

**NETCOINS HOLDINGS INC.**  
488 - 1090 West Georgia Street  
Vancouver, BC V6E 3V7  
Phone: (604) 687-7130 / Fax: (604) 608-9110

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS  
TO BE HELD ON JULY 24, 2019**

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of Netcoins Holdings Inc. (the “**Corporation**”) will be held at Suite 1500 – 1055 West Georgia Street, Vancouver, BC V6E 4N7, on July 24, 2019, at 10:00 am (Vancouver time) for the following purposes:

1. to receive the audited financial statements of the Corporation for the financial year ended December 31, 2018, together with the auditors’ report thereon;
2. to set the number of directors of the Corporation for the ensuing year at five (5) persons;
3. to elect directors of the Corporation to serve from the close of the Meeting until the next annual meeting of the shareholders, or until such time as their successors are duly elected or appointed in accordance with the Corporation’s constating documents;
4. to appoint MNP LLP as the auditor of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix the remuneration to be paid to the auditor;
5. To pass, with or without variation, a special resolution to approve the transaction with BIG Blockchain Intelligence Group Inc. and its subsidiary, 12089810 B.C. Ltd., as more particularly described in the Information Circular;
6. To pass, with or without variation, a special resolution to approve the return of capital and corresponding reduction of stated capital and the distribution of the BIG Blockchain Intelligence Group Inc. shares as more particularly described in the Information Circular;
7. To consider any permitted amendment to or variation of any matter identified in this Notice and to transact such other business as may properly come before the Meeting or at any adjournment thereof.

Registered Shareholders have the right to dissent in respect of the Transaction Resolution and to be paid the fair value of their Common Shares upon strict compliance with the dissent provisions of the BCBCA. A description of Shareholders’ dissent rights can be found in the “*Dissent Rights*” section of this Circular.

**Dissenting Shareholders should note that the exercise of dissent rights can be a complex, time sensitive and expensive procedure. Dissenting Shareholders should consult their legal advisors with respect to the legal rights available to them in relation to the Transaction and their rights of dissent.**

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and is expressly incorporated as a part of, this Notice of Meeting.

The Corporation's Board of Directors has fixed June 14, 2019 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

If you are a registered shareholder of the Corporation and unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Corporation's transfer agent, Capital Transfer Agency ULC, 390 Bay Street, Suite 920, Toronto, Ontario, M5H 2Y2, Fax Number: 416.350.5008, not less than 48 hours, at least 48 hours (excluding Saturdays, Sundays and Statutory holidays recognized in the Province of Ontario) before the time and date of the Meeting or any adjournment or postponement thereof.

If you are a non-registered shareholder of the Corporation and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or by the other intermediary. Failure to do so may result in your common shares not being eligible to be voted by proxy at the Meeting.

Dated at Vancouver, British Columbia this 14<sup>th</sup> day of June, 2019.

**By Order of the Board of Directors of**

**NETCOINS HOLDINGS INC.**

*"Mark Binns"*

**Mark Binns**  
Chief Executive Officer