

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Netcoins Holdings Inc. (the “**Corporation**”) will be held at Suite 1500 – 1055 West Georgia Street, Vancouver, BC V6E 4N7, by in person / teleconference call meeting, on Friday, July 23, 2021, at 10:00 a.m. Pacific Time (the “**Meeting**”). **In light of the ongoing public health concern related to COVID-19 and in order to comply with measures imposed by the federal and provincial governments, the Corporation is encouraging Shareholders and others not to attend the Meeting in person.**

The Corporation is offering the Shareholders the option to listen and participate (but not vote) at the Meeting in real time by conference call at:

Canada Toll Free: 1-855-244-8677

Canada Toll: 1-416-915-6530

US Toll Free: 1-855-282-6330

US Toll: 1-415-655-0002

Attendee Access Code: 95400309

The Meeting is to be held for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation for the financial years ended December 31, 2020 and December 31, 2019, 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 Manning Elliott LLP, Chartered Professional Accountants, 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 consider and, if thought fit, to pass an ordinary resolution to approve the Corporation’s 10% “rolling” stock option plan, as more particularly described in the accompanying Information Circular;
6. to consider and, if thought fit, to pass an ordinary resolution to approve the Corporations fixed restricted share unit plan, as more particularly described in the accompanying Information Circular;

7. to consider and, if thought fit, to pass, with or without variation, an ordinary resolution approving the change of business of the Corporation from a junior oil and gas company to an investment company; and
8. 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.

NOTE OF CAUTION Concerning COVID-19 Outbreak

At the date of this Notice and the accompanying Information Circular, it is the intention of the Corporation to hold the Meeting at the location stated above in this Notice. We are continuously monitoring development of the COVID-19 outbreak. In light of the rapidly evolving public health guidelines related to COVID-19, we ask Shareholders to consider voting their shares by proxy and not attend the Meeting in person. Those Shareholders who do wish to attend the Meeting in person, should carefully consider and follow the instructions of the federal Public Health Agency of Canada available at: <https://www.canada.ca/en/public-health/services/diseases/coronavirus-disease-covid-19.html>. We ask that Shareholders also review and follow the instructions of any regional health authorities of the Province of British Columbia, including the Vancouver Coastal Health Authority, the Fraser Health Authority and any other health authority holding jurisdiction over the areas you must travel through to attend the Meeting. Do not attend the Meeting in person if you are experiencing any cold or flu-like symptoms, or if you or someone with whom you have been in close contact has travelled to/from outside of Canada within the 14 days immediately prior to the Meeting. All Shareholders are strongly encouraged to vote by submitting their completed form of proxy (or voting instruction form) prior to the Meeting by one of the means described in the Information Circular accompanying this Notice.

The Corporation reserves the right to take any additional pre-cautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to further developments in the COVID-19 outbreak, including: (i) holding the Meeting virtually or by providing a webcast of the Meeting; (ii) hosting the Meeting solely by means of remote communication; (iii) changing the Meeting date and/or changing the means of holding the Meeting; (iv) denying access to persons who exhibit cold or flu-like symptoms, or who have, or have been in close contact with someone who has, travelled to/from outside of Canada within the 14 days immediately prior to the Meeting; and (v) such other measures as may be recommended by public health authorities in connection with gatherings of persons such as the Meeting. Should any such changes to the Meeting format occur, the Corporation will announce any and all of these changes by way of news release, which will be filed under the Corporation's profile on SEDAR. We strongly recommend you check the Corporation's SEDAR profile prior to the Meeting for the most current information. In the event of any changes to the Meeting format due to the COVID-19 outbreak, the Corporation will not prepare or mail amended Meeting Proxy Materials.

THE BOARD OF DIRECTORS AND MANAGEMENT REQUEST ALL SHAREHOLDERS VOTE BY PROXY AND NOT ATTEND THE MEETING IN PERSON.

In order to be valid and acted upon at the Meeting, proxies must be received no later than 10:00 a.m. (Pacific Time) on Wednesday, July 21, 2021 or not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time for holding the Meeting or any postponement(s) or adjournment(s) thereof. Failure to so deposit a form of proxy will result in its invalidation. Notwithstanding the foregoing, the chair of the Meeting has the discretion to accept proxies received after such deadline.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting. No other matters are contemplated, however any permitted amendment to

or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

The audited consolidated financial statements for the years ended December 31, 2020 and December 31, 2019, the reports of the auditor and the related management discussion and analyses will be made available at the Meeting and are available on www.sedar.com.

Registered Shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.

Non-registered Shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account, you are a non-registered Shareholder.

Dated at Vancouver, British Columbia this 21st day of June, 2021.

BY ORDER OF THE BOARD

“Michael Vogel”

Michael Vogel
Chief Executive Officer