

# CYPHERPUNK HOLDINGS INC

217 Queen Street West, Suite 401 Toronto, ON M5V 0R2

## 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 located at 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 Wednesday June 16, 2021 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, 2020 and the report of the auditor thereon;
2. elect directors of the Company to hold office until the next annual meeting of Shareholders;
3. to re-appoint Davidson & Company LLP as auditors of the Company and to authorize the directors to fix their remuneration; and
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.

This notice of meeting (the “**Notice of Meeting**”) is accompanied by the management information circular dated May 15, 2021 (the “**Circular**”) of the Corporation and a form of proxy, which should be read in conjunction with this Notice of Meeting.

Shareholders may attend the Meeting in person or may be represented by proxy. Shareholders unable to attend the Meeting or any adjournment(s) thereof in person are requested to date, sign and return the enclosed form of proxy to the attention of TSX Trust Company (“**TSX Trust**”), Suite 301, 100 Adelaide St. West, Toronto, Ontario, M5H 4H1. To be effective, a proxy must be received not later than 10:00 a.m. (Eastern time) on June 14, 2021, or in the event that the Meeting is adjourned or postponed, not less than 48 hours (excluding Saturdays, Sundays and holidays) immediately preceding any adjournment(s) or postponement(s) thereof. Instead of mailing your proxy, Shareholders may choose to vote using the Internet in accordance with the instructions set out in the accompanying form of proxy.

This year, out of an abundance of caution, to proactively deal with the unprecedented public health impact of COVID-19, and to mitigate the risks to the health and safety of our communities, shareholders, employees and other stakeholders, although the Corporation plans to hold an in-person meeting, **management of the Corporation strongly recommends that Shareholders DO NOT attend the Meeting in person, particularly if a Shareholder is experiencing any of the described COVID-19 symptoms or if a Shareholder or someone with whom the Shareholder has been in close contact has travelled to/from outside Ontario within the 14 days prior to the Meeting.** Unlike other years, the Corporation intends to quickly deal with the business at hand and there will be no refreshments or additional presentations at the Meeting. COVID-19 is causing unprecedented social and economic upheaval and the Corporation wants to ensure that no one is unnecessarily exposed to any risks. Shareholder participation at the Meeting is still important to management of the Corporation and the Corporation therefore encourages Shareholders to complete and return the form of proxy or the voting instruction form (the “**VIF**”) that beneficial Shareholders will receive from their respective nominees, in accordance with the instructions in the accompanying Circular to ensure that Shareholders’ votes are counted.

The Corporation may take additional precautionary measures in relation to the Meeting in response to further developments with COVID-19. In the event it is not possible or advisable to hold the Meeting in person, the Corporation will announce alternative arrangements for the Meeting as promptly as practicable, which may include delaying the Meeting or holding the Meeting entirely by electronic means, telephone or other communication facilities. **If you are a registered shareholder or appointed proxyholder and are planning to attend the**

**Meeting, please notify the Corporation within a minimum of five (5) business days' in advance of the Meeting by email sent to cburk@irwinlowy.com. Public health restrictions and recommendations in place at the time of the Meeting may require the Corporation to restrict the number of people in attendance at the Meeting and therefore physical attendance by a Shareholder or appointed proxyholder may not be possible.**

The board of directors of the Corporation has, by resolution, fixed the close of business on Thursday, May 10, 2021, as the record date for the determination of the Shareholders entitled to notice of, and to vote at, the Meeting, and any adjournment or postponement thereof. Only Shareholders of record at the close of business on May 10, 2021 will be entitled to vote at the Meeting. Late proxies may be accepted or rejected by the Chairman of the Meeting at his discretion. The Chairman is under no obligation to accept or reject any particular late proxy.

If you vote by the Internet, do not mail back your proxy. Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the management nominees named on the Form of Proxy.

Non-registered Shareholders who receive these materials through their broker or other intermediary are requested to follow the instructions for voting provided by their broker or intermediary, which may include the completion and delivery of a VIF.

Copies of this Notice of Meeting, the Circular, the form of proxy, and the audited consolidated financial statements are filed under the Corporation's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

The Circular contains details of matters to be considered at the Meeting. **Please review the Circular before voting.**

**DATED** at Toronto, Ontario this 15<sup>th</sup> day of May, 2021.

**BY ORDER OF THE BOARD**

"Tony Guoga" (signed)  
Director and 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.*