

**EARLY WARNING REPORT
FORM 62-103F1**

Required Disclosure under the Early Warning Requirements

All figures are in Canadian dollars.

Item 1 – Security and Reporting Issuer

- 1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.**

The designation of securities to which this report relates are ordinary shares (“**Ordinary Shares**”) of Galaxy Digital Holdings Ltd. (the “**Company**”).

The Company’s head office is:
300 Vesey Street, 13th Floor
New York, New York
10282, USA

- 1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.**

Not applicable.

Item 2 – Identity of the Acquiror

- 2.1 State the name and address of the acquiror.**

Michael Novogratz (“**Mr. Novogratz**”)
107 Grand St., 7th Floor
New York, New York
10013, USA

- 2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.**

On December 31, 2021, Galaxy Group Investments LLC, an entity beneficially owned by Mr. Novogratz, donated 8,600,000 Class B limited partnership units (“**GDH B Units**”) representing approximately 2.73% of the issued and outstanding Ordinary Shares (assuming conversion of the GDH B Units beneficially held by Mr. Novogratz, as described below) as of December 31, 2021.

- 2.3 State the names of any joint actors.**

None.

Item 3 – Interest in Securities of the Reporting Issuer

- 3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror’s securityholding percentage in the class of securities.**

On December 31, 2021, Galaxy Group Investments LLC, an entity beneficially owned by Mr. Novogratz, donated 8,600,000 GDH B Units, having a value of C\$202.1 million (or approximately US\$159 million) using the closing price of the Ordinary Shares on December 30, 2021 (the “**Donation**”). The Donation represented approximately 2.73% of the issued and outstanding Ordinary Shares as of December 31, 2021 (assuming conversion of the GDH B Units beneficially held by Mr. Novogratz). The Donation occurred by way of a gift for \$nil consideration.

Prior to the Donation, Mr. Novogratz beneficially owned 213,696,000 GDH B Units of Galaxy Digital Holdings LP (“**GDH LP**”) and 522,945 Ordinary Shares, which represented approximately 67.95% of the issued and outstanding Ordinary Shares as of December 31, 2021 (assuming conversion of the GDH B Units beneficially held by Mr. Novogratz). Following the Donation, Mr. Novogratz owns and controls, directly or indirectly, on a fully converted basis, 205,618,945 Ordinary Shares, representing approximately 65.22% of the issued and outstanding Ordinary Shares as of December 31, 2021 (assuming conversion of the GDH B Units beneficially held by Mr. Novogratz).

Each GDH B Unit is, pursuant to the terms of the GDH LP Fourth Amended and Restated Limited Partnership Agreement, and subject to certain limitations, exchangeable for Ordinary Shares on a one-for-one basis subject to customary adjustments for stock splits, stock dividends and reclassifications and other similar transactions. The securities described above are beneficially owned by Mr. Novogratz through Galaxy Group Investments LLC and its wholly owned subsidiaries.

Pursuant to the last early warning report filed on September 2, 2020 (the “**Prior Report**”) by Mr. Novogratz in respect of the Ordinary Shares, Mr. Novogratz beneficially owned 214,218,945 Ordinary Shares (on a fully converted basis), representing approximately 76.90% of the issued and outstanding Ordinary Shares of the Company as of September 1, 2020 (assuming conversion in full of only the GDH B Units held by Mr. Novogratz).

Since the Prior Report, but prior to the Donation, the changes in the security holding percentage of Mr. Novogratz arose without any action being taken by Mr. Novogratz as a result of the number of issued and outstanding Ordinary Shares having increased as a result of treasury issuances by the Company.

3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.

See item 3.1.

3.3 If the transaction involved a securities lending arrangement, state that fact.

Not applicable.

3.4 State the designation and number or principal amount of securities and the acquiror’s securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

See item 3.1.

3.5 State the designation and number or principal amount of securities and the acquiror’s securityholding percentage in the class of securities referred to in Item 3.4 over which:

- (a) **the acquiror, either alone or together with any joint actors, has ownership and control,**

See item 3.1.

- (b) **the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and**

Not applicable.

- (c) **the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

Not applicable.

- 3.6 **If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.**

Not applicable.

- 3.7 **If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.**

Not applicable.

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

- 3.8 **If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.**

Not applicable.

Item 4 – Consideration Paid

- 4.1 **State the value, in Canadian dollars, of any consideration paid or received per security and in total.**

See item 3.1.

- 4.2 **In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance**

from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.

Not applicable.

4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.

Not applicable.

Item 5 – Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting Issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting Issuer;**
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**
- (d) a change in the board of directors or management of the reporting Issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;**
- (e) a material change in the present capitalization or dividend policy of the reporting Issuer;**
- (f) a material change in the reporting issuer’s business or corporate structure;**
- (g) a change in the reporting Issuer’s charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting Issuer by any person or company;**
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;**
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;**
- (j) a solicitation of proxies from securityholders;**
- (k) an action similar to any of those enumerated above.**

Mr. Novogratz contributed the Donation to a donor advised fund. Among other things, the Donation will be used to fund criminal justice and non-profit projects driving towards systemic change.

Subject to applicable law, Mr. Novogratz may purchase or sell securities of the Company from time to time as deemed appropriate based on market conditions and other circumstances, for investment purposes. As of the date of this report, except as set out above, Mr. Novogratz has no plans or future intentions which relate to or would result in any of the items enumerated in (a) through (k) above.

Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder’s fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

See the Management Information Circular dated May 27, 2021 filed under the Company’s SEDAR profile for a description of the material terms of the GDH LPA.

Item 7 – Change in Material Fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting Issuer’s securities.

Not applicable.

Item 8 – Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable.

Item 9 – Certification

I, as the acquiror, certify, or I, as the agent filing the report on behalf of an acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

DATED this 31st day of December, 2021.

By: (signed) “Michael Novogratz”
Name: Michael Novogratz