NOTICE OF MEETING OF EARNOUT RIGHTS HOLDERS

NOTICE IS HEREBY GIVEN that, pursuant to the earnout rights indenture dated July 7, 2023 (the "**Indenture**") between WonderFi Technologies Inc. (the "**Company**" or "**WonderFi**"), Computershare Trust Company of Canada ("**Computershare**" or the "**Earnout Rights Agent**"), and the members of the Holder Committee (as such term is defined in the Indenture), a meeting (the "**Meeting**") of the holders (the "**Holders**") of Earnout Rights (as such term is defined in the Indenture) will be held in a virtual-only meeting format conducted via audio webcast at meetnow.global/MTUD6HM at 11:30 a.m. (Toronto time) on Thursday, July 17, 2025, for the following purposes (with capitalized terms used herein (including Schedule A attached hereto) but not otherwise defined having the respective meanings given to them in the Indenture):

1. to consider and, if deemed advisable, to pass, with or without variation, an Extraordinary Resolution (the "**Amendment Resolution**") to approve amendments to the Indenture that will provide that: (a) the last Interim Earnout Payment Period will be the period from July 1, 2025 to and including the earlier of (i) the business day immediately prior to the effective date of the closing of the previously announced plan of arrangement transaction involving WonderFi, Wrangler Holdings Inc. (the "**Purchaser**") and Robinhood Markets, Inc. ("**Robinhood**" and, together with WonderFi and the Purchaser, the "**Parties**") and (ii) November 14, 2025; (b) the aggregate Earnout Payment payable to the Holders (excluding certain Holders who have waived their rights in respect thereof) in respect of such amended last Interim Earnout Payment Period shall be $199,396; and (c) the payment date for such last Interim Earnout Payment Period shall be the earlier of (i) the business day that is immediately prior to the effective date of the closing of the plan of arrangement provided for in the arrangement agreement dated May 12, 2025 between WonderFi, the Purchaser and Robinhood, as such agreement may be amended from time to time (the "**Robinhood Transaction**") and (ii) such date determined by the Corporation that is on or before March 31, 2026. The full text of the Amendment Resolution is set forth in Exhibit 1 to Schedule A attached to this Notice of Meeting of Earnout Rights Holders (the "**Notice of Meeting**"); and

2. to transact such other business as may properly be brought before the Meeting or any postponement or adjournment thereof.

Specific details of the matters proposed to be put before the Meeting are set forth in Schedule A attached hereto.

THE BOARD OF DIRECTORS OF WONDERFI, AFTER CONSULTATION WITH ITS LEGAL AND FINANCIAL ADVISORS, UNANIMOUSLY RECOMMENDS THAT HOLDERS VOTE FOR THE AMENDMENT RESOLUTION.

The Board of Directors of WonderFi (the "**Board**") has fixed the record date for determining the Holders entitled to receive notice of and vote at the Meeting as the close of business on June 5, 2025 (the "**Record Date**"). Only registered Holders (the "**Registered Holders**") as of the Record Date, or their duly appointed proxyholders, are entitled to receive notice of, attend and vote at the Meeting.

Your vote is important regardless of how many Earnout Rights you own. Whether or not you expect to attend the Meeting (virtually), we encourage you to vote your form of proxy or voting instruction form, as applicable, as promptly as possible using the following methods to ensure that your vote will be counted at the Meeting. In order to become effective, the Amendment Resolution must be approved by the affirmative vote of Holders holding at least 66 2/3% of the aggregate number of all then outstanding Earnout Rights represented at the Meeting and voted on a poll upon such resolution.

We strongly encourage Holders to vote on the matters before the Meeting by proxy in the manner set out below (and in Schedule A). To be valid, a proxy form must be received by the Earnout Rights Agent no later than 11:30 a.m. (Toronto time) on Tuesday, July 15, 2025, or no later than 48 hours (excluding Saturdays, Sundays and statutory holidays) prior to the date on which the Meeting or any postponement or adjournment thereof is held. Proxies received after such time may be accepted or rejected at the discretion of the Chair of the Meeting. The Chair of the Meeting is under no obligation to accept late proxies.

Registered Holders may attend, participate in and vote at the Meeting online at meetnow.global/MTUD6HM, provided they are connected to the internet and comply with all of the requirements set out herein.

Non-registered beneficial Holders ("**Non-Registered Holders**") will be able to attend, participate in and vote at the Meeting online at meetnow.global/MTUD6HM if they duly appoint themselves as proxyholder through the method specified by their intermediary through whom they hold their Earnout Rights (such as an investment advisor, broker, bank, trust company, custodian, nominee, clearing agency or other intermediary) (an "**Intermediary**") and comply with all of the requirements set out in Schedule A relating to that appointment and registration. If a Non-Registered Holder does not comply with these requirements, that Non-Registered Holder may be able to attend the Meeting as a guest but will not be able to vote or ask questions at the Meeting.

Registered Holders who are unable to attend the Meeting, or any postponement or adjournment thereof, are requested to complete, date, and sign the accompanying form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in Schedule A. The time limit for the deposit of proxies may be waived by the Chair of the Meeting. If you are a Non-Registered Holder and have received these materials through an Intermediary, please complete and return the voting instruction form provided to you by your broker or other Intermediary in accordance with the instructions provided therein.

Voting is easy. Vote well in advance of the proxy cut-off time at 11:30 a.m. (Toronto time) on Tuesday, July 15, 2025.

Voting Method	**Registered Holders** If your Earnout Rights are held in your name and represented by a physical certificate.	**Non-Registered Holders** If your Earnout Rights are held with a broker, bank or other intermediary.
Voting Prior to the Meeting		
Internet	Go to www.investorvote.com.	Go to www.proxyvote.com.
Phone	Call 1.866.732.VOTE (8683) and vote using the 15-digit control number provided in your proxy.	Call the toll-free number listed on your voting instruction form (VIF) and vote using the 16-digit control number provided therein.
Mail	Complete, date and sign management's form of proxy and return it to: *Computershare Trust Company of Canada 100 University Avenue, 8th Floor, North Tower, Toronto, Ontario M5J 2Y1*	Complete, date and sign the voting instruction form (VIF) and return it in the enclosed envelope.

Please review Schedule A for instructions and further details on how to access, virtually attend, vote and ask questions at the Meeting.

Morrow Sodali (Canada) Ltd. ("Sodali & Co.") is acting as WonderFi's proxy solicitation agent and communications advisor. If you have any questions or require any assistance in completing your proxy or voting instruction form, please contact Sodali & Co. by telephone at 1.888.777.0836 (North American Toll Free) or 1.289.695.3075 (Collect Calls Outside North America), or by email at assistance@investor.sodali.com.

DATED this 13th day of June, 2025.

The contents and the mailing to the Holders of this Notice of Meeting have been approved by the Board.

BY ORDER OF THE BOARD OF DIRECTORS

"*Dean Skurka*"
President and Chief Executive Officer

SCHEDULE A

TO THE NOTICE OF MEETING OF EARNOUT RIGHTS HOLDERS

CAUTIONARY STATEMENTS

General

No person has been authorized to give any information or to make any representation in connection with the Amendment Resolution and other matters described herein other than those contained herein and, if given or made, any such information or representation must not be relied upon as having been authorized by the Company and should not be relied upon in making a decision as to how to vote on the Amendment Resolution.

This Notice of Meeting does not constitute an offer to buy, or the making of an offer to sell, any securities or the solicitation of a proxy by any person in any jurisdiction in which such solicitation or offer is not authorized or in which the person making such solicitation or offer is not qualified to do so or to any person to whom it is unlawful to make such solicitation or offer.

Information contained in this Notice of Meeting should not be construed as legal, tax or financial advice and Holders are urged to consult their own professional advisors in connection therewith.

NO CANADIAN SECURITIES REGULATORY AUTHORITY NOR THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION HAS PASSED UPON THE ACCURACY OR ADEQUACY OF THIS NOTICE OF MEETING. ANY REPRESENTATION TO THE CONTRARY IS AN OFFENCE.

Forward-Looking Statements

This Notice of Meeting contains “forward-looking information” and “forward-looking statements” within the meaning of applicable Canadian securities legislation (collectively referred to as “**forward-looking information**”). Forward-looking information may relate to anticipated future events, results, circumstances, performance or expectations. Statements containing forward-looking information are not historical facts but instead represent management’s expectations, estimates and projections regarding possible future events or circumstances as of the date of this Notice of Meeting. Specific statements used herein that may contain “forward-looking information” may include, but are not limited to, statements and comments with respect to: the anticipated timing of the Meeting, projected revenue of the SmartPay business, whether the Robinhood Transaction will be consummated, and the Wind-Down (as defined below). They are based on certain factors and assumptions, including expected growth, results of operations, business prospects and opportunities. In some cases, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expect" or "does not expect", "is expected", "an opportunity exists", "estimates", "future", "forecasts", "intends", "anticipates", "does not anticipate", "believes", or variations of such words and phrases, or statements that certain actions, events, or results "may", "could", "would", "might", "will" occur or be taken, or "will continue to" be achieved. In addition, any statements that refer to expectations, intentions, projections, or other characterizations of future events or circumstances contain forward-looking information. Forward-looking information is not a guarantee of future performance and is subject to numerous risks and uncertainties, including those described in the Company’s annual financial statements, management's discussion and analysis and annual information form for the year ended December 31, 2024 and its financial statements and management's discussion and analysis for the interim period ended March 31, 2025, which may be obtained under the Company’s issuer profile on SEDAR+ at www.sedarplus.ca.

Forward-looking information is necessarily based on a number of opinions, estimates and assumptions that the Company considered appropriate and reasonable as at the date such statements are made, and are subject to known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward-looking information, including but not limited to risks related to: general business, economic, competitive, political and social uncertainties; failure to receive the required Holder approval to effect the Amendment Resolution or the required approvals to effect the Robinhood Transaction, and risks related to completing the Wind-Down. Given these risks and uncertainties, Holders should not place undue reliance on forward-looking information as a prediction of actual results.

The Company is under no obligation (and expressly disclaims any such obligation) to update or alter any statements containing forward-looking information, the risks or assumptions underlying them, whether as a result of new information, future events or otherwise, except as required by applicable Canadian securities legislation. Additionally, the Company undertakes no obligation to comment on analyses, expectations or statements made by third parties in respect of the Company, its financial or operating results, or its securities. All of the forward-looking information herein is qualified by the cautionary statements herein. Holders are urged to carefully consider these and other risks and uncertainties carefully.

THE AMENDMENT RESOLUTION

At the Meeting, Holders will be asked to consider and, if deemed advisable, pass an Extraordinary Resolution (being a resolution passed by the affirmative votes of the Holders holding at least 66⅔% of the aggregate number of all of the outstanding Earnout Rights represented at the Meeting) to approve amendments to the Indenture that will provide that: (a) the last Interim Earnout Payment Period will be the period starting July 1, 2025 to and including the earlier of (i) the business day immediately prior to the effective date of the closing of the Robinhood Transaction and (ii) November 14, 2025, and (b) the aggregate Earnout Payment payable to the Holders in respect of such amended last Interim Earnout Payment Period shall be $366,774, which amount will be reduced by $167,378 otherwise payable to Messrs. Justin Hartzman, Jeremy Koven and Michael Koral in their capacity as Holders but voluntarily forfeited by them pursuant to waivers executed by them on September 24, 2024, which will result in an aggregate Earnout Payment of $199,396 to all other Earnout Holders in respect of the last Interim Earnout Payment Period (as to be amended pursuant to the Amendment Resolution) (the "**Final Earnout Rights Payment**").

The Final Earnout Rights Payment was calculated by management of WonderFi based upon their good faith estimate of aggregate SmartPay Revenue of $1,222,581 for the period from July 1, 2025 to July 7, 2026 (being the last day of the Earnout Payment Period), with management using the average monthly SmartPay Revenue of approximately $100,000 for the months of January through May 2025 as an indicator of the forecasted monthly SmartPay Revenue for such July 1, 2025 to July 7, 2026 time period. Such $1,222,581 amount was then multiplied by 30% (as contemplated in the definition of SmartPay Revenue Payment) and then reduced by the aggregate amount voluntarily forfeited by Messrs. Hartzman, Koven and Koral described above.

The full text of the Amendment Resolution is set forth in Exhibit 1 to this Schedule A.

Background to and Reasons for the Amendment Resolution

There are currently 65,460,350 Earnout Rights outstanding, which were originally issued to the former shareholders of CoinSmart Financial Inc. ("**CoinSmart**") as part of the business combination involving the Company, Coinsquare Capital Markets Ltd. and CoinSmart that was completed in July 2023. The Earnout Rights provide the Holders thereof with semi-annual interim payments made over 36 months that are derived from revenue generated from WonderFi's SmartPay business, calculated to be 30% of the SmartPay Revenue for the applicable Interim Earnout Payment Period, up to a maximum aggregate amount of $15,000,000 for all Interim Earnout Payment Periods. To date, Earnout Payments in the aggregate amount of $1,625,142.83 have been paid to Holders.

Since the acquisition by WonderFi of the SmartPay business line in July 2023, WonderFi has seen the SmartPay Revenue decrease by over 70%. Following a review of the SmartPay business line by local securities regulatory authorities in September 2023, SmartPay voluntary agreed to cease offering value referenced crypto assets ("**VRCAs**") to its clients globally. The use of VRCAs in connection with the SmartPay business offering was the primary source of expected growth for SmartPay. As a result of this regulatory review, and by agreeing to cease offering VRCAs to clients globally, SmartPay services are no longer competitive in the marketplace.

The combination of SmartPay ceasing to provide VRCAs to clients globally (and the decline of associated revenues) and Earnout Payment of 30% of SmartPay's Revenues has resulted in the SmartPay business operating in a capital constrained manner, lacking resources to further invest in the business. As a result, WonderFi has chosen not to devote additional resources into SmartPay. SmartPay currently has clients in California and the European Union where the

Digital Financial Assets Law and ("**DFAL**") and Markets in Crypto-Assets Regulation ("**MiCA**") will soon come into effect. WonderFi believes that SmartPay does not have sufficient time nor resources to prepare and submit applications to comply with either regulatory framework. The additional required costs to comply with DFAL and MiCA are expected to further worsen the profitability of SmartPay's unprofitable European operations and lower the profitability of SmartPay's United States operations that currently operate at a near breakeven rate.

As SmartPay's clients are primarily businesses operating in high-risk industries, SmartPay is required to incur higher than normal compliance costs when serving these clients. In addition, any lapses in SmartPay's compliance functions could expose the business to greater risks and unanticipated costs which would further negatively impact its financial performance.

In addition, and in light of the forecasted SmartPay Revenue and related factors, pursuant to the arrangement agreement governing the Robinhood Transaction, the Company has agreed to: (i) terminate all outstanding obligations of the Company to the Holders, (ii) terminate the Indenture; and (iii) wind-down and discontinue the SmartPay business prior to the effective time of the Robinhood Transaction (collectively, the "**Wind-Down**"). It is a condition to closing of the Robinhood Transaction in favour of the Purchaser that the Wind-Down shall have been completed, or the Purchaser shall have received all documents required to effect the Wind-Down, prior to the effective time of the closing of the Robinhood Transaction.

Messrs. Justin Hartzman, Jeremy Koven and Michael Koral collectively beneficially own or exercise control or direction over an aggregate of 29,873,095 Earnout Rights, representing approximately 45.6% of the voting rights attached to the Earnout Rights, as of the Record Date. Each of them has advised the Corporation that they are in favour of the Amendment Resolution and, in this regard, Messrs. Koven and Koral have provided Mr. Hartzman with an irrevocable power of attorney to represent them at the Meeting to, among other things, vote their Earnout Rights in favour of the Amendment Resolution.

Recommendation of the Board

Accordingly, the Board, after careful consideration of the foregoing, and taking into account the best interests of the Company, and after consultation with management and its legal and financial advisors, has unanimously determined that the Amendment Resolution is in the best interests of the Company and is fair to the Holders. Accordingly, the Board unanimously recommends that Holders vote FOR the Amendment Resolution.

Required Holder Approval

In order to become effective, the Amendment Resolution must be approved by the affirmative vote of Holders holding at least 66 2/3% of the aggregate number of all of the outstanding Earnout Rights represented at the Meeting and voting (by way of poll) upon such resolution.

The full text of the Amendment Resolution is attached to this Schedule A as Exhibit 1.

GENERAL PROXY INFORMATION

Solicitation of Proxies

This Schedule A is furnished in connection with the solicitation of proxies by or on behalf of the management of WonderFi for use at the Meeting of Holders to be held in a virtual-only meeting format, online at meetnow.global/MTUD6HM on Thursday, July 17, 2025 at 11:30 a.m. (Toronto time), and at any adjournment(s) or postponement(s) thereof for the purposes set forth in this Notice of Meeting. While it is expected that the solicitation will be made primarily by mail, proxies may be solicited personally or by telephone by directors, officers and employees of the Company or the Company's proxy solicitation agent.

WonderFi has retained the services of Sodali & Co. to assist with communications and the solicitation of proxies. In connection with these services, Sodali & Co. will receive fees of up to C$25,000, plus per call fees and reasonable out-of-pocket expenses. Interested Holders may contact Sodali & Co. by telephone at 1.888.777.0836 (North American Toll Free) or 1.289.695.3075 (Collect Calls Outside North America), or by email at assistance@investor.sodali.com.

The Company may also pay reasonable costs incurred by Intermediaries who are registered owners of Earnout Rights (such as investment advisors, brokers, banks, trust companies, custodians, nominees, clearing agencies or other intermediaries) to deliver the Meeting materials to beneficial owners of such Earnout Rights. The cost of such solicitation will be borne by the Company.

Meeting Information

Virtual-Only Meeting

WonderFi is conducting the Meeting in a virtual-only format that will allow registered holders of Earnout Rights ("**Registered Holders**") and duly appointed proxyholders (including non-registered beneficial Holders ("**Non-Registered Holders**") who have appointed themselves as proxyholders) to participate online and in real time. WonderFi is providing the virtual-only format in order to provide Holders with an equal opportunity to attend and participate at the Meeting, regardless of their geographic location or circumstances. Neither the Registered Holders, the Non-Registered Holders, nor any other guests will be able to physically attend the Meeting.

Attending the Meeting

The Meeting will be held as a virtual-only meeting, online at meetnow.global/MTUD6HM on Thursday, July 17, 2025 at 11:30 a.m. (Toronto time), subject to any adjournment or postponement thereof, for the purposes set forth in this Notice of Meeting. Registered Holders and duly appointed proxyholders (including any Non-Registered Holders who have appointed themselves as proxyholders) will be able to attend, ask questions and vote online in real time at the Meeting provided that they are connected to the internet and carefully follow the instructions set out in this Circular and the related proxy materials.

Non-Registered Holders may virtually attend the Meeting online as guests but will not be able to ask questions or vote online in real time at the Meeting, unless they have been duly appointed as proxyholders in accordance with the procedures set out below and in the related proxy materials.

Holders who wish to appoint themselves or a person or entity (who need not be a Holder), other than the individual(s) named on the form of proxy or voting instruction form, as applicable, to represent such Holder and to attend, ask questions and vote online in real time at the Meeting, and Non-Registered Holders who wish to virtually attend, submit questions online and vote real time at the Meeting, must insert the name of their third party proxyholder or their own name, as applicable, in the space provided on the form of proxy or voting instruction form sent to them by their Intermediary, as applicable, and follow all of the instructions for submitting the form of proxy or voting instruction form, as applicable, including following all of the applicable instruction provided by their Intermediary, if applicable. By doing so, such Registered Holder or Non-Registered Holder will be instructing the Earnout Rights Agent or their Intermediary, as applicable, to appoint such Holder's third-party proxyholder or such Holder, as applicable, as such Holder's proxyholder and such third-party proxyholder or Holder, as applicable, will be able to virtually attend, ask questions and vote online in real time at the Meeting, subject to completing the additional steps detailed below.

In order to virtually attend the Meeting, ask questions online and vote in real time at the Meeting, Holders who wish to appoint themselves or a third party proxyholder to attend the Meeting and Non-Registered Holders who wish to attend the Meeting, must also take the additional step of registering themselves or their third party proxyholder, as applicable, as a proxyholder with Computershare after they have submitted their form of proxy or voting instruction form, as applicable. To do so, such Holder must access http://www.computershare.com/WonderFi by no later than 11:30 a.m. (Toronto time) on Tuesday, July 15, 2025, or no later than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time of any adjourned or postponed Meeting, and provide Computershare with their or their third party proxyholder's, as applicable, contact information so that Computershare may register such Holder or third party proxyholder, as applicable, and provide them with an invitation code for the Meeting via email. **The failure of a Holder to register themselves or their third party proxyholder, as applicable, as a proxyholder with Computershare will result in such Holder or their third party proxyholder, as applicable, not receiving an invitation code, which will prevent such Holder or their third party proxyholder, as applicable, from being able to submit questions online or vote in real time at the Meeting and only being able to attend the Meeting online as a guest. Guests will not be permitted to vote or ask questions at the Meeting.**

If a Holder appoints a third-party proxyholder as their proxy to virtually attend the Meeting, ask questions online and vote in real time at the Meeting, such Holder should ensure that their third-party proxyholder is aware that they have been appointed as proxyholder and confirm that such proxyholder has received their invitation code prior to the Meeting and will participate at the Meeting online. Once a Non-Registered Holder or a Registered Holder's third-party proxyholder, as applicable, has been registered and receives their invitation code, they can attend the Meeting online by logging into the Meeting at meetnow.global/MTUD6HM, clicking on the "Rights Holder" icon and entering the control number or invitation code provided to them by Computershare. See "*General Proxy Information – Meeting Information – Accessing the Meeting*" below for more information. Non-Registered Holders should carefully follow the instructions they have received from their Intermediary and contact their Intermediary promptly if they need assistance.

A Non-Registered Holder's voting instructions must be received in sufficient time to allow their voting instruction form to be forwarded by their Intermediary to Computershare. Non-Registered Holders should contact their Intermediary well in advance of the Meeting and follow its instructions if they want to, or if they want to have their third-party proxyholder, virtually attend and vote online in real time at the Meeting.

Accessing the Meeting

Only Registered Holders and duly appointed proxyholders will have the opportunity to participate at the Meeting online starting at 11:30 a.m. (Toronto time) on Thursday, July 17, 2025, and can participate using their smartphone, tablet or computer. Once logged in, Registered Holders and duly appointed proxyholders will be able to listen to a live audio webcast of the Meeting, ask questions online and submit votes in real time.

To participate online, Registered Holders must have a valid 15-digit control number and duly appointed proxyholders must be registered with, and have received an invitation code for the Meeting from, Computershare.

Registered Holders and duly appointed proxyholders can participate in the Meeting as follows:

- Go to the following website in their web browser using their smartphone, tablet or computer: meetnow.global/MTUD6HM. Attendees will need the latest version of Google Chrome, Apple Safari, Microsoft Edge or Mozilla Firefox web browsers in order to access the Meeting online (Internet Explorer is not supported). Attendees will be able to log into the site up to 60 minutes prior to the start of the Meeting. It is recommended that attendees login at least 15 minutes before the Meeting starts. Attendees are cautioned that internal network security protocols including firewalls and virtual private network connections may block access to the virtual meeting platform for the Meeting. If an attendee is experiencing any difficulty connecting or watching the Meeting, they should ensure that their virtual private network setting is disabled or use a computer on a network not restricted to the security settings of their organization.

- Once the webpage has loaded into an attendee's web browser, the attendee is required to click on the "Join Meeting Now" icon and then, if they are a Registered Holder, select the "Rights Holder" icon and enter their control number. For duly appointed proxyholders (including any Non-Registered Holders who have appointed themselves as proxyholders), they are to select the "Invitation" icon and enter their invitation code. Registered Holders will receive a 15-digit control number, located on their form of proxy. Duly appointed proxyholders (including any Non-Registered Holders who have appointed themselves as proxyholders) who have registered with Computershare in advance of the Meeting in accordance with the instruction described herein and in the related proxy materials will be provided with an invitation code by email from Computershare after the deadline for the deposit of proxies has passed.

- If you have trouble logging in, contact Computershare using the telephone number provided at the bottom of the screen.

- When successfully accessed, you can listen to the audio webcast, vote, ask questions and view Meeting documents. If viewing on a computer, the audio webcast will appear automatically once the Meeting has started.

- Resolutions will be put forward for voting in the "Vote" tab. To vote, simply select your voting direction from the options shown. Be sure to vote on all resolutions using the numbered link, if one appears, within the "Vote" tab. Your vote has been cast when the check mark appears. Voting on all matters during the Meeting will be conducted by electronic ballot. If you have already voted by proxy, it is important that you do not vote again during the Meeting unless you intend to change your initial vote.

- Any Registered Holder or duly appointed proxyholder (including Non-Registered Holders who have appointed themselves as proxyholders) who has been authenticated and is attending the Meeting online is eligible to partake in the discussion. To ask questions, access the "Q&A" tab, type your questions into the box at the bottom of the screen and then press the "Send" button. Only questions which are procedural in nature or directly related to motions before the Meeting, will be addressed at the Meeting.

Only Registered Holders and duly appointed proxyholders who have registered with Computershare in advance of the Meeting will be entitled to submit questions and vote at the Meeting. Non-Registered Holders who have not appointed themselves as proxyholders may attend the Meeting by logging in to the Meeting at meetnow.global/MTUD6HM, clicking on the "Guest" link and completing the online form, including entering your name and email address. While Non-Registered Holders may attend the Meeting, they will not be able to vote or submit questions at the Meeting unless they have duly appointed themselves as proxyholder. If you are a Non-Registered Holder that wishes to attend and participate at the Meeting, please follow the instruction above under "*Attending the Meeting*" for how you may appoint yourself as proxyholder and register with Computershare. Failure to register the proxyholder with Computershare will result in the proxyholder not receiving an invitation code to participate in the Meeting and the proxyholder will not be able to attend and vote at the Meeting.

If you are a Registered Holder and use the 15-digit control number on your form of proxy to login to the Meeting, you will revoke all previously submitted proxies and will be able to vote by ballot on the matters put forth at the Meeting. If you do not wish to revoke all previously submitted proxies, do not enter your control number and instead join the Meeting as a guest.

You will need the latest version of Google Chrome, Apple Safari, Microsoft Edge or Mozilla Firefox to access virtual Meeting platform. Please ensure your browser is compatible. Internet Explorer is not a supported browser.

Difficulties Accessing the Meeting Online

If attendees experience technical difficulties during the registration process or if they encounter difficulties while accessing and attending the Meeting online, they may contact Computershare using the telephone number provided at the bottom of the screen. Registered Holders and duly appointed proxyholders (including any Non-Registered Holders who have appointed themselves as proxyholders) who attend and vote online in real time at the Meeting must remain connected to the internet at all times during the Meeting in order to vote when balloting commences. It is the responsibility of each attendee to ensure internet connectivity for the duration of the Meeting. If an attendee loses connectivity once the Meeting has commenced, there may be insufficient time to resolve the issue before voting is completed. Therefore, even if a Registered Holder or duly appointed proxyholder currently plans to attend and vote online in real time at the Meeting, such Registered Holder or duly appointed proxyholder should consider voting their Earnout Rights in advance or by proxy so that their vote will be counted in the event they experience any technical difficulties or are otherwise unable to access the Meeting online.

In the event of technical malfunction or other significant problem that disrupts the Meeting, the Chair of the Meeting may adjourn, recess, or expedite the Meeting, or take such other action as the Chair of the Meeting determines is appropriate, considering the circumstances.

Appointment and Revocation of Proxies

WonderFi's named proxyholders are Justin Hartzman, or, failing him, Dean Skurka, or, failing him, Alex Davis. **A Holder that wishes to appoint another person or entity (who need not be a Holder) to represent such Holder at the Meeting, may either insert the person or entity's name in the blank space provided in the form of proxy or complete another proper form of proxy and submit the form of proxy. In addition, in order for a Holder's duly appointed proxyholder to attend, ask questions and vote online in real time at the Meeting, the Holder must also take the additional step of registering its proxyholder with Computershare after it has submitted its form of proxy. To do so, such Holder must access http://www.computershare.com/WonderFi by no later than 11:30**

a.m. (Toronto time) on Tuesday, July 15, 2025, or no later than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time of any adjourned or postponed Meeting, and provide Computershare with their proxyholder's contact information so that Computershare may register such proxyholder and provide the proxyholder with an invitation code for the Meeting via email. This invitation code will allow the Holder's proxyholder to log in to the live audio webcast and vote online in real time at the Meeting. The failure of a Holder to register their proxyholder with Computershare will result in such Holder's proxyholder not receiving an invitation code, which will prevent such Holder's proxyholder from being able to ask questions or vote online in real time at the Meeting and only being able to attend the Meeting online as a guest. Guests will not be permitted to vote or ask questions online in real time at the Meeting.

A Holder who has voted by proxy may revoke it any time prior to the Meeting. To revoke a proxy, a Registered Holder may: (a) deliver a written notice which is either delivered to the offices of Computershare at 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1 or by facsimile: 1.866.249.7775, at any time up to and including the close of business on the last business day preceding the day of the Meeting, or any adjournment or postponement thereof; (b) vote again on the Internet or by phone at any time up to 11:30 a.m. (Toronto time) on Tuesday, July 15, 2025, or no later than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time of any adjourned or postponed Meeting; or (c) complete a form of proxy that is dated later than the form of proxy being revoked, and mailing it or faxing it as instructed on the form of proxy so that it is received before 11:30 a.m. (Toronto time) on Tuesday, July 15, 2025, or no later than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time of any adjourned or postponed Meeting. In addition, if a Holder or its duly appointed proxyholder attends the Meeting online, logs into the Meeting and accepts the terms and conditions and votes again online at the Meeting, such Holder or duly appointed proxyholder will be revoking any and all previously submitted proxies. If a Holder or its duly appointed proxyholder does not wish to revoke all previously submitted proxies, they must not vote again online at the Meeting or must only attend the Meeting online as a guest. In addition, the proxy may be revoked by any other method permitted by law. The written notice of revocation may be executed by the Holder or by an attorney who has the Holder's written authorization. If the Holder is a corporation, the written notice must be executed by its duly authorized officer or attorney.

Only Registered Holders have the right to directly revoke a proxy. Non-Registered Holders that wish to revoke or change their prior voting instructions must arrange for their respective Intermediaries to revoke the proxy on their behalf in accordance with any requirements of the Intermediaries. Intermediaries may set deadlines for the receipt of revocations that are further in advance of the Meeting than those set out elsewhere herein and related proxy materials and, accordingly, any such revocation should be completed in coordination with such Non-Registered Holder's Intermediary well in advance of the deadline for submitting forms of proxy or voting instruction forms to ensure it can be given effect to at the Meeting.

If you have questions, you may contact WonderFi's proxy solicitation agent, Sodali & Co., at 1.888.777.0836 toll free in North America, or at 1.289.695.3075 outside of North America, or by e-mail at assistance@investor.sodali.com.

Voting of Proxies and Exercise of Discretion

The accompanying form of proxy, when properly signed, confers authority on the persons named in it as proxies to use their discretion in voting on amendments or variations to the matters identified in this Notice of Meeting or other matters that may properly come before the Meeting, or any adjournment or postponement thereof. In addition, if a Holder does not give any instruction as to how to vote on a particular matter to be decided at the Meeting, their proxyholder can vote such Earnout Rights as he or she thinks fit. Notwithstanding the foregoing, the persons named in the accompanying form of proxy will vote the Earnout Rights in respect of which they are appointed in accordance with the direction of the Holder appointing them and if the Holder specifies a choice with respect to any matter to be voted upon, such Earnout Rights will be voted accordingly. If a Holder signs and returns their form of proxy without designating a proxyholder and does not give voting instructions or does not specify that such Holder wants their Earnout Rights voted against the Amendment Resolution, the WonderFi representatives named in the form of proxy will vote such Holder's Earnout Rights **FOR** the Amendment Resolution.

IN THE ABSENCE OF ANY SUCH INSTRUCTION, EARNOUT RIGHTS REPRESENTED BY PROXIES RECEIVED BY MANAGEMENT WILL BE VOTED FOR THE AMENDMENT RESOLUTION.

Voting by Registered Holders

Voting by Proxy

Voting by proxy is the easiest way for Registered Holders to cast their vote. Registered Holders can vote by proxy in any of the following ways:

By Internet: Go to www.investorvote.com and follow the instructions on the screen. Registered Holders will need their 15-digit control number, which can be found on their form of proxy.

By Telephone: Call 1.866.732.VOTE (8683) (toll-free in North America) or 1.312.588.4290 (outside North America). Registered Holders will need their 15-digit control number, which can be found on their proxy. Registered Holders cannot appoint anyone other than the directors and officers named on their proxy as their proxyholder if they vote by telephone.

By Mail: Registered Holders can complete, sign and date their form of proxy and return it to Computershare, Attention: Proxy Department, 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1 in the envelope provided.

A proxy will not be valid for use at the Meeting unless it is duly completed and received by Computershare in accordance with the instructions thereon by 11:30 a.m. (Toronto time) on Tuesday, July 15, 2025, or no later than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time of any adjourned or postponed Meeting. Late proxies may be accepted or rejected at the discretion of the Chair of the Meeting. The Chair is under no obligation to accept or reject any particular late proxy. The time limit for deposit of proxies may be waived or extended by the Chair of the Meeting, at the Chair's discretion, with or without notice. The proxy must be in writing and signed by the Holder or by their attorney, duly authorized in writing or, if the Holder is a corporation, the written notice must be executed by its duly authorized officer or attorney. If a Holder votes by telephone or via the Internet, they do not return their form of proxy.

If you have questions, you may contact WonderFi's proxy solicitation agent, Sodali & Co., at 1.888.777.0836 toll free in North America, or at 1.289.695.3075 outside of North America, or by e-mail at assistance@investor.sodali.com.

Voting by Live Internet Webcast

Only Registered Holders and duly appointed proxyholders who have registered with Computershare in advance of the Meeting will be able to virtually attend, ask questions and vote online in real time at the Meeting. A Registered Holder that wishes to appoint another person or entity (who need not be a Holder) to represent such Registered Holder at the Meeting may either insert the person's or entity's name in the blank space provided in the form of proxy or complete another proper form of proxy and submit the form of proxy.

In addition, in order for a Registered Holder's duly appointed proxyholder to attend, ask questions and vote online in real time at the Meeting, the Registered Holder must also take the additional step of registering its proxyholder with Computershare after it has submitted its form of proxy. To do so, such Registered Holder must access http://www.computershare.com/WonderFi by no later than 11:30 a.m. (Toronto time) on Tuesday, July 15, 2025, or no later than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time of any adjourned or postponed Meeting, and provide Computershare with their proxyholder's contact information so that Computershare may register such proxyholder and provide the proxyholder with an invitation code for the Meeting via email. This invitation code will allow the Registered Holder's proxyholder to log in to the live audio webcast and vote online in real time at the Meeting. The failure of a Registered Holder to register their proxyholder with Computershare will result in such Registered Holder's proxyholder not receiving an invitation code, which will prevent such Registered Holder's proxyholder from being able to ask questions or vote online in real time at the Meeting and only being able to attend the Meeting online as a guest. Guests will not be permitted to vote or ask questions online in real time at the Meeting.

See "*General Proxy Information – Meeting Information – Attending the Meeting*" for instructions on how a Registered Holder and their duly appointed proxyholder may attend, ask questions and vote at the Meeting.

Voting by Non-Registered Holders

The information set forth in this section is of significant importance to many Holders, as a substantial number of Holders do not hold Earnout Rights in their own name. Non-Registered Holders should note that only proxies deposited by Holders whose names appear in the records of WonderFi as a Registered Holder or duly appointed proxyholders can be recognized and acted upon at the Meeting or any adjournment or postponement thereof.

If Earnout Rights are listed in an account statement provided to a Holder by their Intermediary then, in almost all cases, those Earnout Rights will not be registered in the Holder's name on WonderFi's Earnout Rights register. Those Earnout Rights will more likely be registered under the name of the Holder's Intermediary or an agent of that Intermediary. In Canada, the vast majority of such Earnout Rights are registered under the name of "CDS & Co.", the registration name of CDS, which acts as nominee for many Canadian brokerage firms, and in the United States, under the name of "Cede & Co.", the registration name of DTC. Earnout Rights held by Intermediaries can only be voted (for or against resolutions) upon the instructions of the Non-Registered Holders. Without specific instructions, the Intermediaries are prohibited from voting Earnout Rights for their clients. WonderFi does not know for whose benefit the Earnout Rights registered in the name of CDS & Co., DTC, or another Intermediary, are held.

WonderFi has distributed copies of this Notice of Meeting and form of proxy to the Intermediaries and clearing agencies for onward distribution to Non-Registered Holders. Intermediaries are required to forward these materials to Non-Registered Holders unless the Non-Registered Holder has waived the right to receive them. Every Intermediary has its own mailing procedures and provides its own return instructions, which should be carefully followed by Non-Registered Holders in order to ensure that their Earnout Rights are voted at the Meeting or any adjournment or postponement thereof. Often, the form of proxy supplied to a Non-Registered Holder by its Intermediary is identical to the form of proxy provided to Registered Holders; however, its purpose is limited to instructing the Registered Holder on how to vote on behalf of the Non-Registered Holder.

Voting by Submitting Voting Instructions

For a Non-Registered Holder, their Intermediary will send them their proxy-related materials and a voting instruction form that allows them to provide voting instructions to their Intermediary on the Internet, by telephone or by mail. To vote, a Non-Registered Holder should follow the instructions provided on their voting instruction form. A Non-Registered Holder's Intermediary is required to ask for the Non-Registered Holder's voting instructions before the Meeting. Non-Registered Holders are to contact their Intermediary if they do not receive a voting instruction form. Alternatively, a Non-Registered Holder may receive from their Intermediary a preauthorized form of proxy indicating the number of Earnout Rights to be voted, which they should complete, sign, date and return as directed on the form. Each Intermediary has its own procedures which should be carefully followed by Non-Registered Holders to ensure that their Earnout Rights are voted by their Intermediary on their behalf at the Meeting. WonderFi intends to reimburse Intermediaries for the delivery of the meeting materials to Non-Registered Holders that have objected to their Intermediary disclosing certain ownership information about themselves to WonderFi (objecting beneficial owners).

The majority of Intermediaries now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge typically mails a scannable voting instruction form in lieu of the form of proxy. Non-Registered Holders are requested to complete and return the voting instruction form in accordance with the instructions set out therein. Broadridge tabulates the results of all instructions received and provides appropriate instructions regarding the voting of Earnout Rights to be represented at the Meeting or any adjournment or postponement thereof.

If you have questions, you may contact WonderFi's proxy solicitation agent, Sodali & Co., at 1.888.777.0836 toll free in North America, or at 1.289.695.3075 outside of North America, or by e-mail at assistance@investor.sodali.com.

Voting by Live Internet Webcast

Only Registered Holders and duly appointed proxyholders (including any Non-Registered Holders who have appointed themselves as proxyholders) who have registered with Computershare in advance of the Meeting will be able to attend, ask questions and vote online in real time at the Meeting. A Non-Registered Holder can only vote its Earnout Rights at the Meeting if it has previously appointed itself as the proxyholder for its Earnout Rights by printing its name in the space provided on the voting instruction form and submitting it as directed on the form.

In addition, in order to virtually attend, ask questions and vote online in real time at the Meeting, Non-Registered Holders must also take the additional step of registering themselves as a proxyholder with Computershare after it has submitted its voting instruction form. To do so, such Non-Registered Holder must access http://www.computershare.com/WonderFi by no later than 11:30 a.m. (Toronto time) on Tuesday, July 15, 2025, or no later than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time of any adjourned or postponed Meeting, and provide Computershare with their contact information so that Computershare may register such Non-Registered Holder and provide them with an invitation code for the Meeting via email. This invitation code will allow a Non-Registered Holder to log in to the live audio webcast and vote online in real time at the Meeting. The failure of a Non-Registered Holder to register themselves as a proxyholder with Computershare will result in such Non-Registered Holder not receiving an invitation code, which will prevent such Non-Registered Holder from being able to ask questions or vote online in real time at the Meeting and only being able to attend the Meeting online as a guest. Guests will not be permitted to vote or ask questions online in real time at the Meeting.

See "*General Proxy Information – Meeting Information – Attending the Meeting*" for instructions on how a Non-Registered Holder, or a Non-Registered Holder's duly appointed proxyholder may attend and vote at the Meeting.

Voting instructions must be received in sufficient time to allow the voting instruction form to be forwarded by the Non-Registered Holder's Intermediary to Computershare before 11:30 a.m. (Toronto time) on Tuesday, July 15, 2025. If a Non-Registered Holder plans to participate in the Meeting (or to have its proxyholder participate in the Meeting), such Non-Registered Holder or its proxyholder will not be entitled to vote or ask questions, unless the proper documentation is completed and received by the Non-Registered Holder's Intermediary well in advance of the Meeting to allow them to forward the necessary information to Computershare before 11:30 a.m. (Toronto time) on Tuesday, July 15, 2025. Non-Registered Holders should contact their respective Intermediaries well in advance of the Meeting and follow their instructions if they want to participate in the Meeting. Guests, including Non-Registered Holders who have not duly appointed themselves as proxyholders can attend the Meeting by logging into the Meeting at meetnow.global/MTUD6HM selecting the "Guest" icon at the login screen and entering the information requested on the online form. Guests may listen to the Meeting but will not be able to ask questions or vote at the Meeting.

Voting by Non-Registered Holders located in the United States

Non-Registered Holders located in the United States must provide Computershare with a duly completed legal proxy if they wish to vote at the Meeting or appoint a third party as their proxyholder. Non-Registered Holders located in the United States are to follow the instructions of their Intermediary included with their form of proxy or voting instruction form, or contact their Intermediary, to request a legal proxy form or a legal proxy if they have not received one. After obtaining a valid legal proxy from the Intermediary, Non-Registered Holders located in the United States must then submit such legal proxy to Computershare. Requests for registration from Non-Registered Holders located in the United States that wish to vote at the Meeting or, if permitted, appoint a third party as their proxyholder, must be sent by email to uslegalproxy@computershare.com or by courier to Computershare, 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1 and must be labeled "Legal Proxy" and received no later than 11:30 a.m. (Toronto time) on Tuesday, July 15, 2025, or no later than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time of any adjourned or postponed Meeting. Non-Registered Holders located in the United States will then receive a confirmation of their registration, with an invitation code, by email from Computershare that will allow such Non-Registered Holders located in the United States to attend the Meeting. Non-Registered Holders located in the United States may also appoint someone else as their proxyholder for their Earnout Rights to represent such Non-Registered Holders located in the United States and vote on their behalf at the Meeting, by obtaining a legal proxy, executed in their proxyholder's favour, from the holder of record and registering them with Computershare in the manner described above.

Guests

Only Holders as of the Record Date and other permitted attendees may virtually attend the Meeting. Attending the Meeting allows Registered Holders and duly appointed proxyholders, including any Non-Registered Holders who have duly appointed themselves or a third party as proxyholder, to participate, ask questions and vote at the Meeting. If a Non-Registered Holder appoints a third-party proxyholder to represent them at the Meeting, the Non-Registered Holder will only be able to attend the Meeting as a guest. Guests, including Non-Registered Holders who have not duly appointed themselves a proxyholder, can log into the Meeting online and listen to the Meeting, but will not be able to ask questions or vote at the Meeting. See "*General Proxy Information – Meeting Information – Attending the Meeting*" for instructions on how a guest can log into the Meeting online and listen to the Meeting.

If you have questions, you may contact WonderFi's proxy solicitation agent, Sodali & Co., at 1.888.777.0836 toll free in North America, or at 1.289.695.3075 outside of North America, or by e-mail at assistance@investor.sodali.com.

Quorum

Pursuant to the Indenture, the quorum for the transaction of business at the Meeting will be Holders present in person (virtually) or by proxy who hold at least 25% of the aggregate number of then outstanding Earnout Rights.

Vote Counting

Votes by proxy are counted and tabulated by the Earnout Rights Agent.

NO OTHER MATTERS

Management knows of no amendment, variation or other matter to come before the Meeting other than the matters referred to in this Notice of Meeting. However, if any other matter properly comes before the Meeting, the accompanying proxy will be voted on such matter in accordance with the best judgment of the person or persons voting the proxy.

EXHIBIT 1
AMENDMENT RESOLUTION

BE IT RESOLVED AS AN EXTRAORDINARY RESOLUTION THAT:

1. The earnout rights indenture dated July 7, 2023 (the "**Indenture**") between WonderFi Technologies Inc. (the "**Corporation**"), Computershare Trust Company of Canada (the "**Earnout Rights Agent**"), and the members of the Holder Committee (as defined in the Indenture) be amended as follows:

    (a) The definition of Earnout Payment Period is deleted in its entirety and replaced with the following:

    > ""**Earnout Payment Period**" means a period aggregating from the Effective Date though to the earlier of the dates set forth in clause (v) below and consisting of the following interim periods (each an "**Interim Earnout Payment Period**"): (i) the period from the Effective Date to and including December 31, 2023; (ii) the period from January 1, 2024 to and including June 30, 2024; (iii) the period from July 1, 2024 to and including December 31, 2024; (iv) the period from January 1, 2025 to and including June 30, 2025; and (v) the period from July 1, 2025 to and including the earlier of (A) the Business Day immediately prior to the effective date of the closing of the plan of arrangement provided for in the arrangement agreement dated May 12, 2025 between Robinhood Markets, Inc., Wrangler Holdings Inc., and the Corporation, as such agreement may be amended from time to time, and (B) November 14, 2025;"

    (b) The definition of Payment Date is deleted in its entirety and replaced with the following:

    > ""**Payment Date**" means a date determined by the Corporation that is: (i) no later than 50 days after the end of an Interim Earnout Payment Period, subject to any Disputed Matters as set out in Section 3.2, in which case the Payment Date will be as set out in Section 3.2; (ii) in respect of a Sale Payment, no later than five (5) Business Days following completion of the Sale Transaction; or (iii) in respect of an Early Payment Amount, no later than 15 days following the delivery of the Early Payment Notice in accordance with Section 3.6; provided that in respect of the last Interim Earnout Payment Period, Payment Date shall mean the earlier of (i) the Business Day immediately prior to the effective date of the closing of the plan of arrangement provided for in the arrangement agreement dated May 12, 2025 between Robinhood Markets, Inc., Wrangler Holdings Inc., and the Corporation, as such agreement may be amended from time to time and (ii) such date determined by the Corporation that is on or before March 31, 2026."

    (c) The definition of SmartPay Revenue Payment is deleted in its entirety and replaced with the following:

    > ""**SmartPay Revenue Payment**" means an amount equal to 30% of the SmartPay Revenue for the applicable Interim Earnout Payment Period, up to a maximum aggregate amount equal to the sum of: (a) $1,625,142.83 (being the aggregate SmartPay Revenue Payments made in respect of all Interim Earnout Payment Periods ending on or before December 31, 2024), plus (b) $180,000 (being the SmartPay Revenue Payment in respect of the Interim Earnout Payment Period ending June 30, 2025 set forth in clause (iv) of the definition of Earnout Payment Period); and (c) $366,774 (being the SmartPay Revenue Payment in respect of the Interim Earnout Payment Period set forth in clause (v) of the definition of Earnout Payment Period), all before giving effect to any waivers by Holders to receive their Earnout Payment in respect thereof;"

    (d) The definition of Termination Date is deleted in its entirety and replaced with the following:

““**Termination Date**” means the earlier of the date that the Earnout Rights Agent has, pursuant to Section 3.3, deposited in the mail and/or initiated the wire transfer for, as applicable, full payment to the Holders of: (i) all Earnout Payments payable pursuant to this Indenture (and, for greater certainty, no Disputed Matters remain outstanding); and (ii) the Sale Payment payable pursuant to this Indenture (and, for greater certainty, no Disputed Matters remain outstanding); provided that, (x) upon the deposit and/or initiation of the wire transfers required pursuant to Section 3.3, the Earnout Rights Agent shall send a notice by email to the Corporation at alex.davis@wonder.fi to confirm such payments have been made and, upon receipt of such notice, the Termination Date shall have been deemed to have occurred; and (y) notwithstanding Section 3.4, Holders shall have a claim under this Indenture for payment of the Earnout Payments to which they are entitled hereunder until their receipt of same;”

(e) The following be added as a new Section 3.1(d) of the Indenture:

“Notwithstanding the foregoing, in respect of (i) the last Interim Earnout Payment Period set forth in clause (v) of the definition of Earnout Payment Period, the Event Notice in respect thereof shall be provided to the Earnout Rights Agent and the Holder Committee not later than one (1) Business Day prior to the end of such Interim Earnout Payment Period and (ii) the last two Interim Earnout Payment Periods set forth in clauses (iv) and (v) of the definition of Earnout Payment Period, the Event Notices in respect thereof shall not be required to include a detailed description of the Corporation’s good faith calculation of the Earnout Amounts related thereto, nor any copies of supporting documents (including financial statements or other financial information) reasonably required to support such calculation of the Earnout Amounts in respect thereof.”

(f) The following be added as a new Section 3.2(d) of the Indenture:

“Notwithstanding the foregoing, in no event shall the Holder Committee have the right to dispute the amount of Earnout Amount for the last two Interim Earnout Payment Periods set forth in clauses (iv) and (v) of the definition of Earnout Payment Period.”

(g) The following be added as a new Section 4.1.1 of the Indenture:

“Notwithstanding the obligations of the Corporation in this Indenture, including those set out in Section 4.1, from and after July 17, 2025, the Corporation shall be entitled to take any actions, or omit to take any actions, in order to wind-down and discontinue the SmartPay business prior to the date of the closing of the plan of arrangement provided for in the arrangement agreement dated May 12, 2025 between Robinhood Markets, Inc., Wrangler Holdings Inc., and the Corporation including by (i) surrendering, abandoning and/or withdrawing any and all related permits, authorizations and clearances, (ii) making such applications, submissions, filings and other correspondence with any governmental entity in relation thereto, (iii) dissolving, liquidating or winding down any entity involved in the SmartPay business and (iv) otherwise ceasing to provide the services related to the SmartPay business.”

2. Any officer or director of the Corporation is hereby authorized and directed, for and on behalf and in the name of the Corporation, to execute or cause to be executed and to deliver or cause to be delivered, whether under corporate seal of the Corporation or otherwise, all such other documents (including an amending agreement to the Indenture, an amendment and restatement of the Indenture, or other supplement to the Indenture), forms, waivers, notices, certificates, confirmations and other documents and instruments and to perform or cause to be performed all such other acts and things as, in such person’s opinion, may be

necessary, desirable or useful to give full force and effect to the foregoing resolutions and the matters authorized thereby, including:

(a) all actions required to be taken by or on behalf of the Corporation, and all necessary filings and obtaining the necessary approvals, consents and acceptances of appropriate regulatory authorities; and

(b) the signing of the certificates, consents and other documents or declarations required under the Indenture or otherwise to be entered into by the Corporation;

such determination to be conclusively evidenced by the execution and delivery of any such other document or instrument or the doing of any such other act or thing.

3. The Earnout Rights Agent is hereby authorized, directed and instructed to enter into all such other documents (including an amending agreement to the Indenture, an amendment and restatement of the Indenture, or other supplement to the Indenture) and any and all other documents related thereto to give full force and effect to the foregoing resolutions and the matters authorized thereby.