



## **BLOCKCHAIN HOLDINGS LTD.**

### **NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that an annual general and special meeting (the “**Meeting**”) of the holders of common shares of **BLOCKCHAIN HOLDINGS LTD.** (the “**Company**”) will be held on **Monday, July 15, 2019**, at the hour of **2:00 p.m.** (Eastern time), at the offices of James Passin located at 152 West 57th Street, 24th Floor, New York, New York, USA for the following purposes:

1. To receive the audited consolidated financial statements of the Company for the year ended December 31, 2018, and the reports of the auditors thereon;
2. To set the maximum number of directors at five (5) and to elect directors of the Company for the ensuing year;
3. To appoint DMCL LLP as auditors for the Company for the ensuing financial year and to authorize the directors to fix their remuneration;
4. To consider, and if thought fit, to pass an ordinary resolution to re-approve the Company’s Stock Option Plan, as more particularly described in the accompanying Information Circular; and
5. To transact such other business as may properly come before the Meeting or any adjournment thereof.

The accompanying management information circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Annual General and Special Meeting.

The Company’s board of directors has fixed **June 10, 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 Company and unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Company’s transfer agent, Computershare Investor Services Inc. (the “**Transfer Agent**”), at their offices located on the 9th Floor, 100 University Avenue, Toronto ON M5J 2Y1, or by toll-free fax within North America at 1-866-249-7775 by **2:00 p.m. (Eastern time) on July 11, 2019**, or at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of Ontario) before the time and date of any adjournment or postponement thereof.

If you are a non-registered shareholder of the Company and received this Notice of Annual General and Special Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing or any other person that holds your security on your behalf (the “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

**DATED** at New York, New York, USA, this 10<sup>th</sup> day of June 2019.

**BY ORDER OF THE BOARD OF DIRECTORS**

Yours truly,

(signed) **James Passin**

James Passin  
Chairman of the Board