

NEPTUNE DIGITAL ASSETS CORP.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

Take notice that the annual general meeting (the “**Meeting**”) of shareholders of Neptune Digital Assets Corp. (the “**Corporation**”) will be held at 2800 Park Place, 666 Burrard Street, Vancouver, British Columbia, and also via teleconference, on March 25, 2022 at 10:00 a.m. (Vancouver time) for the following purposes:

1. To receive the financial statements of the Corporation for its financial year ended August 31, 2021, and the report of the auditor thereon;
2. To fix the number of directors of the Corporation at five (5);
3. To elect directors of the Corporation for the ensuing year;
4. To appoint an auditor of the Corporation for the ensuing year and to authorize the directors to fix the auditor’s remuneration;
5. To consider, and if thought fit, to pass an ordinary resolution approving the Corporation’s share compensation plan; and
6. To transact such other business as may properly come before the Meeting or any adjournment thereof.

The Management Information Circular of the Corporation (the “**Circular**”) contains details of matters to be considered at the Meeting and accompanies and is deemed to form part of this Notice.

Impact of COVID-19

This year to proactively deal with the unprecedented health impact of the novel coronavirus, also known as COVID-19, to mitigate risks to the health and safety of our communities, shareholders, employees and other stakeholders, and in compliance with current government direction and advice, we will hold a hybrid Meeting, allowing for shareholder participation in person and via teleconference. Shareholders will have the opportunity to participate at the Meeting via teleconference regardless of their geographic location by calling (toll-free) +1-866-214-9607 (Canada and USA) or +1-647-427-7523 (International). Callers should dial in fifteen to twenty minutes prior to the scheduled time of the Meeting and input conference code 1.814.338.963 to join the Meeting. Please refer to the sections titled “*Appointment of Proxyholders*”, “*Voting by Proxyholders*”, “*Registered Shareholders*”, “*Beneficial Shareholders*” and “*Revocation of Proxies*” in the Circular for details on how to vote at the Meeting.

The Corporation reserves the right to take any additional precautionary measures it deems appropriate in relation to the Meeting in response to further developments in respect of the COVID-19 outbreak, including changing the Meeting date, time, location and/or means of holding the Meeting. Such changes will be announced by way of press release. Shareholders are advised to monitor the Corporation’s website at www.neptunedigitalassets.com or the Corporation’s profile, in Canada, on SEDAR at www.sedar.com, where copies of such press releases, if any, will be posted. Shareholders are advised to check the Corporation’s website regularly for the most current information. The Corporation does not intend to prepare an amended Circular in the event of changes to the Meeting format. **Shareholders will not be able to vote through the teleconference call and we encourage shareholders to vote their Common Shares prior to the Meeting by any of the means described in the Circular.**

Notice-and-Access

The Corporation has elected to use the notice-and-access (“**Notice-and-Access**”) provisions under National Instrument 54-101 *Communications with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 *Continuous Disclosure Obligations* to distribute Meeting materials to shareholders. Notice-and-Access allows issuers to post electronic versions of proxy-related materials on SEDAR and on one additional website, rather than mailing paper copies to shareholders. Shareholders have the right to request hard copies of any proxy-related materials posted online by the Corporation under Notice-and-Access.

Meeting materials, including the Circular, are available under the Corporation's profile at www.sedar.com and also at <https://docs.tsxtrust.com/2212>, and <https://neptunedigitalassets.com/investors/>. The Corporation will provide to any shareholder, free of charge, upon request to the Corporation's transfer agent, TSX Trust Company ("TSX Trust") toll-free at 1-866-600-5869 or email TMXEInvestorServices@tmx.com, a paper copy of the Circular and any financial statements or management's discussion and analysis of the Corporation filed with the applicable securities regulatory authorities during the past year. In order to allow reasonable time for you to receive and review a paper copy of the Circular or other document prior to the proxy deadline, you should make your request for a paper copy to TSX Trust by March 16, 2022.

A shareholder who is unable to attend the Meeting in person and who wishes to ensure that such shareholder's shares will be voted at the Meeting is requested to complete, date and sign the form of proxy, or voting instruction form, and deliver the form of proxy or the voting instruction form, as the case may be, in accordance with its instructions.

Dated at Vancouver, British Columbia, February 1, 2022.

BY ORDER OF THE BOARD

"Cale Moodie"

**Cale Moodie
President, Chief Executive Officer, Chairman and Director**