's auditors until the next annual general meeting at a remuneration to be fixed by the Company's board of directors.

MANAGEMENT CONTRACTS

Other than as disclosed elsewhere in this Circular, no management functions of the Company are to any substantial degree performed by a person or company other than the directors or NEOs of the Company.

AUDIT COMMITTEE

The Company is required to have an audit committee (the "**Audit Committee**") comprised of not less than three directors, a majority of whom are not officers, control persons or employees of the Company or an affiliate of the Company.

Audit Committee Charter

The text of the Audit Committee's charter is attached as Schedule "A" to this Circular.

Composition of Audit Committee and Independence

The Company's current Audit Committee consists of Sergei Stetsenko, Robert Jarva and Steven Sangha. National Instrument 52-110 *Audit Committees*, ("**NI 52-110**") provides that a member of an audit committee is "independent" if the member has no direct or indirect material relationship with the Company, which could, in the view of the Company's Board, reasonably interfere with the exercise of the member's independent judgment. Of the Company's current Audit Committee, all of the current members are considered "independent" except Sergei Stetsenko, who is "not-independent". All of the Audit Committee members are "financially literate, as defined in NI 52-110, as all have the industry experience necessary to understand and analyze financial statements of the Company, as well as the understanding of internal controls and procedures necessary for financial reporting.

Relevant Education and Experience

Sergei Stetsenko Mr. Sergei Stetsenko is a financier and venture capitalist who is acting CEO of CRG Finance AG, a private venture capital firm in Zug, Switzerland. He has helped raise over \$100 mm in capital for companies in the technology, health care, communications and natural resource sectors. He is a founder of Vynleads, a US technology company, and was founder and CEO from 2003-2005 of Peleton Resources (now Triangle Petroleum. TPLM on the NYSE).

Robert Jarva Mr. Jarva is a seasoned professional with over 20 years of expertise in business management, strategic planning, development and implementation. His exceptional record demonstrates his proficiency in driving successful business outcomes. With a broad network of potential business partnerships worldwide, he excels in cultivating valuable connections. Mr. Jarva possesses exceptional interpersonal skills, enabling him to establish and nurture strong relationships within the industry. He exhibits a profound understanding of the European Union and its specific crypto asset regulations and trends.

Steven Sangha Dr. Steven Sangha has over twenty years experience in capital markets primarily in an advisory role in financing, strategic assessments of asset and management, and business development. His area of focus is biotechnology and mining and more recently digital currency. He has extensive experience building, operating and managing many successful businesses. He has a BSc in Pharmaceutical Science from University of British Columbia and Doctor of Dental Surgery from the University of Western Ontario.

Reliance on Certain Exemptions

Since the commencement of the Company’s most recently completed financial year, the Company has not relied on:

- (a) the exemption in section 2.4 (De Minimis Non-audit Services) of NI 52-110; or
- (b) an exemption from NI 52-110, in whole or in part, granted under Part 8 (Exemptions).

Pre-Approval Policies and Procedures

The Audit Committee has not adopted any specific policies and procedures for the engagement of non-audit services.

Audit Fees

The aggregate fees billed by the Company’s external auditor in the last two fiscal years ended September 30, 2024 and 2023 by category, are as follows:

<i>Financial Year Ended</i>	<i>Audit Fees (\$)⁽¹⁾</i>	<i>Audit Related Fees (\$)⁽²⁾</i>	<i>Tax Fees (\$)⁽³⁾</i>	<i>All Other Fees (\$)⁽⁴⁾</i>
2024	96,159	Nil	Nil	Nil
2023	41,651	Nil	3,300	Nil

Notes:

- (1) “Audit fees” include aggregate fees billed by the Company’s external auditor in each of the last two fiscal years for audit fees.
- (2) “Audited related fees” include the aggregate fees billed in each of the last two fiscal years for assurance and related services by the Company’s external auditor that are reasonably related to the performance of the audit or review of the Company’s financial statements and are not reported under “Audit fees” above.
- (3) “Tax fees” include the aggregate fees billed in each of the last two fiscal years for professional services rendered by the Company’s external auditor for tax compliance, tax advice and tax planning.

- (4) “All other fees” include the aggregate fees billed in each of the last two fiscal years for products and services provided by the Company’s external auditor, other than “Audit fees”, “Audit related fees” and “Tax fees” above.

Exemption in Section 6.1

The Company is a “venture issuer” as defined in NI 52-110 and is relying on the exemption in section 6.1 of NI 52-110 relating to Parts 3 (Composition of Audit Committee) and 5 (Reporting Obligations).

CORPORATE GOVERNANCE DISCLOSURE

National Instrument 58-101, Disclosure of Corporate Governance Practices, requires all reporting issuers to provide certain annual disclosure of their corporate governance practices with respect to the corporate governance guidelines (the “**Guidelines**”) adopted in National Policy 58-201. These Guidelines are not prescriptive, but have been used by the Company in adopting its corporate governance practices. The Board and Management consider good corporate governance to be an integral part of the effective and efficient operation of Canadian corporations. The Company’s approach to corporate governance is set out below.

Board of Directors

Management is nominating four individuals to the Board, all of whom are current directors of the Company.

The Guidelines suggest that the board of directors of every reporting issuer should be constituted with a majority of individuals who qualify as “independent” directors under NI 52-110, which provides that a director is independent if he or she has no direct or indirect “material relationship” with the Company. The “material relationship” is defined as a relationship which could, in the view of the Company’s Board, reasonably interfere with the exercise of a director’s independent judgement. All of the current members of the Board are considered “independent” within the meaning of NI 52-110, except Sergei Stetsenko who is Chief Executive Officer of the Company.

The Board has a stewardship responsibility to supervise the management of and oversee the conduct of the business of the Company, provide leadership and direction to Management, evaluate Management, set policies appropriate for the business of the Company and approve corporate strategies and goals. The day-to-day management of the business and affairs of the Company is delegated by the Board to the CEO and President. The Board will give direction and guidance through the President to Management and will keep Management informed of its evaluation of the senior officers in achieving and complying with goals and policies established by the Board.

The Board recommends nominees to the shareholders for election as directors, and immediately following each annual general meeting appoints an Audit Committee and the Audit Committee chairperson. The Board establishes and periodically reviews and updates the committee mandates, duties and responsibilities, elects a chairperson of the Board and establishes his or her duties and responsibilities, appoints the CEO, CFO and President of the Company and establishes the duties and responsibilities of those positions and on the recommendation of the CEO and the President, appoints the senior officers of the Company and approves the senior management structure of the Company.

The Board exercises its independent supervision over management by its policies that (a) periodic meetings of the Board be held to obtain an update on significant corporate activities and plans; and (b) all material transactions of the Company are subject to prior approval of the Board. The Board shall meet not less than three times during each year and will endeavour to hold at least one meeting in each fiscal quarter. The Board will also meet at any other time at the call of the President, or subject to the Articles of the Company, of any director.

The mandate of the Board, as prescribed by the *Business Corporations Act* (British Columbia) (the “**Act**”), is to manage or supervise management of the business and affairs of the Company and to act with a view to the best interests of the Company. In doing so, the Board oversees the management of the Company’s affairs directly and through its audit committee.

Orientation and Continuing Education

The Board's practice is to recruit for the Board only persons with extensive experience in identifying and targeting junior businesses for transactions and in public company matters. Prospective new board members are provided a reasonably detailed level of background information, verbal and documentary, on the Company's affairs and plans prior to obtaining their consent to act as a director.

The Board provides training courses to the directors as needed, to ensure that the Board is complying with current legislative and business requirements.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Under the corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Company and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, and disclose to the board the nature and extent of any interest of the director in any material contract or material transaction, whether made or proposed, if the director is a party to the contract or transaction, is a director or officer (or an individual acting in a similar capacity) of a party to the contract or transaction or has a material interest in a party to the contract or transaction. The director must then abstain from voting on the contract or transaction unless the contract or transaction (i) relates primarily to their remuneration as a director, officer, employee or agent of the Company or an affiliate of the Company, (ii) is for indemnity or insurance for the benefit of the director in connection with the Company, or (iii) is with an affiliate of the Company. If the director abstains from voting after disclosure of their interest, the directors approve the contract or transaction and the contract or transaction was reasonable and fair to the Company at the time it was entered into, the contract or transaction is not invalid and the director is not accountable to the Company for any profit realized from the contract or transaction. Otherwise, the director must have acted honestly and in good faith, the contract or transaction must have been reasonable and fair to the Company and the contract or transaction be approved by the shareholders by a special resolution after receiving full disclosure of its terms in order for the director to avoid such liability or the contract or transaction being invalid.

Nomination of Directors

The Board identifies new candidates for board nomination by an informal process of discussion and consensus-building on the need for additional directors, the specific attributes being sought, likely prospects, and timing. Prospective directors are not approached until consensus is reached. This process takes place among the Chairman and a majority of the non-executive directors.

Assessments

The Board annually reviews its own performance and effectiveness as well as the effectiveness and performance of its committees. Effectiveness is subjectively measured by comparing actual corporate results with stated objectives. The contributions of individual directors are informally monitored by other Board members, bearing in mind the business strengths of the individual and the purpose of originally nominating the individual to the Board.

The Board monitors the adequacy of information given to directors, communication between Board and Management and the strategic direction and processes of the Board and its committees.

The Board believes its corporate governance practices are appropriate and effective for the Company, given its size and operations. The Company's corporate governance practices allow the Company to operate efficiently, with checks and balances that control and monitor Management and corporate functions without excessive administration burden.

PARTICULARS OF MATTERS TO BE ACTED UPON

1. CONFIRMING STOCK OPTION PLAN

Pursuant to Policy 4.4 of the TSX Venture Exchange (the “Exchange”), all TSX-V listed companies are required to adopt a stock option plan prior to granting incentive stock options. The purpose of the Stock Option Plan is to attract and motivate directors, senior officers, employees, consultants and others providing services to the Company and its subsidiaries (each a “Participant”), and thereby advance the Company’s interests, by affording such Participants with an opportunity to acquire an equity interest in the Company through the issuance of stock options. The Company has adopted a “rolling” stock option plan reserving a maximum of 10% of the issued shares of the Company at the time of the stock option grant.

The shareholders are being asked to approve the Stock Option Plan at the Meeting. As a “rolling” stock option plan, the Stock Option Plan will be required to be re-approved by the shareholders each year at the Company’s annual general meeting.

Copies of the Stock Option Plan will be available at the Meeting for review by the shareholders. In addition, upon request, shareholders may obtain a copy of the document from the Company prior to the Meeting.

Summary of the Plan

The following information is intended as a brief description of the Company’s Stock Option Plan and is qualified in its entirety by the full text of the Stock Option Plan, which will be available for review at the Meeting. Capitalized terms are as defined in the Stock Option Plan.

1. The aggregate number of Common Shares that may be reserved for issuance pursuant to Options shall not exceed 10% of the outstanding Common Shares at the time of the granting of an Option. For greater certainty, if an Option is surrendered, terminated or expires without being exercised, the Common Shares reserved for issuance pursuant to such Option shall be available for new Options granted under this Plan.
2. The exercise price per Common Share for an Option shall be determined by the Directors or their delegates if any, but will in no event be less than the permitted discount to the Market Price for the Common Shares (as defined by the policies of the Exchange) at the date of grant.
3. The number of Common Shares reserved for issuance in any 12-month period under this Plan to (a) any one Person, shall not exceed 5% of the issued and outstanding Common Shares at the time of the grant (unless the Company has obtained Disinterested Shareholder Approval to exceed such limit); (b) any one Consultant or to all Persons employed to provide Investor Relations Activities, shall not exceed 2% of the issued and outstanding Common Shares at the time of the grant; and (c) to Insiders, shall not exceed 10% of the issued and outstanding Common Shares at the time of the grant, in any 12 month period or at any point in time.
4. Unless the Company has received Disinterested Shareholder Approval to do so, the number of Common Shares issued to any Person within a 12-month period pursuant to the exercise of Options granted under this Plan shall not exceed 5% of the outstanding Common Shares at the time of the grant.
5. In the event of a Change of Control occurring, Options granted and outstanding, which are subject to vesting provisions, shall be deemed to have immediately vested upon the occurrence of the Change of Control, excluding Options granted to Persons to provide Investor Relations Activities.
6. Upon expiry of an option, or in the event an option is otherwise terminated for any reason, the number of shares in respect of the expired or terminated option shall again be available for the purposes of the Stock Option Plan. All options granted under the Stock Option Plan, unless sooner terminated, have a term not exceeding and shall therefore expire no later than 10 years after the date of the grant.

7. If a Participant who is an Officer, Employee or Consultant is terminated for cause, each Option held by such Participant shall terminate and shall therefore cease to be exercisable upon such termination for cause.

If a Participant dies prior to otherwise ceasing to be an Eligible Person, each Option held by such Participant shall terminate and shall therefore cease to be exercisable no later than the earlier of the Expiry Date and the date which is twelve months after the date of the Participant's death.

If a Participant ceases to be an Eligible Person for any reason other than death, each Option held by the Participant will cease to be exercisable 90 days (or such other time, not to exceed one year, as shall be determined by the Board as at the date of grant or agreed to by the Board and the Optionee at any time prior to expiry of the Option) after the date the Participant ceases to be employed by or provide services to the Company.

For greater certainty, if a Participant dies, each Option held by such Participant shall be exercisable by the legal representative of such Participant until such Option terminates and therefore ceases to be exercisable pursuant to the terms of this Section.

The Board retains the discretion to impose vesting periods on any options granted. In accordance with the policies of the Exchange, stock options granted to consultants performing investor relations services must vest in stages over a minimum of 12 months with no more than one-quarter of the stock options vesting in any three-month period.

Under the Exchange policy, all such rolling stock option plans which set the number of common shares issuable under the plan at a maximum of 10% of the issued and outstanding common shares must be approved and ratified by shareholders on an annual basis. Therefore, at the Meeting shareholders will be asked to pass an ordinary resolution in the following form:

BE IT RESOLVED that:

1. the Company approve and ratify, subject to regulatory approval, the Plan pursuant to which the directors may, from time to time, authorize the issuance of options to directors, officers, employees and consultants of the Company and its subsidiaries to a maximum of 10% of the issued and outstanding common shares of the Company at the time of grant, with a maximum of 5% of the Company's issued and outstanding common shares being reserved to any one person on a yearly basis; and
2. any one officer or director of the Company is hereby authorized to execute and deliver all such documents and do all such acts and things as may be deemed advisable in such individual's discretion for the purpose of giving effect to this resolution."

Management recommends the ratification and approval of the Stock Option Plan.

2. SHARE CONSOLIDATION

In preparation for certain initiatives being considered by the Corporation, management believes that it would be in the best interests of the shareholders that the Board of Directors be given the authority to amend the articles of the Corporation (the "Articles") to provide for a consolidation of the Common Shares (the "Consolidation") on the basis of one (1) post-Consolidation Common Share for up to a maximum of every ten (10) pre-Consolidation Common Shares then issued and outstanding, or such lesser number of pre-Consolidation Common Shares as may be approved by the Board of Directors, in its sole discretion, and accepted by the TSXV. Furthermore, each stock option, warrant or other securities of the Corporation convertible into pre-Consolidation Common Shares (the "Convertible Securities") that have not been exercised or cancelled prior to the effective date of the implementation of the Consolidation will be adjusted pursuant to the terms thereof on the same exchange ratio described above and each holder of pre-Consolidation Convertible Securities will become entitled to receive post-Consolidation Common Shares pursuant to such adjusted terms.

As at the date of this circular, there are 30,323,578 Common Shares issued and outstanding and 1,084,806 outstanding stock options under the Plan. Assuming the Board of Directors applies the maximum ratio for the Consolidation and based on the issued and outstanding Common Shares and stock options as at the date of this circular, the number of issued and outstanding Common Shares and stock options after completion of the Consolidation will be 3,032,357 Common Shares and 108,480 stock options, respectively.

At the Meeting, holders of Common Shares will be asked to consider and, if thought fit, pass with or without variation, a special resolution authorizing the Board of Directors, in its sole discretion, if and when they deem it appropriate, but no later than the third business day prior to the record date for the next annual general meeting of shareholders, or such earlier date as may be mandated by the TSXV, to amend the Articles to provide for the Consolidation.

Procedure

In the event the Consolidation is approved by the shareholders, and implemented by the Board of Directors, the registered holders of Common Shares will be required to exchange the certificates representing their pre-Consolidation Common Shares for new certificates representing post-Consolidation Common Shares. Following the determination of the Consolidation ratio by the Board, and as soon as possible following the effective date of the Consolidation, the registered holders of Common Shares of the Corporation will be sent a transmittal letter by the Corporation's transfer agent, Computershare Trust Company of Canada. The letter of transmittal will contain instructions on how to surrender Common Share certificate(s) representing pre-Consolidation Common Shares to the transfer agent. The transfer agent will forward to each registered Shareholder who has sent the required documents a new Common Share certificate representing the number of post-Consolidation Common Shares to which the Shareholder is entitled.

Holders of Common Shares will not have to pay a transfer or other fee in connection with the exchange of certificates. Holders of Common Shares should not submit certificates for exchange until required to do so. Until surrendered, each certificate formerly representing Common Shares will be deemed for all purposes to represent the number of Common Shares to which the holder thereof is entitled as a result of the Consolidation.

Other Considerations

The Consolidation will not materially affect the percentage ownership in the Corporation by the holders of Common Shares even though such ownership will be represented by a smaller number of Common Shares. The Consolidation will proportionately reduce the number of Common Shares held by all the shareholders.

There can be no assurance that the market price of the post-Consolidation Common Shares will increase as a result of the Consolidation. The marketability and trading liquidity of the post-Consolidation Common Shares of the Corporation may not improve. The Consolidation may result in some shareholders owning "odd lots" of Common Shares which may be more difficult for such shareholders to sell or which may require greater transaction costs per share to sell.

The Corporation shall not be required, upon the Consolidation, to issue fractions of Common Shares or to distribute certificates which evidence fractional shares. Any fractional Common Shares to which a holder of such shares is entitled shall be aggregated to form whole Common Shares with any remaining fractional shares rounded down to the nearest whole Common Share. The Board of Directors unanimously recommends that the shareholders approve the amendment to the Articles to provide for the Consolidation.

In order to be effective, the special resolution must be approved by the affirmative vote thereof by not less than two-thirds of the votes cast by the shareholders present in person or represented by proxy at the Meeting. In the event that this special resolution is not passed, the Corporation will not proceed with the Consolidation. In addition thereto, the Consolidation will be subject to the approval of the TSXV. In the absence of contrary direction, the Management Designees intend to vote proxies in the accompanying form in favour of this special resolution.

At the Meeting, the following special resolution, with or without variation, will be placed before the shareholders, for approval:

"BE IT RESOLVED as a special resolution of the Corporation that:

1. the articles of the Corporation be amended to provide that the issued and outstanding common shares (the "Common Shares") of the Corporation be consolidated (the "Consolidation") on the basis of one (1) post-Consolidation Common Share for up to a maximum of every ten (10) pre-Consolidation Common Shares then issued and outstanding, or such lesser number of pre-Consolidation Common Shares as may be approved by the board of directors of the Corporation (the "Board"), and accepted by the TSX Venture Exchange (the "TSXV"), is hereby authorized and approved, provided that no fractional Common Shares will be issued in connection with the Consolidation and, in the event that a holder of Common Shares would otherwise be entitled to a fractional Common Share upon completion of the Consolidation, such fraction will be rounded to the nearest whole number of a Common Share;
2. from and after the effective date of the Consolidation, all outstanding share certificates will thereafter only represent the number of Common Shares to which the holder is entitled after giving effect to the Consolidation;
3. any officer or director of the Corporation is hereby authorized to file articles of amendment of the Corporation in respect of the Consolidation with the Registrar under the Business Corporations Act (Alberta), no later than the third business day prior to the record date of the next annual general meeting of the shareholders of the Corporation, or such earlier date as may be required by the TSXV, and any one officer or director is hereby authorized to prepare, execute and file articles of amendment in order to give effect to this special resolution, and to execute and deliver all such other deeds, documents and other writings and perform such other acts as may be necessary or desirable to give effect to this special resolution;
4. notwithstanding that this special resolution has been duly passed by the holders of the Common Shares, the Board is hereby authorized to abandon or revoke the proposed amendment to the articles of the Corporation in respect of the Consolidation as contemplated by this special resolution without further approval of, or notice to, the holders of the Common Shares, should the Board consider it appropriate to do so, in its discretion, at any time prior to the issuance of the certificate of amendment to the articles of the Corporation as contemplated herein; and
5. any of the directors or officers of the Corporation are, and they are hereby authorized and instructed to sign any document and to do and perform all things necessary or useful, in their discretion, to give effect to the foregoing resolutions."

3. NAME CHANGE

The Corporation intends to change its name to "BlockchainK2 Corp.", or such other name as the Board, in its sole discretion, deems appropriate (the "Name Change").

Management believes that the Name Change is in the best interests of the Corporation in order to reflect its primary business activities.

The shareholders will be asked to consider and if thought fit, approve a special resolution authorizing the Board, in its sole discretion, to effect the Name Change. To be effective, the resolution in respect of the Name Change must be approved by the affirmative vote of not less than two-thirds (2/3) of the votes cast by the holders of Common Shares

present in person or represented by proxy at the Meeting. In the absence of contrary direction, the Management Designees intend to vote proxies in the accompanying form in favour of this special resolution.

The text of the special resolution which management intends to place before the Meeting for the Name Change is as follows:

"BE IT RESOLVED as a special resolution of the shareholders of the Corporation that:

1. the name of BlockchainK2 Corp. (the "Corporation") be changed to "RealBlocks Corp." or such other name as the board, in its sole discretion, deems appropriate;
2. any one director or any one officer be and is hereby authorized and directed to execute on behalf of the Corporation, and to deliver or to cause to be delivered all such documents, agreements and instruments and to do and to cause to be done all such other acts or things as he shall determine to be necessary or desirable to carry out the intent of this special resolution; and
3. notwithstanding approval of the shareholders of the Corporation as herein provided, the Board may, in its sole discretion, revoke the special resolution before it is acted upon without further approval of the shareholders of the Corporation."

4. RATIFICATION OF DEFICIENCIES RELATING TO PREVIOUS ANNUAL GENERAL MEETINGS

The Business Corporations Act (Alberta) (the "Act") and the policies of the TSX Venture Exchange (the "Exchange") require that a reporting issuer hold a meeting of shareholders within 15 months of its last annual meeting. The Corporation last held an annual meeting of shareholders on August 13, 2023.

Unfortunately, a subsequent shareholder meeting has been delayed as the Corporation has been dealing with disruptions caused by the volatility in the cryptocurrency market and challenges presented by the COVID-19 pandemic. Rather than incurring the expense of calling and holding a meeting, the Corporation had been focusing on deploying its cash towards accretive and profitable transactions. Accordingly, the Corporation may have been in technical breach of the regulatory requirements to hold a meeting of shareholders following the completion of the COB transaction, until the holding of the Meeting in connection with this Management Information Circular.

Shareholder Approval of the Ratification Resolution

At the Meeting, or any adjournment or postponement thereof, shareholders will be asked to consider and, if thought fit, pass, with or without variation, a resolution ratifying deficiencies relating to previous annual general meetings of the Corporation (the "**Ratification Resolution**"). The approval of the Ratification Resolution will require the affirmative vote of a majority of the votes cast by shareholders at the Meeting, either in person or by proxy.

Form of Ratification Resolution

Shareholders will be asked to pass the following resolution:

BE IT RESOLVED, as an ordinary resolution, that:

1. notwithstanding (i) any failure or deficiency to properly call, convene, constitute, proceed with, hold or record any meeting of the shareholders of the Corporation for any reason whatsoever, including, without limitation, the failure to properly waive or give notice of a meeting, hold a meeting in accordance with the requirements of the *Business Corporations Act* (Alberta) and the TSX Venture Exchange, have a quorum present at a meeting, elect directors at a meeting, sign the minutes of a meeting; or (ii) any failure to pass any resolution of the shareholders of the Corporation for any reason whatsoever; all approvals, appointments, elections, resolutions, acts and proceedings enacted, passed, made, done or taken, or intended or purporting to have been enacted, passed, made, done or taken since the incorporation of the Corporation as set forth or referred to in the minutes of the meetings of shareholders of the Corporation or other documents contained in the minute book of the Corporation, or in the financial statements of the Corporation, and all actions heretofore taken in reliance upon the validity of such minutes, documents and financial statements, are hereby sanctioned, ratified, approved and confirmed; and
2. without limiting the generality of paragraph 1 above, all approvals, appointments, resolutions, contracts, acts and proceedings of the board of directors of the Corporation enacted, passed, made, done or taken by resolution of the director of the Corporation as may be set forth or referred to in the minutes of such meeting are hereby sanctioned, ratified, approved and confirmed.”

Management of the Corporation recommends that shareholders vote in favour of the Ratification Resolution. Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR the Ratification Resolution.

ADDITIONAL INFORMATION

Additional information relating to the Company may be found on SEDAR at www.sedar.com. Financial information about the Company is provided in the Company’s comparative annual financial statements to September 30, 2024 a copy of which, together with Management’s Discussion and Analysis thereon, can be found on the Company’s SEDAR profile at www.sedar.com.

BOARD APPROVAL

The contents of this Circular have been approved and its mailing authorized by the directors of the Company.

DATED at Vancouver, British Columbia, on May 21, 2025.

ON BEHALF OF THE BOARD

Sergei Stetsenko
Sergei Stetsenko
Chief Executive Officer

SCHEDULE “A”

BLOCKCHAINK2 CORP. AUDIT COMMITTEE CHARTER

Mandate

The primary function of the Audit Committee is to assist the Board of Directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company’s systems of internal controls regarding finance and accounting, and the Company’s auditing, accounting and financial reporting processes. Consistent with this function, the Audit Committee will encourage continuous improvement of, and should foster adherence to, the Company’s policies, procedures and practices at all levels. The Audit Committee’s primary duties and responsibilities are to:

- serve as an independent and objective party to monitor the Company’s financial reporting and internal control systems and review the Company’s financial statements;
- review and appraise the performance of the Company’s external auditors; and
- provide an open avenue of communication among the Company’s auditors, financial and senior management and the Board of Directors.

Composition

The Audit Committee shall be comprised of three directors as determined by the Board of Directors, the majority of whom shall be free from any relationship that, in the opinion of the Board of Directors, would reasonably interfere with the exercise of his or her independent judgment as a member of the Audit Committee. At least one member of the Audit Committee shall have accounting or related financial management expertise. All members of the Audit Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Audit Committee’s Charter, the definition of “financially literate” is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company’s financial statements. The members of the Audit Committee shall be elected by the Board of Directors at its first meeting following the annual shareholders’ meeting.

Meetings

The Audit Committee shall meet at least four times annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Audit Committee will meet at least annually with the Chief Financial Officer and the external auditors in separate sessions.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Audit Committee shall:

Documents/Reports Review

- (a) Review and update this Charter annually.
- (b) Review the Company’s financial statements, MD&A and any annual and interim earnings, press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental

body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.

- (c) Confirm that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements.

External Auditors

- (a) Review annually, the performance of the external auditors who shall be ultimately accountable to the Board of Directors and the Audit Committee as representatives of the shareholders of the Company.
- (b) Obtain annually, a formal written statement of the external auditors setting forth all relationships between the external auditors and the Company, consistent with the Independence Standards Board Standard 1.
- (c) Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.
- (d) Take, or recommend that the full Board of Directors, take appropriate action to oversee the independence of the external auditors.
- (e) Recommend to the Board of Directors the selection and compensation and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.
- (f) At each meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.
- (g) Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company.
- (h) Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.
- (i) Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:
 - i) the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of fees paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided;
 - ii) such services were not recognized by the Company at the time of the engagement to be non-audit services; and
 - iii) such services are promptly brought to the attention of the Audit Committee by the Company and approved prior to the completion of the audit by the Audit Committee or by one or more members of the Audit Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Audit Committee. Provided the pre-approval of the non-audit services is presented to the Audit Committee's first scheduled meeting following such approval, such authority may be delegated by the Audit Committee to one or more independent members of the Audit Committee.

Financial Reporting Processes

- (a) In consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external.
- (b) Consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.
- (c) Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management.
- (d) Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments.
- (e) Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
- (f) Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.
- (g) Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.
- (h) Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.
- (i) Review certification process.
- (j) Establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Other

Review any related-party transactions.

SCHEDULE "B"

**FORM OF CONFIRMATION OF ATTENDANCE TO THE ANNUAL GENERAL AND
SPECIAL MEETING BY TELE-CONFERENCE**

**BLOCKCHAINK2 CORP.
(the "Company")**

Name of shareholder - printed

Number of Company shares held

Shareholders Telephone Number

Signature of shareholder

Signed: _____, 2025

Please fax to (604) 373-3373 Attn: Brian O'Neill; or email to bon@stockslaw.com