Cypher Metaverse Inc.

Trader's Bank Building
702, 67 Yonge Street
Toronto ON M5E 1J8

Form of Proxy – Annual General and Special Meeting to be held on September 30, 2024

Appointment of Proxyholder
I/We being the undersigned holder(s) of **Cypher Metaverse Inc.** hereby appoint George Tsafalas or failing this person, Tatiana Kovaleva.

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 all other matters that may properly come before the Annual General and Special Meeting (the "**Meeting**") of Cypher Metaverse Inc. (the "**Company**") to be held via Zoom platform at **https://dentons.zoom.us/j/93877280851 Meeting ID: 938 7728 0851 Passcode: 856444 or by telephone at Canada: 855 703 8985 or +1 US: +1 833 548 0282** on September 30, 2024 at 10:00 a.m. (Calgary Time) or at any adjournment thereof.

1. **Appointment of Auditors.** To appoint PKF Antares Professional Corporation, Chartered Accountants, Calgary, Alberta, as auditors of the Corporation until the close of the next annual general meeting, at such remuneration as may be approved by the Board of Directors of the Corporation.	**For** ☐	Withhold ☐
2. **Number of Directors.** To set the number of directors to be elected at the Meeting at three (3).	**For** ☐	Against ☐

3. **Election of Directors.**

	For	Withhold
a. **George Tsafalas**	☐	☐
b. **Brian Keane**	☐	☐
c. **Michael Hopkinson**	☐	☐

4. **Approval of Stock Option Plan.** To consider and, if thought advisable, to pass, with or without variation, an ordinary resolution, the full text of which is set forth in the accompanying management information circular ("**Circular**"), approving the Company's stock option plan, as more fully described in the Circular.	**For** ☐	Against ☐
5. **Proposed Share Consolidation.** To consider and, if thought advisable, to pass, with or without variation, a special resolution, the full text of which is set forth in the accompanying Circular, authorizing a consolidation of the Company's issued and outstanding Common Shares on an up to fifteen (15) pre-consolidation Common Shares to one (1) post-consolidation Common Share basis (15:1).	**For** ☐	Against ☐

Authorized Signature(s) – This section must be completed for your instructions to be executed.

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, **this Proxy will be voted as recommended by Management.**

Signature(s): ______________________

Date ______________
MM / DD / YY

Interim Financial Statements – Check the box to the right if you would like to receive interim financial statements and accompanying Management's Discussion & Analysis by mail. ☐

Annual Financial Statements – Check the box to the right if you would like to **RECEIVE** the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail. ☐

This form of proxy is solicited by and on behalf of Management of Cypher Metaverse Inc.

Proxies must be received by 10:00 a.m., MDT on September 26, 2024.

Notes to Proxy

1. **Each holder has the right to appoint a person, who need not be a holder, to attend and represent him or her at the Annual General and Special Meeting. If you wish to appoint a person other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided on the reverse.**
2. If the securities are registered in the name of more than one holder (for example, joint ownership, trustees, executors, etc.) then all of the registered owners must sign this proxy in the space provided on the reverse. 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 appears on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
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, this proxy will be voted as recommended by Management.**
6. **The securities represented by this proxy will be voted or withheld from voting, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has 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 to matters identified in the Notice of Meeting or other matters that may properly come before the meeting.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

To Vote Your Proxy Online please visit:
https://login.odysseytrust.com/pxlogin

You will require the CONTROL NUMBER printed with your address to the right.

If you vote by Internet, do not mail 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. A return envelope has been enclosed for voting by mail.