



COIN HODL INC.

82 Richmond Street East, Suite 200
Toronto, Ontario, M5C 1P1

NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the "**Meeting**") of the holders of common shares ("**Shareholders**") of COIN Hodl Inc. (the "**Corporation**") will be held at the offices of Bennett Jones LLP, Suite 3400, One First Canadian Place, Toronto, Ontario and via teleconference at 10:00 a.m. (Toronto time), on December 9, 2020. Shareholders can also access the Meeting by calling 1-800-901-0218 (North America Toll Free) or 1-719-234-0223 (outside of North America) with the Guest Passcode: 197-738-4122#. The Meeting is being held for the following purposes:

1. to receive the audited annual financial statements of the Corporation for the year-ended December 31, 2019, together with the report of the auditor thereon;
2. fix the number of directors at three (3);
3. to consider and, if deemed advisable, to pass, with or without variation, a special resolution to authorize the board of directors to set the number of directors from time to time within the minimum and maximum number of directors set forth in the articles of the Corporation, subject to the limitations set out in Section 125(3) and 124(2) of the *Business Corporations Act* (Ontario);
4. to elect directors of the Corporation for the ensuing year. For more information, see "*Business of the Meeting – Election of Directors*" in the Corporation's management information circular dated November 5, 2020 (the "**Circular**");
5. to appoint the auditor of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix the remuneration of the auditor. For more information, see "*Business of the Meeting – Appointment of Auditor*" in the Circular; and
6. to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

Shareholders should refer to the Circular for more detailed information with respect to the matters to be considered at the Meeting.

The specific details of the foregoing matters to be put before the Meeting are set forth in the Circular under "*Business of the Meeting*", accompanying and forming part of this Notice of Annual General and Special Meeting (the "**Notice**").

Whether or not you decide to attend the Meeting in person (see "*Shareholder Guidance as a result of COVID-19*" in this Circular), you are encouraged to provide voting instructions on the enclosed form of proxy in the manner set out in the Notice of the Annual General and Special Meeting of Shareholders and in the Management Information Circular as soon as possible. To be included at the

Meeting, your completed and executed form of proxy must be received by Computershare, 8th Floor, 100 University Ave, Toronto, ON M5J 2Y1, no later than 9:00 a.m. (Toronto time) on Monday, December 7, 2020 (or no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to any reconvened Meeting in the event of an adjournment of the Meeting) or deposited with the Chairman of the Meeting prior to the commencement of the Meeting or any adjournment thereof. Voting instructions may also be provided by internet or facsimile by following the instructions on the form of proxy.

Shareholder Guidance as a result of COVID-19:

This year, out of an abundance of caution, to proactively deal with the public health impact of COVID-19 outbreak and in an effort to mitigate the risks to the health and safety of our communities, shareholders, employees and other stakeholders, all Shareholders are encouraged to attend the Meeting by dialing in to the Corporation's conference line at: 1-800-901-0218 (North American Toll Free) or 1-719-234-0223 (outside of North American) with the Guest Passcode: 197-738-4122# and not attend the Meeting in-person. Shareholders will have an equal opportunity to participate at the Meeting through this method regardless of their geographic location. We encourage you to participate in the Meeting by dialing in to the conference line should you have any concerns about attending in person.

The Meeting may be accessed via live conference call as follows:

Date and time: Wednesday, December 9, 2020 at 10:00 a.m. (Eastern time)

Dial-in numbers: 1-800-901-0218 (North American Toll Free); or
1-719-234-0223 (outside of North American)

Guest Passcode: 197-738-4122#

Shareholders are encouraged dial in at least fifteen (15) minutes before the Meeting starts in order to allow ample time to check into the Meeting and complete the related procedures

Registered Shareholders and duly appointed proxyholders that attend the Meeting via teleconference will be able to ask questions and vote, all in real time, provided they are dialed-in at all times and comply with all of the requirements set out in the Circular. Non-registered, or beneficial, Shareholders who have not duly appointed themselves as proxyholder will be able to attend the Meeting as guests, but will not be able to vote at the Meeting.

Registered Shareholders may attend the Meeting in person, via teleconference, or may be represented by proxy. If you are a registered Shareholder and are unable to attend the Meeting in person or via teleconference, please exercise your right to vote by dating, signing and returning the accompanying form of proxy to Computershare Investor Services Inc., the transfer agent of the Corporation. To be valid, completed proxy forms must be dated, completed, signed and deposited with the Corporation's transfer agent, Computershare Investor Services: (i) by mail using the enclosed return envelope or one addressed to Computershare Investor Services Inc., Proxy Department, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1; (ii) by facsimile to 1-866-249-7775 (within Canada & the United States) and 416-263-9524 (Internationally); or (iii) by telephone at 1-866-732-8683 (within Canada & the United States) and 312-588-4290 (Internationally). You may also vote through the internet and if you do vote through the internet, you may also appoint another person to be your proxyholder. Please go to www.investorvote.com and follow the instructions. You will require your 15-digit control number found on your proxy form. Your proxy or voting instructions must be received in each case no later than 9:30 a.m. (Eastern Daylight time) on the second to last business day preceding the day of the

Meeting or any adjournment thereof, If you are unable to attend the Meeting, we encourage you to complete the enclosed form of proxy as soon as possible. If a Shareholder received more than one form of proxy because such Shareholder owns Common Shares registered in different names or addresses, each form of proxy should be completed and returned. The chairman of the Meeting shall have the discretion to waive or extend the proxy deadline without notice.

A Shareholder who wishes to appoint a person other than the management nominees identified on the form of proxy or voting instruction form (including a non-registered Shareholder who wishes to appoint themselves to attend) must carefully follow the instructions in the Circular and on their form of proxy or voting information form.

If you are not a registered Shareholder and receive these materials through your broker or through another intermediary, please complete and return the form of proxy in accordance with the instructions provided to you by your broker or by the other intermediary. For information with respect to Shareholders who own their Common Shares through an intermediary, see "*General Proxy Information – Non-Registered Shareholders*" in the Circular.

The board of directors of the Corporation has fixed November 2, 2020 as the record date (the "**Record Date**") for the determining Shareholders of the Corporation entitled to receive notice of, and to vote at, the Meeting. Only Shareholders whose names have been entered into the Corporation's register of Shareholders as of the close of business on the Record Date will be entitled to receive notice of the Meeting and to vote thereat or at any adjournment(s) or postponement(s) thereof on the basis of one vote for each common share of the Corporation ("**Common Share**") held, except to the extent that: (i) a registered Shareholder has transferred the ownership of any Common Shares subsequent to the Record Date, and (ii) the transferee of those Common Shares produces properly endorsed share certificates, or otherwise establishes that he, she or it owns the Common Shares and demands, not later than 10 days before the Meeting, that his, her or its name be included on the list of persons entitled to vote at the Meeting, in which case, the transferee shall be entitled to vote such Common Shares at the Meeting. The transfer books will not be closed.

DATED at Toronto, Ontario as of the 5th day of November, 2020.

By Order of the Board of Directors

(signed) "*Ben Cubitt*"

Ben Cubitt

President and Chief Executive Officer