

THE INX DIGITAL COMPANY, INC.

#2900 - 550 Burrard Street
Vancouver, BC V6C 0A3

NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON JUNE 22, 2022

AND

INFORMATION CIRCULAR

May 2, 2022

This document requires immediate attention. If you are in doubt as to how to deal with the documents or matters referred to in this notice and information circular, you should immediately contact your advisor.

THE INX DIGITAL COMPANY, INC.

#2900 - 550 Burrard Street
Vancouver, BC V6C 0A3
Telephone: (604) 631-3131

NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the "**Meeting**") of shareholders of The INX Digital Company, Inc. (the "**Company**") will be held on Wednesday, June 22, 2022, at the hour of 10:00 a.m. (EST time). The Company is holding the Meeting as a completely virtual meeting, which will be conducted live via webcast at web.lumiagm.com/XXXXXX.

The Meeting is being held for the following purposes:

1. To receive the audited financial statements of the Company for the fiscal year ended December 31, 2021, and the accompanying report of the auditors;
2. To increase the number of directors of the Company from five (5) to seven (7);
3. To elect the current directors, Mr. Shy Datika, Mr. David Weild, Mr. Thomas Lewis, Mr. Nicholas Thadaney, and Ms. Hilary Kramer, and subject to Item 2 above, an additional two new directors, being Mr. Alan Silbert and Ms. Demetra Kalogerou, as directors of the Company;
4. To ratify the appointment and appoint Ernst & Young Israel (Kost Forer Gabbay & Kasierer), Chartered Professional Accountants, as the auditors of the Company for the fiscal year ending December 31, 2021 and December 31, 2022, respectively, and to authorize the directors of the Company to fix the remuneration to be paid to the auditors for the fiscal year ending December 31, 2021 and December 31, 2022, in connection with their audit and audit-related services and any other ancillary services;
5. To consider and, if thought fit, to pass an ordinary resolution to approve amendment of the Company's Omnibus Equity Incentive Compensation Plan, as described in the accompanying information circular (the "**Information Circular**"); and
6. To amend the articles of the Company to provide for the advance notice policy of directors as expected to be adopted by the Board on May 16, 2022.
7. To transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

The Company's board of directors has fixed **May 18, 2022** as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

The Company is holding the Meeting as a completely virtual meeting, which will be conducted via live webcast, where all shareholders regardless of geographic location and equity ownership will have an equal opportunity to participate at the Meeting and engage with directors of the Company and management as well as other shareholders. Shareholders will not be able to attend the Meeting in person. Registered shareholders and duly appointed proxyholders will be able to attend, participate and vote at the Meeting online at web.lumiagm.com/245-685-328. Beneficial shareholders (being shareholders who hold their shares

through a broker, investment dealer, bank, trust company, custodian, nominee or other intermediary) who have not duly appointed themselves as proxyholder will not be able to attend, participate or vote at the Meeting.

As a shareholder of the Company, it is very important that you read the management information circular of the Company dated "Date" (the "**Circular**") and other Meeting materials carefully. They contain important information with respect to voting your Shares and attending and participating at the Meeting.

A shareholder who wishes to appoint a person other than the management nominees identified on the form of proxy or voting instruction form, to represent him, her or it at the Meeting may do so by inserting such person's name in the blank space provided in the form of proxy or voting instruction form and following the instructions for submitting such form of proxy or voting instruction form. This must be completed prior to registering such proxyholder, which is an additional step to be completed once you have submitted your form of proxy or voting instruction form. If you wish that a person other than the management nominees identified on the form of proxy or voting instruction form attend and participate at the Meeting as your proxy and vote your Shares, including if you are a nonregistered shareholder and wish to appoint yourself as proxyholder to attend, participate and vote at the Meeting, you **MUST** register such proxyholder after having submitted your form of proxy or voting instruction form identifying such proxyholder. Failure to register the proxyholder will result in the proxyholder not receiving a Username to participate in the Meeting. Without a Username, proxyholders will not be able to attend, participate or vote at the Meeting. To register a proxyholder, shareholders **MUST** send an email to appointee@odysseytrust.com and provide Odyssey Trust Company ("**Odyssey**") with their proxyholder's contact information, amount of shares appointed, name in which the shares are registered if they are a registered shareholder, or name of broker where the shares are held if a beneficial shareholder, so that Odyssey may provide the proxyholder with a Username via email.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a retirement savings plan, retirement income fund, education savings plan or other similar savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing, that holds your securities on your behalf (an "**Intermediary**"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, this 2nd day of May, 2022. By Order of the Board of Directors of THE INX DIGITAL COMPANY, INC.

"Shy Datika"

Shy Datika

President, Chief Executive Officer and Director