

TOKENS.COM CORP.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of the shareholders of TOKENS.COM CORP. (the “**Company**”) will be held at 10:00 a.m. (Toronto time) on Tuesday, July 11, 2023, via live webcast, for the following purposes:

1. to receive the audited annual consolidated financial statements of the Company for the fiscal year ended September 30, 2022, together with the report of the auditor thereon;
2. to set the number of directors at five;
3. to elect directors of the Company for the ensuing year, as more fully described in the Circular;
4. to appoint Raymond Chabot Grant Thornton LLP as the auditor of the Company for the fiscal year ending September 30, 2022 and to authorize the board of directors of the Company to fix Raymond Chabot Grant Thornton LLP’s remuneration, as more fully described in the Company’s management information circular dated June 1, 2023 (the “**Circular**”);
5. to transact such other business as may properly come before the Meeting.

The Company is using notice-and-access to provide shareholders with electronic access to the Notice of Meeting, Information Circular, audited annual financial statements of the Company for the year ended September 30, 2022, and the accompanying management’s discussion and analysis (collectively, the “**Meeting Materials**”), instead of mailing paper copies. The Meeting Materials are available on the Company’s website at: www.tokens.com and under the Company’s profile on www.sedar.com. The use of the notice-and-access provisions reduces costs to the Company.

To request a paper copy of the Meeting Materials by mail or to receive additional information about notice-and-access, please call Odyssey Transfer Inc. (“**Odyssey**”) at the toll free at 1-888-290-1175 (toll-free within North America) or 1-587-885-0960 (direct from outside North America) or by email at shareholdes@odysseytrust.com. There is no cost to you for requesting a paper copy of the Meeting Materials. Any Shareholder wishing to request a paper copy of the Meeting Materials should do so by 4:00 p.m. (Toronto time) on June 27, 2023, in order to receive and review the Meeting Materials and submit their vote by 10:00 a.m. (Eastern Time) on July 7, 2023, as set out in the proxy or voting instruction form accompanying this Notice. Please retain the proxy or voting instruction form accompanying this Notice as another will not be sent.

In response to the COVID-19 pandemic, and given the extraordinary ongoing situation during the preparation of materials for the Meeting, the Company has determined that it is in the best interest of the Company and its shareholders to hold the Meeting as a completely virtual meeting. The Meeting will be conducted via live audio webcast, where all registered shareholders, or their duly appointed proxyholders, regardless of geographic location, will have an equal opportunity to access the Meeting. Shareholders **WILL NOT** be able to attend the Meeting in person. Registered shareholders and duly appointed proxyholders will be able to attend, participate and vote at the Meeting online at <https://web.lumiagm.com/273480797>, password: "tokens2023" (case sensitive). Non-registered shareholders (being shareholders who hold their shares through a broker, investment dealer, bank, trust company, custodian, nominee or other intermediary) who have not duly appointed themselves as proxyholder will not be able to attend, participate or vote at the Meeting. Only registered shareholders of record at the close of business on the record date of May 25, 2023, or their duly

appointed proxyholders, are entitled to receive notice of and vote at the Meeting. Registered shareholders who are unable to attend, participate or vote at the Meeting online are requested to sign, date and return the enclosed form of proxy to the Company's transfer agent, Odyssey Trust Company (i) by mail, using the enclosed return envelope or one addressed to Odyssey Trust Company, 702-67 Yonge Street, Toronto, Ontario, M5E 1J8, Attention: Proxy Department; (ii) by hand delivery to Odyssey Trust Company, 702-67 Yonge Street, Toronto, Ontario, M5E 1J8; or (iii) through the internet by using the control number located at the bottom of your form of proxy at <https://login.odysseytrust.com/pxlogin>, on or before 10:00 a.m. (Toronto time) on Friday, July 7, 2023 or not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the Province of Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof.

If you have any questions or require more information with regard to the procedures for voting, please contact Odyssey Trust Company, by telephone at 1-888-290-1175 (toll-free within North America) or 1-587- 885-0960 (direct from outside North America) or by email via shareholders@odysseytrust.com.

A shareholder who wishes to appoint a person other than the management nominees identified on the form of proxy or voting instruction form to represent them at the Meeting may do so by inserting such person's name in the blank space provided in the form of proxy or voting instruction form and following the instructions for submitting such form of proxy or voting instruction form. This must be completed prior to registering such proxyholder, which is an additional step to be completed once you have submitted your form of proxy or voting instruction form. **If you wish to have a person other than the management nominees identified on the form of proxy or voting instruction form attend and participate at the Meeting as your proxy and vote your shares on your behalf, including if you are a non-registered shareholder and wish to appoint yourself as proxyholder to attend, participate and vote at the Meeting, you MUST register such proxyholder after having submitted your form of proxy or voting instruction form identifying such proxyholder.** Failure to register the proxyholder will result in the proxyholder not receiving a control number to participate in the Meeting. Without a control number, proxyholders will not be able to attend, participate or vote at the Meeting.

To register a proxyholder, shareholders must visit <https://login.odysseytrust.com/pxlogin> and provide Odyssey Trust Company with their proxyholder's contact information, so may provide the proxyholder with a control number via email.

Proxies must be deposited with Odyssey no later than 10:00 a.m. (Eastern time) on July 27, 2023 or, if the Meeting is postponed or adjourned, by no later than 48 hours prior to the time of such postponed or adjourned meeting (excluding Saturdays, Sundays and holidays). The Company reserves the right to accept late proxies and to waive the proxy cut-off, with or without notice, in the sole discretion of the Chair of the Meeting. Non-registered shareholders should carefully follow the instructions of their intermediaries to ensure that their shares are voted at the Meeting in accordance with their instructions.

DATED at Toronto, Ontario, this 1st day of June, 2023.

BY ORDER OF THE BOARD OF DIRECTORS

"Andrew Kiguel"
Andrew Kiguel
Chief Executive Officer