

NETCOINS HOLDINGS INC.

Form of Proxy – Annual Meeting to be held on Friday, July 23, 2021



ODYSSEY

United Kingdom Building
323 – 409 Granville St
Vancouver, BC V6C 1T2

Appointment of Proxyholder

I/We being the undersigned holder(s) of **Netcoins Holdings Inc.** hereby appoint **Michael Vogel, Chief Executive Officer of the Company** or failing this person, **Desmond Balakrishnan, a Director and Legal Counsel to the Company.**

OR

Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein:

as my/our proxyholder with full power of substitution and to attend, act, and to vote for and on behalf of the holder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Annual Meeting of **Netcoins Holdings Inc.** to be held at **Suite 1500, 1055 West Georgia Street, Vancouver, British Columbia, on July 23, 2021 at 10:00 (Pacific Time)**, or at any adjournment thereof, **by in person / teleconference 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 and use the Attendee Access Code: 95400309.

1. Number of Directors. To set the number of directors to be elected at the Meeting to at five (5).		For	Against
		<input type="checkbox"/>	<input type="checkbox"/>
2. Election of Directors.	For	Withhold	For
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
a. Desmond Balakrishnan	<input type="checkbox"/>	<input type="checkbox"/>	b. Ken Cotiamco
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
d. Carson Seabot	<input type="checkbox"/>	<input type="checkbox"/>	e. Mario Vetro
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Appointment of Auditors. 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.	For	Withhold	
	<input type="checkbox"/>	<input type="checkbox"/>	
4. Stock Option Plan. To pass an ordinary resolution to approve the Corporation's 10% "rolling" stock option plan, as more particularly described in the accompanying Information Circular.	For	Against	
	<input type="checkbox"/>	<input type="checkbox"/>	
5. Restricted Share Unit Plan. To pass an ordinary resolution to approve the Corporation's restricted share unit plan, as more particularly described in the accompanying Information Circular.	For	Against	
	<input type="checkbox"/>	<input type="checkbox"/>	
6. Change of Business. To pass an ordinary resolution approving the change of business of the Corporation from a junior oil and gas company to an investment company.	For	Against	
	<input type="checkbox"/>	<input type="checkbox"/>	

Authorized Signature(s) – This section must be completed for your instructions to be executed.

Signature(s):

Date

I/we authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, **this Proxy will be voted as recommended by Management.**

_____ / /
MM / DD / YY

Interim Financial Statements – Check the box to the right if you would like to receive interim financial statements and accompanying Management's Discussion & Analysis by mail. See reverse for instructions to sign up for delivery by email.

Annual Financial Statements – Check the box to the right if you would like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail. See reverse for instructions to sign up for delivery by email.

This form of proxy is solicited by and on behalf of Management.

Proxies must be received by 10:00 a.m., Pacific Time, on Wednesday, July 21, 2021.

Notes to Proxy

1. Each holder has the right to appoint a person, who need not be a holder, to attend and represent him or her at the **Annual** Meeting. If you wish to appoint a person other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided on the reverse.
2. If the securities are registered in the name of more than one holder (for example, joint ownership, trustees, executors, etc.) then all of the registered owners must sign this proxy in the space provided on the reverse. If you are voting on behalf of a corporation or another individual, you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. This proxy should be signed in the exact manner as the name appears on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
5. The securities represented by this proxy will be voted as directed by the holder; however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.
6. The securities represented by this proxy will be voted or withheld from voting, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments to matters identified in the Notice of Meeting or other matters that may properly come before the meeting.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

INSTEAD OF MAILING THIS PROXY, YOU MAY SUBMIT YOUR PROXY USING SECURE ONLINE VOTING AVAILABLE ANYTIME:



To Vote Your Proxy Online please visit:

<https://login.odysseytrust.com/pxlogin> and click on

VOTE

You will require the CONTROL NUMBER printed with your address to the right. If you vote by Internet, do not mail this proxy.

To request the receipt of future documents via email and/or to sign up for Securityholder Online services,

you may contact Odyssey Trust Company at www.odysseycontact.com.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual. A return envelope has been enclosed for voting by mail.