

Form 51-102F3

MATERIAL CHANGE REPORT

Item 1: Name and Address of Reporting Issuer

The INX Digital Company, Inc. (the “Company”)
550 Burrard Street, Suite 2900
Vancouver, British Columbia
V6C 0A3

Item 2: Date of Material Change

August 30, 2024

Item 3: News Release

The news release announcing the material change was disseminated through Newswire on August 30, 2024 and filed on SEDAR+ at www.sedarplus.ca.

Item 4: Summary of Material Change

On August 30, 2024, the Company announced the sale of I.L.S. Brokers Ltd. (“**ILSB**”), an indirect wholly-owned subsidiary of the Company, to an arm’s length UK-based global financial services firm (the “**Purchaser**”), for a total amount of US\$4M – US\$5M (the “**Transaction**”). The Transaction is expected to close on or about November 30, 2024.

Item 5: Full Description of Material Change

5.1 Full Description of Material Change

Pursuant to the terms of the Transaction, the Purchaser has agreed to purchase all outstanding shares of ILSB for a total purchase price of US\$4M – US\$5M. ILSB, which the Company acquired in 2021, has been an interdealer broker for traditional assets. The proceeds from this sale will be directed towards furthering the Company’s mission to expand its Real-World Assets trading platform. A portion of the purchase price will be held back for a period of 12 months pending any indemnification claims under the share purchase agreement governing the Transaction. Following completion of the Transaction, the Company will no longer hold any shares of ILSB.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6: Reliance on Subsection 7.1(2) of National Instrument 51-102–Continuous Disclosure Obligations

Not applicable.

Item 7: Omitted Information

Not applicable.

Item 8: Executive Officer

The name and business telephone number of an officer of the Company who can answer questions regarding this report are as follows:

Shy Datika, President and Chief Executive Officer
Telephone No.: 604 631-3131

Item 9: Date of Report

September 6, 2024