

CYPHER METAVERSE INC.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS to be held on July 18, 2022 at 9:00 am (Vancouver time)

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**Meeting**") of the holders of common shares ("**Shareholders**") of Cypher Metaverse Inc. (the "**Company**") will be held on Monday, the 18th day of July, 2022 at 9:00 a.m. (Calgary time) at the offices of Dentons Canada LLP, 15th Floor, Bankers Court, 850 – 2nd Street SW, Calgary, AB, T2P 0R8 for the following purposes:

1. To receive the audited consolidated annual financial statements of the Company for the year ended December 31, 2021 together with the report of the auditors thereon.
2. To fix the number of directors and elect directors of the Company for the ensuing year, as described in the Information Circular accompanying this Notice of Meeting.
3. To appoint auditors of the Company for the ensuing year and to authorize the Board of Directors to fix the auditors' remuneration, as described in the Information Circular accompanying this Notice of Meeting.
4. To transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof.

The specific details of the matters to be considered at the Meeting are set out in the Information Circular dated June 7, 2022, which accompanies this Notice of Meeting. Only Shareholders of record at the close of business on June 6, 2022, are entitled to receive notice of and to vote at the Meeting or any adjournment thereof.

If you are a registered Shareholder and are unable to attend the Meeting in person, please date and execute the accompanying form of proxy and return it in the envelope provided to Odyssey Trust Company, Traders Bank Building 702, 67 Yonge Street, Toronto, ON, M5E 1J8, Attn: Proxy Department, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the Meeting or an adjournment thereof.

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.

Dated at Vancouver, British Columbia, this 7th day of June, 2022.

BY ORDER OF THE BOARD OF DIRECTORS

"George Tsafalas"
George Tsafalas
Chief Executive Officer