

# CYPHERPUNK HOLDINGS INC.



The Exchange Tower, 130 King Street West, Suite 3680, Box 99  
Toronto, Ontario, Canada M5X 1B1

## NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that the annual and special meeting (the “**Meeting**”) of shareholders (“**Shareholders**”) of Cypherpunk Holdings Inc. (the “**Corporation**” or the “**Company**”) will be held at Room C Aldgate Tower, #2 Leman Street, in the city of London, UK E1 8FA, on Wednesday, September 4, 2019 at 5:00 p.m. (British Summer Time) in order to:

1. receive and consider the audited consolidated financial statements of the Company for the year ended September 30, 2018 and the report of the auditor thereon;
2. elect directors of the Company to hold office until the next annual meeting of Shareholders;
3. confirm the appointment by the board of directors of, and to appoint, the auditors of the Company and to authorize the directors to fix their remuneration;
4. consider and, if deemed advisable, pass, a resolution to repeal the general by-laws of the Corporation and ratify new general by-laws, as more particularly described in the accompanying management information circular; and
5. act upon such other matters, including amendments to the foregoing, as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

The full text of the special resolutions referred to in item four (4) above is attached to the Management Information Circular (the “**Circular**”) as Appendix A.

A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his or her duly executed form of proxy with the Company’s transfer agent and registrar, TSX Trust Company (“**TSX Trust**”), Suite 301, 100 Adelaide St. West, Toronto, Ontario, M5H 4H1, not later than 4:30 p.m. (Toronto time) on Monday, September 2, 2019, or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the time of such adjourned meeting.

Shareholders who are unable to attend the Meeting in person, are requested to date, complete, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting.

The board of directors of the Company has, by resolution, fixed the close of business on Tuesday, July 30, 2019 as the record date, being the date for the determination of the registered holders of common shares of the Company entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof.

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 consolidated financial statements are also available on the Company’s profile at [www.sedar.com](http://www.sedar.com).

**DATED** at Toronto, Ontario this 30<sup>th</sup> day of July, 2019.

**BY ORDER OF THE BOARD**

*“Marc Henderson” (signed)*

Interim President & Chief Executive Officer

*Proxies will be counted and tabulated by TSX Trust, the Corporation's registrar and transfer agent, in such a manner as to protect the confidentiality of how a particular shareholder votes except where they contain comments clearly intended for management, in the case of a proxy contest, or where it is necessary to determine the proxy's validity or to permit management and the Board of Directors to discharge their legal obligations to the Corporation or its shareholders.*