



**DIGICRYPTS BLOCKCHAIN SOLUTIONS INC.**

**390 Bay Street, Suite 920**

**Toronto, Ontario**

**M5H 2Y2**

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN THAT** an annual meeting (the “Meeting”) of shareholders of Digicrypts Blockchain Solutions Inc. o/a DigiMax Global Solutions (“DIGI” or the “Corporation”) will be held at the offices of Capital Transfer Agency, ULC, 390 Bay Street, Suite 920, Toronto, ON M5H 2Y2 on April 22, 2021 at 10 a.m. (Toronto time), The corporation may limit the attendance to comply with applicable health guidelines. To further mitigate the risk of the spread of the virus, the Meeting can be accessed by conference call at 1-833-333-2588 Participant Code: 6595#. This call will be listen-only and shareholders will not be able to vote or speak at, or otherwise participate in the Meeting via the conference call. Given the restrictions in place, the Corporation's board of directors and auditors do not plan to attend the Meeting in person.

1. to receive the audited consolidated financial statements for the financial year ended January 31, 2020, together with the auditor’s report thereon;
2. to fix the number of directors of the Corporation at five (5) and to empower the board of directors of the Corporation to determine the number of directors of the Corporation hereafter from time to time by resolution of the board of directors, in accordance with the Business Corporations Act (Ontario);
3. to elect directors of the Corporation;
4. to appoint Clearhouse LLP as the auditors of the Corporation, for the coming financial year and to permit the directors of the Corporation to fix the remuneration for the auditors;
5. to transact such other business as may properly be brought before the Meeting or any adjournment or adjournments thereof.

The record date for the determination of shareholders entitled to receive notice of and to vote at the Meeting is March 8, 2021 (the "Record Date"). Shareholders whose names have been entered in the register of shareholders at the close of business on that date will be entitled to receive notice of and to vote at the Meeting.

The Corporation is actively monitoring the ongoing COVID-19 situation and is sensitive to public health concerns and protocols put in place by federal, provincial and municipal governments. The Corporation will be severely restricting physical access to the Meeting and only registered shareholders and formally appointed proxyholders will be allowed to attend. In order to comply with government orders concerning maximum size of public gatherings and required physical distancing parameters, the Corporation may be unable to admit shareholders to the Meeting. The Corporation strongly encourages registered shareholders and proxyholders not to attend the Meeting in person, and Shareholders are encouraged to vote using one of the methods described in the accompanying management information circular. To further mitigate the risk of the spread of the virus, the Meeting can be accessed by conference call at 1-833-333-2588 , Participant Code: 6595# . This call will be listen-only and shareholders will not be able to vote or speak at,

or otherwise participate in the Meeting via the conference call. Given the restrictions in place, the Corporation's board of directors and auditors do not plan to attend the Meeting in person.

### **NOTICE-AND-ACCESS**

Notice is also hereby given that the Company has decided to use the notice-and-access method of delivery of meeting materials for the Meeting for beneficial owners of common shares of the Company (the “**Non-Registered Holders**”) and for registered shareholders. The notice-and-access method of delivery of meeting materials allows the Company to deliver the meeting materials over the internet in accordance with the notice-and-access rules adopted by the Ontario Securities Commission under National Instrument 54-101 – Communication with Beneficial Owners of Securities of a Reporting Issuer. Under the notice-and-access system, registered shareholders will receive a form of proxy and the Non-Registered Holders will receive a voting instruction form enabling them to vote at the Meeting. However, instead of a paper copy of the notice of Meeting, the management information circular, the annual financial statements of the Company for the financial years ended December 31, 2020 and related management’s discussion and analysis and other meeting materials (collectively the “**Meeting Materials**”), shareholders receive a notification with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and will also reduce the cost of printing and mailing the Meeting Materials to shareholders. Shareholders are reminded to view the Meeting Materials prior to voting. The Company will not be adopting stratification procedures in relation to the use of notice-and access provisions.

#### **Websites Where Meeting Materials Are Posted:**

Meeting Materials can be viewed online under the Company’s profile at [www.sedar.com](http://www.sedar.com) or on the Company’s website at [digimaxai.com](http://digimaxai.com) (the “Website”). The Meeting Materials will remain posted on the website at least until the date that is one year after the date the Meeting Materials were posted.

#### **How to Obtain Paper Copies of the Meeting Materials**

Shareholders may request paper copies of the Meeting Materials be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Meeting Materials are posted on the website. In order to receive a paper copy of the Meeting Materials or if you have questions concerning notice-and-access, please contact the Company’s transfer agent and registrar, Capital Transfer Agency ULC, by calling toll free at 1-844-499-4482 or by email at [voteproxy@capitaltransferagency.com](mailto:voteproxy@capitaltransferagency.com). **Requests should be received by 4:00 p.m. (Eastern time) on April 12, 2021 in order to receive the Meeting Materials in advance of the Meeting.**

The accompanying management information circular provides additional detailed 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 and special meeting. Additional information about the Company and its financial statements are also available on the Company’s profile at [www.sedar.com](http://www.sedar.com).

**DATED** at Toronto, Ontario this 23rd day of March 2021.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) Chris Carl, Chief Executive Officer