

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of the holders (“**Shareholders**”) of common shares in the capital of Spirit Blockchain Capital Inc. (the “**Company**”) will be held on March 31, 2025, at 12:00 p.m. (Toronto time) at Bay Adelaide - Centre West Tower, Suite 5100 - 333 Bay Street, Toronto, Ontario M5H 2R2 and via Microsoft Teams, for the following purposes:

- (a) to receive and consider the audited consolidated financial statements of the Company as at and for the financial years ended December 31, 2022 and December 31, 2023, together with the reports of the auditor thereon;
- (b) to ratify the appointment of Reliant CPA PC (“**Reliant**”) as auditor of the Company from February 1, 2023 to July 26, 2024, and payment of remuneration to Reliant 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;
- (c) to ratify the appointment of SRCO Professional Corporation, Chartered Professional Accountants (“**SRCO**”), as auditor of the Company replacing Reliant as of January 13, 2025, and payment of remuneration to SRCO at the amount as recommended by the Audit Committee and determined by the Board;
- (d) to appoint SRCO as auditor of the Company for the ensuing year and authorize the Board to fix the remuneration of the auditor;
- (e) to set the number of the directors of the Company for the ensuing year at four (4);
- (f) to elect directors of the Company to hold office for the ensuing year;
- (g) 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 accompanying information circular (the “**Circular**”); and
- (h) to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

Shareholders and duly appointed proxyholders may attend the Meeting in person where they can participate, vote, or submit questions during the Meeting. Shareholders will have the opportunity to attend the Meeting via Microsoft Teams regardless of their geographic location by joining the Meeting at the following address: https://teams.microsoft.com/l/meetup-join/19%3ameeting_NmNjMmMwOTctYmI5Ni00ZmFiLThjMWUtYjg0YjkxYjE5YzYx%40thread.v2/0?context=%7b%22Tid%22%3a%22b925436f-dc0f-4783-9a0e-ebd3680ae995%22%2c%22Oid%22%3a%229a25e586-eff5-49e7-afe0-05a4d82b4cdb%22%7d. Shareholders may also attend the meeting by telephone at +1 647-738-6213. Callers should dial in fifteen to twenty minutes prior to the scheduled time of the Meeting and input conference code 104 021 068# to join the Meeting. Shareholders can also join the Meeting online via Microsoft Teams (Meeting ID: 240 394 380 857; Passcode: Cw7BM9fi). Please refer to the sections titled “*Appointment and Revocation of Proxies*”, “*Voting by Proxyholders*”, “*Advice to Registered Shareholders*” and “*Advice to Beneficial Shareholders*” in the Circular for details on how to vote at the Meeting.

Shareholders and duly appointed proxyholders may attend the Meeting in person where they can participate, vote, or submit questions during the Meeting. Shareholders will not be able to vote, participate or ask questions through Microsoft Teams or by telephone, and we encourage Shareholders to vote their shares prior to the Meeting by any of the means described in the Circular.

The specific details of the foregoing matters to be put before the Meeting, as well as further information with respect to voting by proxy, are set forth in the Circular. In addition, a Shareholder who is unable to attend the Meeting and

who wishes to ensure that such Shareholder's shares will be **voted at the Meeting is requested to complete, date and sign the enclosed form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Circular.**

It is the intention of the persons named in the enclosed form of proxy for Shareholders, if not expressly directed to the contrary in such form of proxy, to vote FOR each of resolutions to be considered at the Meeting.

As set out in the Circular, the enclosed proxy is solicited by management of the Company, and the persons named in the form of proxy are representatives of the management of the Company, but you may amend it, if you so desire, by striking out the names listed therein and inserting in the space provided the name of the person you wish to represent you at the Meeting.

DATED this 27th day of February, 2025.

By order of the Board of Directors:

"Lewis Bateman"

Lewis Bateman

Director and Chief Executive Officer