



COIN HODL INC.

82 Richmond Street East, Suite 200
Toronto, Ontario, M5C 1P1

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the "**Meeting**") of the holders of common shares ("**Shareholders**" or "**COIN Shareholders**") of COIN Hodl Inc. (the "**Corporation**" or "**COIN**") will be held at the offices of Peterson McVicar LLP, 18 King St E Suite 902, Toronto, ON M5C 1C4 at 10:00 a.m. (Toronto time), on April 23, 2021. The Meeting is being held for the following purposes:

1. to receive the audited annual financial statements of the Corporation for the year-ended December 31, 2020, together with the report of the auditor thereon;
2. 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 management information circular accompanying this notice of Meeting (the "**Circular**");
3. to appoint the auditor of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix the remuneration of the auditor;
4. to consider and if thought advisable, to pass, with or without amendment, a special resolution amending the articles of the Corporation to (i) re-designate 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 (the "**Capital Reduction**"), which resolution is set out in Schedule "B" to the accompanying Circular (the "**Exchange Resolution**");
5. 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 (the "**Consolidation**");
6. to consider and, if thought appropriate, to pass with or without variation, a special resolution (the "**Name Change 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. to consider and, if thought appropriate, to pass with or without variation, an ordinary resolution (the "**Incentive Plan Resolution**") approving the adoption of a new omnibus equity incentive plan to be

effective on the completion of the Transaction;

8. to consider and, if thought appropriate, to pass with or without variation, a special resolution, (the **"New By-Laws 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. 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 (the **"TSXV Delisting Resolution"**), as more particularly described in the Circular;
10. 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 (the **"Cryptocurrency Sale Resolution"**); and
11. to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

Shareholders should refer to the Circular for more detailed information with respect to the matters to be considered at the Meeting.

The specific details of the foregoing matters to be put before the Meeting are set forth in the Circular under "Business of the Meeting", accompanying and forming part of this Notice of Annual General and Special Meeting (the "Notice").

Whether or not you decide to attend the Meeting in person (see "*Shareholder Guidance as a result of COVID-19*" in this Circular), you are encouraged to provide voting instructions on the enclosed form of proxy in the manner set out in the Notice and in the Circular as soon as possible. To be included at the Meeting, your completed and executed form of proxy must be received by Computershare, 8th Floor, 100 University Ave, Toronto, ON M5J 2Y1, no later than 10:00 a.m. (Toronto time) on Wednesday, April 21, 2021 (or no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to any reconvened Meeting in the event of an adjournment of the Meeting) or deposited with the Chairman of the Meeting prior to the commencement of the Meeting or any adjournment thereof. Voting instructions may also be provided by internet or facsimile by following the instructions on the form of proxy.

Shareholder Guidance as a result of COVID-19:

To proactively deal with the unprecedented public health impact of the coronavirus, also known as COVID-19 ("Covid-19") and governmental guidance regarding public gatherings, shareholders and proxyholders are strongly encouraged NOT to attend the Meeting in person. The Covid-19 virus is causing unprecedented social and economic disruption and we want to ensure that no one is unnecessarily exposed to any risks. Furthermore, so that the Corporation can mitigate potential risks to the health and safety of shareholders and the community, all Meeting participants will be asked to wear a suitable facemask, and there will be a limitation on the number of persons permitted entry to the Meeting and anyone who is not a Registered Holder or proxyholder will not be permitted entry.

The Corporation urges all Shareholders to vote by proxy in advance of the Meeting in accordance with the instructions set out below and in the form of proxy. The Covid-19 situation is dynamic and continues to evolve daily. If events arise that require us to make changes to the date, time and location of the Meeting, we will promptly notify shareholders and communicate any changes through a press release. Shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares are voted at the Meeting, are requested to date, sign and return in the envelope provided for that purpose, the enclosed form of proxy, or complete and submit the form of proxy through the internet, telephone or by such other method as is identified, and pursuant to any

instructions contained, in the form of proxy.

Registered Shareholders may attend the Meeting in person or may be represented by proxy. If you are a registered Shareholder, please exercise your right to vote by dating, signing and returning the accompanying form of proxy to Computershare Investor Services Inc., the transfer agent of the Corporation. To be valid, completed proxy forms must be dated, completed, signed and deposited with the Corporation's transfer agent, Computershare Investor Services: (i) by mail using the enclosed return envelope or one addressed to Computershare Investor Services Inc., Proxy Department, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1; (ii) by facsimile to 1-866-249-7775 (within Canada & the United States) and 416-263-9524 (Internationally); or (iii) by telephone at 1-866-732-8683 (within Canada & the United States) and 312-588-4290 (Internationally). You may also vote through the internet and if you do vote through the internet, you may also appoint another person to be your proxyholder. Please go to www.investorvote.com and follow the instructions. You will require your 15-digit control number found on your proxy form. Your proxy or voting instructions must be received in each case no later than 10:00 a.m. (Eastern Time) on the second to last business day preceding the day of the Meeting or any adjournment thereof. If you are unable to attend the Meeting, we encourage you to complete the enclosed form of proxy as soon as possible. If a Shareholder received more than one form of proxy because such Shareholder owns common shares registered in different names or addresses, each form of proxy should be completed and returned. The chairman of the Meeting shall have the discretion to waive or extend the proxy deadline without notice.

A Shareholder who wishes to appoint a person other than the management nominees identified on the form of proxy or voting instruction form (including a non-registered Shareholder who wishes to appoint themselves to attend) must carefully follow the instructions in the Circular and on their form of proxy or voting information form.

If you are not a registered Shareholder and receive these materials through your broker or through another intermediary, please complete and return the form of proxy in accordance with the instructions provided to you by your broker or by the other intermediary. For information with respect to Shareholders who own their common shares through an intermediary, see "*General Proxy Information – Non-Registered Shareholders*" in the Circular.

The board of directors of the Corporation has fixed March 15, 2021 as the record date (the "**Record Date**") for the determining Shareholders of the Corporation entitled to receive notice of, and to vote at, the Meeting. Only Shareholders whose names have been entered into the Corporation's register of Shareholders as of the close of business on the Record Date will be entitled to receive notice of the Meeting and to vote thereat or at any adjournment(s) or postponement(s) thereof on the basis of one vote for each common share of the Corporation held, except to the extent that: (i) a registered Shareholder has transferred the ownership of any common shares subsequent to the Record Date, and (ii) the transferee of those common shares produces properly endorsed share certificates, or otherwise establishes that he, she or it owns the common shares and demands, not later than 10 days before the Meeting, that his, her or its name be included on the list of persons entitled to vote at the Meeting, in which case, the transferee shall be entitled to vote such common shares at the Meeting.

DATED at Toronto, Ontario as of the 15th day of March, 2021.

By Order of the Board of Directors

(signed) "*Ben Cubitt*"

Ben Cubitt
President and Chief Executive Officer