

CYPHERPUNK HOLDINGS INC.



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

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual meeting (the “**Meeting**”) of shareholders (“**Shareholders**”) of Cypherpunk Holdings Inc. (the “**Corporation**” or the “**Company**”) will be held at the office of Irwin Lowy LLP Barristers and Solicitors 217 Queen Street West, Suite 401 Toronto, ON M5V 0R2; with conference call telephone access at Local/International: 416-343-0138 or Toll-free North America: 1-866-602-5089 Conference ID: 1714760 on Thursday, May 14, 2020 at 10:00 a.m. (Toronto Time) in order to:

1. receive and consider the audited consolidated financial statements of the Company for the year ended September 30, 2019 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 of the auditors and to authorize the directors to fix their remuneration;
4. 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.

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 Tuesday, May 12, 2020 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 Wednesday, March 25, 2020 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 meeting. Additional information about the Company and its consolidated financial statements are also available on the Company’s profile at www.sedar.com.

DATED at Toronto, Ontario this 9th day of April, 2020.

BY ORDER OF THE BOARD

“Marc Henderson” (signed)

Director