COIN HODL INC.

Computershare

8th Floor, 100 University Avenue
Toronto, Ontario M5J 2Y1
www.computershare.com

Security Class

Holder Account Number

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Form of Proxy - Annual General and Special Meeting to be held on April 23, 2021

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

1. **Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the Management Nominees whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).**
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If a date is not inserted in the space provided on the reverse of this proxy, it will be deemed to bear the date on which it was mailed to the holder by Management.
5. **The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, and the proxy appoints the Management Nominees listed on the reverse, this proxy will be voted as recommended by Management.**
6. The securities represented by this proxy will be voted in favour, or withheld from voting, or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for. If you have specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting and Management Information Circular or other matters that may properly come before the meeting or any adjournment or postponement thereof, unless prohibited by law.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

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Proxies submitted must be received by 10:00 am (EDT), on April 21, 2021.

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!

To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.

1-866-732-VOTE (8683) Toll Free

To Vote Using the Internet

- Go to the following web site: www.investorvote.com
- **Smartphone?** Scan the QR code to vote now.

If you vote by telephone or the Internet, DO NOT mail back this proxy.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.
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 reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

CONTROL NUMBER

Appointment of Proxyholder

I/We being holder(s) of securities of COIN Hodl Inc. (the "Corporation") hereby appoint: Ben Cubitt, or failing this person, Justin Oliver (the "Management Nominees")

OR

Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the holder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and on all other matters that may properly come before the Annual General and Special Meeting of shareholders of the Corporation to be held at the offices of Peterson McVicar LLP, 18 King St. E, Suite 902, Toronto ON on April 23, 2021 at 10:00 am, and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES.

	For	Against
1. Number of Directors To set the size of the board of directors and to elect two alternate slates of directors, namely (i) a slate set at three (3) directors of the Corporation elected to take office immediately after the Meeting, and (ii) an alternate slate set at four (4) directors elected to replace the original slate of directors immediately following the completion of the reverse takeover transaction between the Corporation and Tokens.com Inc. (the "Transaction") if, and only if, the Transaction is completed, as more fully described in the accompanying Circular.	☐	☐

2. Election of Directors

2a. Original Slate

	For	Withhold		For	Withhold		For	Withhold
01. Josh Crumb	☐	☐	02. Ben Cubitt	☐	☐	03. Justin Oliver	☐	☐

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2b. Resulting Issuer Slate

	For	Withhold		For	Withhold		For	Withhold
01. Andrew Kiguel	☐	☐	02. Andrew D'Souza	☐	☐	03. Frederick T. Pye	☐	☐
04. Jimmy Vaiopoulos	☐	☐						

	For	Withhold
3. Appointment of Auditors Appointment of MNP LLP as Auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration.	☐	☐

	For	Against
4. Exchange Resolution To consider and if thought advisable, to pass, with or without amendment, a special resolution amending the articles of the Corporation to (i) redesignate the existing class of common shares as Class A common shares, (ii) create a class of new common shares to be designated as common shares, and (iii) exchange each Class A Common Share (as re-designated) for one new common share and a pro rata share of the proposed distribution by COIN to the COIN Shareholders, on a pro-rata basis, as a return of capital, of an amount of cash between a range of $1,600,000 to $3,400,000 and all of the common shares of Abaxx Technologies Inc. held by COIN.	☐	☐
5. Consolidation Resolution To consider and, if thought appropriate, to pass with or without variation, a special resolution (the "Consolidation Resolution") authorizing and approving the consolidation of the outstanding common shares in the capital of the Corporation on the basis of a consolidation ratio to be selected by the board of directors within a range between 10.468 pre-consolidation common shares for one (1) post-consolidation common share and 12.325 pre-consolidation common shares for one (1) post-consolidation common share.	☐	☐
6. Name Change Resolution To consider and, if thought appropriate, to pass with or without variation, a special resolution authorizing and approving the change of name of COIN from "Coin Hodl Inc." to "Tokens.com Corp.", or such other name as may be determined by the Corporation.	☐	☐
7. Incentive Plan Resolution To consider and, if thought appropriate, to pass with or without variation, an ordinary resolution approving the adoption of a new omnibus equity incentive plan to be effective on the completion of the Transaction	☐	☐
8. New By-Laws Resolution To consider and, if thought appropriate, to pass with or without variation, a special resolution the full text of which is set forth in the accompanying Circular, approving the adoption of new bylaws, including an advance notice bylaw, to be effective on the completion of the Transaction.	☐	☐
9. TSXV Delisting Resolution To consider, and, if deemed advisable, to pass, with or without variation, an ordinary resolution of the majority of the minority shareholders for the delisting of the Corporation's common shares from the TSX Venture Exchange, as more particularly described in the Circular.	☐	☐
10. Cryptocurrency Sale Resolution To consider, and, if deemed advisable, to pass, with or without variation, an ordinary resolution of the majority of the minority shareholders ratifying the Corporation's disposition of all of its cryptocurrency assets during the three months ended March 31, 2019.	☐	☐

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Signature of Proxyholder

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. **If no voting instructions are indicated above, and the proxy appoints the Management Nominees, this Proxy will be voted as recommended by Management.**

Signature(s)

Date

MM / DD / YY

Interim Financial Statements – Mark this box if you would like to receive Interim Financial Statements and accompanying Management's Discussion and Analysis by mail. ☐

Annual Financial Statements – Mark this box if you would like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail. ☐

If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at www.computershare.com/mailinglist.

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