



SPIRIT BLOCKCHAIN CAPITAL INC.



Stock Exchange Tower
1230 – 300 5th Avenue
SW
Calgary AB T2P 3C4

Form of Proxy – Annual General Meeting to be held on March 31, 2025 (the “Meeting”)

Appointment of Proxyholder

I/We being the undersigned holder(s) of Spirit Blockchain Capital Inc. (the “Company”) hereby appoint **Lewis Bateman**, CEO of the Company, or failing this person, **Jacqueline Marshall**, Chief of Staff of 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 Meeting to be held at **Bay Adelaide - Centre West Tower Suite 5100 - 333 Bay Street Toronto, Ontario M5H 2R2 at 12:00 p.m. (Toronto time)** or at any adjournment thereof.

1. Number of Directors. To set the number of directors of the Company for the ensuing year at four (4).						For <input type="checkbox"/>	Against <input type="checkbox"/>
2. Election of Directors.	For	Withhold	For	Withhold		For	Withhold
a. Raymond O’Neill	<input type="checkbox"/>	<input type="checkbox"/>	b. Lewis Bateman	<input type="checkbox"/>	<input type="checkbox"/>	c. Yves La Rose	<input type="checkbox"/>
3. Ratification of Appointment of Former Auditor. To ratify the appointment of Reliant CPA PC as former auditor of the Company from February 1, 2023 to July 26, 2024, and payment of remuneration to Reliant CPA PC at the amount as recommended by the audit committee (the “ Audit Committee ”) of the board of directors of the Company (the “ Board ”) and determined by the Board.						For <input type="checkbox"/>	Withhold <input type="checkbox"/>
4. Ratification of Appointment of Current Auditor. To ratify the appointment of SRCO Professional Corporation, Chartered Professional Accountants, as auditor of the Company replacing Reliant CPA PC as of January 13, 2025, and payment of remuneration to SRCO Professional Corporation, Chartered Professional Accountants, at the amount as recommended by the Audit Committee and determined by the Board.						For <input type="checkbox"/>	Withhold <input type="checkbox"/>
5. Appointment of Auditor. To appoint SRCO Professional Corporation, Chartered Professional Accountants, as auditor of the Company for the ensuing year and authorize the Board to fix the remuneration of the auditor.						For <input type="checkbox"/>	Withhold <input type="checkbox"/>
6. Approval of Share Compensation Plan. To consider and, if thought advisable, to pass, with or without variation, an ordinary resolution ratifying and approving the Company’s share compensation plan effective July 29, 2021 previously adopted by the Board, as more particularly described in the Management Information Circular.						For <input type="checkbox"/>	Against <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.

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

This form of proxy is solicited by and on behalf of Management. Proxies must be received by 12:00 p.m., Toronto time, on March 27, 2025.

Notes to Proxy

1. Each holder has the right to appoint a person, who need not be a holder, to attend and represent them at the 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.



To Vote Your Proxy Online please visit:

<https://vote.odysseytrust.com>

You will require the CONTROL NUMBER printed with your address to the right.

You can attend the Meeting virtually. Please see the Management Information Circular for details.

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 <https://odysseytrust.com/ca-en/help/>.

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.