



GLOBALBLOCK DIGITAL ASSET TRADING LIMITED

NOTICE

and

MANAGEMENT INFORMATION CIRCULAR

for the Annual General and Special Meeting of Shareholders

**to be held at TD Canada Trust Tower, 30th Floor,
421 7th Avenue S.W., Calgary, Alberta, Canada T2P 4K9**

on

**Monday, May 15, 2023
at 10:00 a.m. (Calgary Time) / 12:00 a.m. (Toronto time)**

DATED: APRIL 13, 2023

GLOBALBLOCK DIGITAL ASSET TRADING LIMITED

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

To the Shareholders of GlobalBlock Digital Asset Trading Limited:

TAKE NOTICE that the annual general and special meeting (the “**Meeting**”) of the holders (“**Shareholders**”) of common shares of GlobalBlock Digital Asset Trading Limited (the “**Company**”) will be held at TD Canada Trust Tower, 30th Floor, 421 7th Avenue S.W., Calgary, Alberta, Canada T2P 4K9 on Monday, May 15, 2023 at 10:00 a.m. (Calgary time) for the following purposes:

1. to fix the number of directors at four (4);
2. to elect directors of the Company for the ensuing year;
3. to appoint Kingston Ross Pasnak LLP, Chartered Professional Accountants, as the auditor of the Company for the ensuing year;
4. to approve the continuation of the Company’s stock option plan;
5. to consider and, if thought fit, to pass with or without variation, a special resolution, in accordance with the *Business Corporations Act* (British Columbia) (the “**BCBCA**”), the full text of which is set out under “*Approval of the Business Disposition Transaction – Resolution Relating to the Business Disposition Transaction*” in the accompanying Management Information Circular of the Company dated April 13, 2023 (the “**Information Circular**”), to authorize and approve the disposition of the Company’s wholly-owned subsidiary, GlobalBlock Limited, and its digital asset broker business (the “**Business Disposition Transaction**”); and
6. to consider any permitted amendment to or variation of any matter identified in this notice, and to transact such other business as may be properly brought before the Meeting or any adjournment or postponement thereof.

Only the Shareholders of record at the close on April 10, 2023 will be entitled to vote at the Meeting.

Proxies are being solicited by the management of the Company. Shareholders who do not expect to attend the Meeting in person are requested to date and sign the enclosed form of proxy and return it in the envelope provided. All proxies to be used at the Meeting must be received by Computershare Trust Company of Canada, Attention: Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, Canada, M5J 2Y1 at least 48 hours, excluding Saturdays, Sundays and statutory holidays, prior to the time of the Meeting or any adjournment thereof.

Alternatively, Shareholders may vote through the internet at www.investorvote.com or by telephone at 1-866-732-VOTE (8683) (toll free within North America) or 1-312-588-4290 (outside North America). Shareholders will require the 15-digit control number that may be found on the Instrument of Proxy in order to vote through the internet or by telephone. In order to be valid and acted upon at the Meeting, votes by internet and telephone must be received in each case not less than 48 hours, excluding Saturdays, Sundays and statutory holidays, before the time of the Meeting or any adjournment thereof.

Holders of common shares of the Company of record at the close of business on April 10, 2023 are entitled to notice of the Meeting and to vote thereat or at any adjournment(s) thereof unless after that date a Shareholder of record transfers any common shares of the Company and the transferee, upon producing properly endorsed certificates evidencing such shares or otherwise establishing ownership of such shares, requests, at least 10 days prior to the Meeting, that the transferee's name be included in the list of Shareholders of the Company entitled to vote, in which case such transferee shall be entitled to vote such shares at the Meeting.

This Notice is accompanied by the Information Circular, either a form of proxy for registered Shareholders or a voting instruction form for beneficial Shareholders. You should access and review all information contained in the Information Circular before voting.

Shareholders holding common shares of the Company registered in the name of a broker or other nominee should ensure that they make arrangements to instruct the broker or other nominee how their common shares of the Company are to be voted at the Meeting in order for their vote to be counted at the Meeting.

Take notice that registered holders common shares of the Company who wish to validly dissent from approving the special resolution regarding the proposed Business Disposition Transaction described in the Information Circular will be entitled to be paid the fair value of their common shares, subject to strict compliance with Section 242 of the BCBCA. A Shareholder may only exercise the right to dissent in respect of common shares of the Company which are registered in that Shareholder's name. A non-registered Shareholder who wishes to exercise the right to dissent should immediately contact the intermediary with whom the nonregistered Shareholder deals in respect of his or her shares and either: (i) instruct the intermediary to exercise the right to dissent on the non-registered Shareholder's behalf; or (ii) instruct the intermediary to re-register the common shares in the name of the non-registered Shareholder, in which case the non-registered Shareholder would have to exercise the right to dissent directly. Failure to comply strictly with the requirements set forth in Section 242 of the BCBCA may result in the loss or unavailability of any right of dissent.

DATED at Calgary, Alberta this 13th day of April, 2023.

BY ORDER OF THE BOARD

"Stuart Olley"

Stuart Olley, Director

GLOBALBLOCK DIGITAL ASSET TRADING LIMITED

MANAGEMENT INFORMATION CIRCULAR

(as at April 13, 2023 unless indicated otherwise)

For the Annual General and Special Meeting of Shareholders
to be held May 15, 2023

In this management information circular (the "**Information Circular**"), references to the "**Company**", "**we**" and "**our**" refers to GlobalBlock Digital Asset Trading Limited. The "**Board of Directors**" or the "**Board**" refers to the Board of Directors of the Company. "**Common Shares**" means common shares without par value in the capital of the Company. "**Shareholders**" and "**shareholders of the Company**" refer to the shareholders of the Company. "**Beneficial Shareholders**" means shareholders who do not hold Common Shares in their own name and "**intermediaries**" refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders.

SOLICITATION OF PROXIES

This Information Circular is provided in connection with the solicitation by the management of the Company of proxies for the annual and special meeting (the "**Meeting**") of the Company's shareholder being held on Monday, May 15, 2023 at 10:00 a.m. (Calgary time) / 12:00 p.m. (Toronto time) at TD Canada Trust Tower, 30th Floor, 421 7th Avenue SW, Calgary, Alberta, Canada T2P 4K9 and at any adjournment(s) thereof for the purposes set out in the accompanying Notice of Annual General and Special Meeting of Shareholders (the "**Notice of Meeting**").

This solicitation is made on behalf of management of the Company. The costs incurred in the preparation and mailing of the Notice of Meeting, this Information Circular and the accompanying form of proxy furnished by the Company (the "**Instrument of Proxy**") will be borne by the Company. In addition to the use of mail, proxies may be solicited by personal interviews, telephone or other means of communication by directors, officers and employees of the Company, none of whom will be specifically remunerated therefore. The information contained herein is as of April 13, 2023.

SHAREHOLDERS ELIGIBLE TO VOTE AT THE MEETING

Shareholders of record at the close of business on April 10, 2023 (the "**Record Date**") are entitled to notice of and to attend the Meeting or any adjournment or adjournments thereof and to vote thereat unless after the Record Date a Shareholder of record transfers ownership of any Common Shares, and the transferee upon producing properly endorsed certificates evidencing such shares or otherwise establishing ownership of such shares, requests, at least 10 days prior to the Meeting, that the transferee's name be included in the list of Shareholders entitled to vote, in which case such transferee shall be entitled to vote such shares at the Meeting.

APPOINTMENT OF PROXIES

The persons named in the Instrument of Proxy are officers and/or directors of the Company. A Shareholder has the right to appoint a nominee (who need not be a Shareholder) to attend and act on that Shareholder's behalf at the Meeting, other than the persons designated in the Instrument of Proxy, by inserting the name of the Shareholders' chosen nominee in the space provided for that purpose on the Instrument of Proxy, or by completing another proper form of proxy. Such Shareholder should notify the nominee of the appointment, obtain the nominee's consent to act as proxy and should instruct the nominee as to how the Shareholder's Common Shares are to be voted. In any case, the form of proxy should be dated and signed by the Shareholder or the Shareholder's attorney authorized in writing, with proof of such authorization attached, where an attorney signed the proxy form.

A form of proxy will not be valid for the Meeting or any adjournment thereof unless it is completed and deposited with Computershare Trust Company of Canada, Attention: Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, Canada, M5J 2Y1, at least 48 hours, excluding Saturdays, Sundays and statutory holidays, before the time of the Meeting or any adjournment thereof. The instrument appointing a proxy shall be in writing

and shall be signed by the Shareholder or the Shareholder's attorney authorized in writing or, if the Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized. Alternatively, shareholders may vote through the internet at www.investorvote.com or by telephone at 1- 866-732-VOTE (8683) (toll free within North America) or 1-312-588-4290 (outside North America). Shareholders will require the 15 digit control number that may be found on the instrument of proxy in order to vote through the internet or by telephone. In order to be valid and acted upon at the Meeting, Instruments of Proxy as well as votes by internet and telephone must be received in each case not less than 48 hours, excluding Saturdays, Sundays and statutory holidays, before the time of the Meeting or any adjournment thereof.

REGISTERED SHAREHOLDERS

You are a registered Shareholder if you hold Common Shares in your own name and you have a share certificate or direct registration system (DRS) statement ("**Registered Shareholder**"). As a Registered Shareholder, you are identified on the share register maintained by Computershare, as being a Shareholder.

If you are a Registered Shareholder, you may vote your Common Shares by proxy or during the Meeting.

NON-REGISTERED OR BENEFICIAL SHAREHOLDERS

Most Shareholders are Non-Registered Shareholders. You are a "**Non-Registered Shareholder**" if your Common Shares are held in an account in the name of an intermediary, such as a bank, broker or trust company. As a Non-Registered Shareholder, you do not have shares registered in your name, but your ownership interest in Common Shares is recorded in an electronic system. As such, you are not identified on the share register maintained by Computershare as being a Shareholder. Instead, the Company's share register shows the Shareholder of your Common Shares as being the intermediary or depository through which you own your Common Shares.

The Company distributes copies of the proxy-related materials in connection with the Meeting to intermediaries so that they may distribute the materials to the Non-Registered Shareholders. Intermediaries often forward the materials to Non-Registered Shareholders through a service company (such as Broadridge Investor Communications Company). The Company pays for an intermediary to deliver the proxy-related materials to all Non-Registered Shareholders.

Common Shares held by brokers or their agents or nominees can only be voted upon the instructions of the Non-Registered Shareholders. Therefore, the Non-Registered Shareholders should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate person well in advance of the Meeting.

There are two kinds of the Non-Registered Shareholders: (i) those who object to their names being made known to the Company, referred to as objecting beneficial owners ("**OBOs**"); and (ii) those who do not object to the Company knowing who they are, referred to as non-objecting beneficial owners ("**NOBOs**"). The Company has distributed copies of the Notice of Meeting and the Instrument of Proxy directly to NOBOs and to the clearing agencies and intermediaries for distribution to OBOs.

Applicable regulatory policies require intermediaries/brokers to seek voting instructions from the Non-Registered Shareholders in advance of shareholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by the Non-Registered Shareholders in order to ensure that their Common Shares are voted at the Meeting.

Although a Non-Registered Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of the Non-Registered Shareholder's broker (or agent of the broker), a Non-Registered Shareholder may attend the Meeting as proxyholder for the Registered Shareholder and vote the Common Shares in that capacity. Non-Registered Shareholders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholder for the Registered Shareholder should enter their own names in the blank space on the form of proxy provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker (or agent), well in advance of the Meeting. Alternatively, a Non-Registered Shareholder may request in writing that their broker send to the Non-Registered Shareholder

a legal proxy which would enable the Non-Registered Shareholder to attend at the Meeting and vote their Common Shares.

A Beneficial Shareholder receiving a voting instruction form cannot use that voting instruction form to vote Common Shares directly at the Meeting as the voting instruction form must be returned as directed by Broadridge well in advance of the Meeting in order to have the Common Shares voted. Accordingly, it is strongly suggested that Beneficial Shareholders return their completed voting instruction form as directed by Broadridge well in advance of the Meeting.

All references to Shareholders in this Information Circular, the Instrument of Proxy and the Notice of Meeting are to Shareholders of record unless specifically stated otherwise. Where documents are stated to be available for review or inspection, such items will be made available upon request to registered Shareholders who produce proof of their identity.

HOW THE COMMON SHARES WILL BE VOTED

On the Instrument of Proxy, you can indicate how you want your proxyholder to vote your Common Shares or you can let your proxyholder decide for you. If you have specified on the Instrument of Proxy how you want your Common Shares to be voted on a particular issue (by marking FOR, AGAINST or WITHHOLD, as applicable), then your proxyholder must vote your Common Shares accordingly. If you have not specified on the Instrument of Proxy how you want your Common Shares to be voted on a particular issue, then your proxyholder can vote your Common Shares as he or she sees fit.

Unless contrary instructions are provided, Common Shares represented by proxies appointing management as the proxyholder will be voted:

- **FOR fixing the number of directors of the Company for the ensuing year, or as otherwise authorized by the Shareholders, at four (4) members;**
- **FOR the election of the directors;**
- **FOR the re-appointment of Kingston Ross Pasnak LLP, Chartered Professional Accountants as the auditor of the Company and the authorization of the directors to fix the auditor's remuneration;**
- **FOR the Stock Option Resolution (defined below); and**
- **FOR Business Disposition Resolution (defined below).**

If you have any questions, you may call Computershare at 1-800-564-6253 or direct, from outside of North America at 1-514-982-7555 for further information.

REVOCATION OF PROXIES

If you are a **Registered Shareholder**, you may revoke your proxy by taking one of the following steps:

- you may submit a new proxy to Computershare before 10:00 a.m. (Calgary time) / 12:00 p.m. (Toronto time) on Thursday, May 11, 2023, or two business days before any adjourned or postponed Meeting is reconvened;
- you (or your attorney, if authorized in writing) may sign a written notice of revocation addressed to the Secretary of the Company and deposited at the registered office of Computershare at any time up to and including the last business day preceding the day of the Meeting or any reconvening of an adjourned or postponed Meeting, at which the Instrument of Proxy is to be used;
- you (or your attorney, if authorized in writing) may sign a written notice of revocation and deliver it to the Chair of the Meeting on the day of the Meeting or the reconvening of an adjourned or postponed Meeting, at which the Instrument of Proxy is to be used; or

- you may vote during the Meeting by submitting an online ballot through the live webcast, which will revoke your previous proxy.

If you are a **Non-Registered Shareholder**, you should contact your intermediary through which you hold Common Shares and obtain instructions regarding the procedure for the revocation of any voting or proxyholder instructions that you have previously provided to your intermediary.

AMENDMENTS OR IF OTHER MATTERS ARE BROUGHT BEFORE THE MEETING

Your proxyholder has discretionary authority to vote in respect of amendments that are made to matters identified in the Notice of Meeting and other matters that may properly come before the Meeting or the date that any adjourned or postponed Meeting has been reconvened. As of the date of this Information Circular, management of the Company is not aware of any such amendments or other matters to be presented at the Meeting; however, if any such matter is presented, your Common Shares will be voted in accordance with the best judgment of the proxyholder named in the form. If you have not specifically appointed a person as proxyholder, a management representative named in the enclosed Instrument of Proxy will be your proxyholder, and your Common Shares will be voted in accordance with the best judgment of the management representative.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

To the best of our knowledge, except as otherwise disclosed herein, no person who has been a director or executive officer of the Company at any time since the beginning of the Company's last completed financial year, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Company's authorized share capital consists of an unlimited number of Common Shares without par value and an unlimited number of preferred shares without par value. The Common Shares are listed for trading on the TSX Venture Exchange (the "**TSXV**") under the symbol "BLOK". As of April 13, 2023 there were 104,948,741 Common Shares issued and outstanding and no preferred shares issued and outstanding.

On a vote by a show of hands, every person present who is a Shareholder or proxyholder and entitled to vote on the matter has one vote. On a poll, every Shareholder entitled to vote on the matter has one vote in respect of each Common Share entitled to be voted on the matter and held by that Shareholder and may exercise that vote either in person or by proxy. If there are joint Shareholders registered in respect of any share: (a) any one of the joint Shareholders may vote at any meeting of Shareholders, personally or by proxy, in respect of the share as if that joint Shareholder were solely entitled to it; or (b) if more than one of the joint Shareholders is present at any meeting of Shareholders, personally or by proxy, and more than one of them votes in respect of that share, then only the vote of the joint Shareholder present whose name stands first on the central securities register in respect of the share will be counted. No group of Shareholders has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the Common Shares.

To the knowledge of the directors and executive officers of the Company, there are no persons that beneficially owned, directly or indirectly, or exercised control or direction over, Common Shares carrying more than 10% of the voting rights attached to all outstanding Common Shares of the Company as at April 13, 2023 other than:

Name of Shareholder	Number of Common Shares	Percentage of Issued and Outstanding Common Shares
David Thomas	12,112,500	11.5%
Tim Bullman	12,112,500	11.5%
Patrick Bullman	12,112,500	11.5%
Karl Thompson	12,112,500	11.5%

VOTES NECESSARY TO PASS RESOLUTIONS

Pursuant to the Articles of the Company, a quorum for the transaction of business at any meeting of Shareholders is at least two persons who are, or who represent by proxy, Shareholders holding, in the aggregate, at least five percent (5%) of the issued shares entitled to be voted at the Meeting.

Under the *Business Corporations Act* (British Columbia) (the “**BCBCA**”), the Company's governing corporate law statute, a simple majority of the votes cast at the Meeting is required to pass all ordinary resolutions and, pursuant to the Company's Articles, two-thirds of the votes cast at the Meeting is required to pass all special resolutions.

At the Meeting, Shareholders will be asked to set the number of directors of the Company at four (4). In addition, Shareholders will be asked to pass an ordinary resolution to: (i) elect directors, (ii) appoint auditors for the ensuing year, and (iii) approve the continuation of the Company's Stock Option Plan. Shareholders will also be asked to consider the Business Disposition Resolution, which is a special resolution.

PARTICULARS OF MATTERS TO BE ACTED UPON AT THE MEETING

1. Fixing Number of Directors at Four (4)

The Company proposes to set the size of the Board of Directors at four (4).

It is proposed that four (4) directors be elected at the Meeting and each will hold office until the next annual general meeting or until their successor is duly elected or appointed.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT THE NUMBER OF DIRECTORS BE FIXED AT FOUR (4). Unless authority to do so is withheld, the persons designated as proxyholders in the accompanying Instrument of Proxy intend to vote the Common Shares represented by such Instrument of Proxy, properly executed, FOR four (4) directors be elected at the Meeting and each will hold office until the next annual general meeting or until their successor is duly elected or appointed.

2. Election of Directors

The current directors intend to stand for election and/or re-election, as applicable, to the Company's Board of Directors.

Nominees for Election

The current directors will cease to hold office immediately before the election of directors at the Meeting. Unless the director's office is vacated earlier in accordance with the provisions of the BCBCA or the terms of the Company's Articles, each director elected at the Meeting will hold office until immediately before the election of directors at the next annual general meeting of shareholders of the Company, or, if no director is then elected, until a successor is elected, or until he otherwise ceases to hold office under the BCBCA or the terms of the Company's Articles.

None of the proposed nominees for election as a director of the Company are proposed for election pursuant to any arrangement or understanding between the nominee and any other person or company, except the directors and senior officers of the Company acting solely in such capacity.

Each of the four director nominees has agreed to stand for election. If, however, one or more of them should become unable to stand for election, it is likely that one or more other persons would be nominated for election at the Meeting.

The following disclosure sets out, as the date of this Information Circular, for each of management's nominees for election as directors: (a) the nominee's name and the nominee's province or county, and country of residence; (b) the nominee's principal occupation, business or employment for the five preceding years, unless the nominee is now a director and was elected to the present term of office by a vote of security holders at a meeting, the notice of which was accompanied by an information circular; (c) the period of time during which each has been

a director of the Company; (d) the members of each committee of the Board; and (e) the number of Common Shares beneficially owned, or controlled or directed, directly or indirectly, by the nominee:

Name, Residence, and Present Position Held ⁽¹⁾	Present Principal Occupation, Business Or Employment ⁽¹⁾	Director Since	Number of Common Shares Held ⁽²⁾
Patrick Bullman ⁽³⁾⁽⁴⁾ London, United Kingdom Director and MLRO	Bullman is one of the original founders of GlobalBlock Ltd. and has over 20 years' experience working in bond, equity and CFD markets as a broker. He founded Peregrine & Black Capital in 2012 and became a director of Peregrine & Black Investment Management in 2015.	October 2022	12,112,500
Trevor Gabriel ⁽³⁾ Monaco Director	Mr. Gabriel is a qualified Chartered Accountant in London. Over the past 10 years Mr. Gabriel has had non- executive director roles with Kirkland Lake Gold Ltd. (where he also chaired the audit committee) and is currently involved in a privately owned hi-tech sector start-up in energy storage and hi-torque electric motors.	February 2019	10,426
Stuart Olley ⁽³⁾ Calgary, Alberta Director	Mr. Olley is a senior partner of Gowling WLG (Canada) LLP in Calgary, Alberta.	July 2022	Nil
David Thomas ⁽⁴⁾ Kent, United Kingdom Director and Chief Executive Officer	Mr. Thomas is the Chief Executive Officer of the Company. Before founding London based digital asset broker GlobalBlock Limited in 2018, David was a partner at the FCA regulated foreign exchange business GlobalReach Group, where he spent fourteen years and was responsible for the business's corporate and private client relationships.	July 2022	12,112,500

Notes:

- (1) *The information as to country of residence and principal occupation, not being within the knowledge of the Company, has been furnished by the respective directors individually.*
- (2) *The information as to Common Shares beneficially owned or over which a director exercises control or direction, not being within the knowledge of the Company, has been furnished by the respective directors individually.*
- (3) *Member of the Company's audit committee.*
- (4) *It is proposed that this director will resign as a director of the Corporation in connection with the completion of the Business Disposition Transaction (defined below).*

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT EACH SHAREHOLDER VOTE "FOR" THE ELECTION OF THE ABOVE NOMINEES AS DIRECTORS. Unless authority to do so with respect to one or more directors is withheld, the persons designated as proxyholders in the accompanying Proxy intend to vote the Common Shares represented by such Proxy, properly executed, FOR the election of each of the nominees set forth in the above disclosure.

Advance Notice Provisions

At the Company's annual general and special meeting of shareholders held on December 31, 2020, the Company's shareholders voted to adopt amendments to the Company's Articles to include advance notice provisions (the "**Advance Notice Provisions**"). The Advance Notice Provisions include, among other things, a provision that requires advance notice be given to the Company in circumstances where nomination of persons

for election to the Board are made by shareholders of the Company. The Advance Notice Provisions set a deadline by which shareholders must submit nominations (a "**Notice**") for the election of directors to the Company prior to any annual or special meeting of shareholders. The Advance Notice Provisions also set forth the information that a shareholder must include in the Notice to the Company, and establish the form in which the shareholder must submit the Notice for that notice to be in proper written form. In the case of an annual meeting of shareholders, a Notice must be provided to the Company not less than 30 days and not more than 65 days prior to the date of the annual meeting.

As of the date of this Information Circular, the Company has not received notice of a nomination in compliance with the Advance Notice Provisions.

Cease Trade Orders, Bankruptcies, Penalties and Sanctions

No proposed director (including any personal holding company of a proposed director):

- (1) is, as at the date of this Information Circular, or has been, within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that:
 - (i) was the subject of a cease trade order (including a management cease trade order which applies to directors or executive officers), an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days, that was issued while such person was acting in the capacity as director, chief executive officer or chief financial officer; or
 - (ii) was subject to an order that was issued after such person ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as a director, chief executive officer or chief financial officer;
- (2) is, as at the date of this Information Circular, or has been within 10 years before the date of the Information Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets;
- (3) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or
- (4) has been subject to:
 - (i) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority since December 31, 2000 or before December 31, 2000 the disclosure of which would likely be important to a reasonable security holder in deciding whether to vote for a proposed director; or
 - (ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

3. Appointment of Auditor

At the Meeting, shareholders will be asked to vote in favour of the appointment of Kingston Ross Pasnak LLP, Chartered Professional Accountants, of Suite 1500, 9888 Jasper Ave, Edmonton, Alberta T5J 5C6, as auditor of the Company, to hold office until the next annual general meeting of shareholder, or until their successors are

elected or appointed and to authorize the directors to fix their remuneration as such. Kingston Ross Pasnak LLP have been auditor of the Company since December 2021.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT EACH SHAREHOLDER VOTE "FOR" THE APPOINTMENT OF KINGSTON ROSS PASNAK LLP AS AUDITOR. Unless authority to do so is withheld, the persons designated as proxyholders in the accompanying Instrument of Proxy intend to vote the Common Shares represented by such Instrument of Proxy, properly executed, **FOR** the appointment of Kingston Ross Pasnak LLP as auditor of the Company to serve until the close of the next annual general meeting of shareholders and the authorization of the directors to fix the remuneration of the auditor

4. Continuation of Stock Option Plan

The TSXV requires that each company listed on the exchange have a stock option plan if the company intends to grant stock options to purchase common shares in the company. The Company's Stock Option Plan (the "**Option Plan**"), was implemented in order to comply with TSXV policies, and to provide incentive to directors, officers, employees, management and others who provide services to the Company or any subsidiary to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. For more details about the Company's Option Plan, see "*Stock Option Plans and Other Incentive Plans*" below and a copy of the Option Plan is attached as Schedule "B" hereto.

The Company is required to obtain annual approval from the TSXV and approval from the shareholders of the Company by ordinary resolution for the continuation of the Option Plan at each annual general meeting.

At the Meeting, Shareholders will be asked to vote on the following ordinary resolution, with or without variation (the "**Stock Option Resolution**"):

"**BE IT RESOLVED THAT** the continuation of the stock option plan of GlobalBlock Digital Asset Trading Limited (the "**Company**"), originally dated August 17, 2012, last approved by the shareholders of the Company on December 2, 2022, be ratified and approved until the next annual general meeting of the Company."

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT EACH SHAREHOLDER VOTE "FOR" THE STOCK OPTION RESOLUTION. Unless authority to do so with respect to one or more directors is withheld, the persons designated as proxyholders in the accompanying Instrument of Proxy intend to vote the Common Shares represented by such Instrument of Proxy, properly executed, **FOR** the Stock Option Resolution as set forth in the above disclosure.

5. Approval of Business Disposition Transaction

History of the Company

The Company is a publicly traded holding company (TSXV: BLOK) whose wholly-owned operating subsidiary, GlobalBlock Europe, UAB ("**GBE**"), is a European Union based digital asset broker that provides a personalised telephone brokerage service, trading platform and mobile app. (the "**Business**").

On July 19, 2021, the Company completed its acquisition of GlobalBlock Limited ("**GB UK**"), an England and Wales company that was operating the Business at that time, resulting in GB UK becoming a wholly owned subsidiary of the Company. The Company acquired GB UK from its four founding shareholders, being Messrs. David Thomas, Patrick Bullman, Tim Bullman and Karl Thompson (collectively, the "**GB UK Founders**") by issuing an aggregate of 48,450,000 Common Shares to them (12,112,500 Common Shares to each of the GB UK Founders). In connection with this transaction, the Company changed its name to its current name, GlobalBlock Digital Asset Trading Limited.

In May 2022, the Company's wholly owned subsidiary, GB UK, formed a Lithuanian subsidiary, GBE, and transitioned the Business to GBE. From that time, the Business has been operated by GBE, which is acting as a Virtual Asset Service Provider (VASP), being a virtual currency depository wallet operator and virtual currency exchange operator and completed all the necessary legal and regulatory steps required to operate from

Lithuania, including the appointment of an experienced Money Laundering Reporting Officer (MLRO). All existing clients were also transitioned across to GBE at that time.

On March 22, 2023, the Company entered into Business Disposition Agreement (the “**Disposition Agreement**”) with GB UK and the GB UK Founders, setting forth the terms and conditions by which the Company proposes to sell its wholly-owned subsidiary GB UK (and by extension GBE) and the Business to the GB UK Founders, in exchange for return to the Company of the 48,450,000 Common Shares collectively held by the GB UK Founders (the “**Business Disposition Transaction**”). The Disposition Agreement and the Business Disposition Transaction are described in greater detail below.

Each of the GB UK Founders exercise control or direction over Common Shares carrying 11.5% of the voting rights attached to all outstanding Common Shares of the Company as at April 13, 2023. In addition, Mr. David Thomas currently acts as Chief Executive Officer and is a director of the Company, and Mr. Patrick Bullman is a director of the Company.

Background to the Business Disposition Transaction and Events Leading up to the Disposition Agreement

Since the Company’s acquisition of GB UK and the Business in July 2021, the Board and management of the Company have regularly evaluated the Business and its operations, long-term strategic goals and alternatives and prospects, with a goal of maximizing Shareholder value. The Company has regularly assessed trends and conditions impacting the Business and its industry, changes in the marketplace and applicable law, the competitive environment and the future prospects of the Company and its Business.

In 2022 the Company sought to increase the potential for revenue generation from the Business by launching a mobile trading app, but given the environment surrounding digital assets, which continues to date, the Company has found it difficult to increase revenues. As a result, the Company also launched a program in H2 of 2022 to reduce expenses, but the operation of a digital asset broker business inside of a publicly listed entity has made it difficult to reduce expenses to the point where the Business can generate a profit. During the nine months ended September 30, 2022, the Company generated revenues of \$1,003,141, incurred losses of \$4,769,642 for the period. These factors have also made it difficult for the Company to obtain additional funding from loans or equity financings or through other arrangements.

In light of its financial and operating circumstances, and after discussions with the GB UK Founders, the Company made the determination in Q1 2023 that for the Business to be successful it would best be served outside of a publicly listed entity, and the best path forward for the Company would be for the disposition of the Business and for it to seek alternative transactions and businesses to acquire or combine with.

Aware of the conflicts of interest since Mr. David Thomas and Mr. Patrick Bullman, members of the GB UK Founders, are also directors and officers of the Company, as applicable, the Board established a Special Committee to negotiate the potential disposition of the Business to the GB UK Founders. The Special Committee consists of Trevor Gabriel and Stuart Olley, each of whom is an “independent director”, as that term is defined in MI 61-101 (defined below). The purpose of the Special Committee is to ensure that the interests of the Company are fairly considered in the negotiation and review of the Business Disposition Transaction and to manage the conflicts that could arise in connection with the Business Disposition Transaction.

After extensive negotiations between the Special Committee and the GB UK Founders, on March 22, 2023, the Company entered into Disposition Agreement with GB UK and the GB UK Founders, setting forth the terms and conditions of the Business Disposition Transaction.

Summary of Terms of the Disposition Agreement

The following summary of the Disposition Agreement is qualified in its entirety by the terms of the Disposition Agreement, a copy of which has been filed on SEDAR at www.sedar.com.

- At the closing of the Business Disposition Transaction (the “**Closing**”), the Company will sell all of the shares of GB UK to the GB UK Founders in exchange for return to the Company of the 48,450,000 Common Shares collectively held by the GB UK Founders.

- The Agreement sets forth how the assets, liabilities and obligations of the Company and GB UK and its business are to be dispersed or transferred amongst the Company and GB UK effective as of December 31, 2022, including the split of cash and liabilities, and the obligations of each of the Company and GB UK going forward. The Company and GB UK have agreed to split on a 50/50 basis: (i) the cost of the Company's current CFO until the term of his consulting agreement expires, (ii) the cost of preparation of the Company's audited financial statements for the year ended December 31, 2022, and (iii) the costs of the Business Disposition Transaction.
- At Closing, Mr. David Thomas will resign as CEO and a director of the Company and Patrick Bullman will resign as a director of the Company.
- At Closing, the Company will provide a £150,000 loan facility (the "**Loan Facility**") to GB UK to assist with the transitional phase and support GB UK's business opportunities. The Loan Facility will be a non-revolving loan with a 12-month maturity date and will bear interest at a rate equal to the prime rate plus 2.0% per annum. If the Loan Facility is not repaid on its specified repayment date, then the Loan Facility shall remain outstanding, and GB UK shall be required to issue to the Company that number of its ordinary shares that would result in the Company holding 5% of the issued and outstanding ordinary shares of GB UK (on a fully diluted basis). If the Loan Facility is not repaid within six (6) months of the repayment date, then the Loan Facility shall remain outstanding, and GB UK will be required to issue to the Company that number of additional ordinary shares such that the Company holds 10% of the issued and outstanding ordinary shares of GB UK (on a fully diluted basis).
- Each of the Company, GB UK and the GB UK Founders have made normal course representations and warranties.
- The Business Disposition Transaction is subject to usual conditions to Closing, but also includes the following conditions to Closing:
 - holders of options to acquire up to 1.5 million Common Shares (those holders being David Thomas, Patrick Bullman and certain employees of GB UK) will have entered into agreements to terminate those options held by them;
 - delivery of executed mutual releases and waivers in connection with Mr. David Thomas and Mr. Patrick Bullman acting as directors and officers of the Company, as applicable;
 - delivery of executed releases by each of the employees of the Business, releasing the Company from any liabilities and obligations regarding their employment; and
 - dissent rights in connection with the Business Disposition Transaction shall not have been validly exercised (and not withdrawn) with respect to more than 1% of the issued and outstanding Common Shares.
- The Disposition Agreement may be terminated at any time before closing of the Business Disposition Transaction:
 - by mutual consent of the GB UK Founders and the Company;
 - by the GB UK Founders, upon written notice:
 - if any condition for the benefit of the GB UK Founders or mutual conditions precedent that has not been waived by the GB UK Founders is not satisfied by the closing time for the Business Disposition Transaction; or
 - if any condition for the benefit of the GB UK Founders or mutual conditions precedent that has not been waived by the GB UK Founders is not capable of being satisfied by May 31, 2023,

in each case provide that the failure to satisfy that condition is not the result, directly or indirectly, of the breach of the Disposition Agreement by a GB UK Founder or GB UK;

- o by the Company, upon written notice:
 - if any condition for the benefit of the Company or mutual conditions precedent that has not been waived by the Company is not satisfied by the closing time for the Business Disposition Transaction; or
 - if any condition for the benefit of the Company or mutual conditions precedent that has not been waived by the Company is not capable of being satisfied by May 31, 2023,

in each case provide that the failure to satisfy that condition is not the result, directly or indirectly, of the breach of the Disposition Agreement by the Company; or

- o by the GB UK Founders or the Company, upon written notice to the other parties, if the closing of the Business Disposition Transaction does not occur by 7:00 p.m. (London time) on May 31, 2023, provided that the GB UK Founders may not terminate the Disposition Agreement if the failure of the closing to occur is the result, directly or indirectly, of the a breach of the Disposition Agreement by any GB UK Founder or GB UK, and the Company may not terminate the Disposition Agreement if the failure of the closing to occur is the result, directly or indirectly, of the breach of the Disposition Agreement by the Company.

Recommendations of the Company's Special Committee

After careful consideration with its legal and financial advisors and the other factors set out below, the Company's Special Committee unanimously determined that the Business Disposition Transaction is in the best interest of the Company and resolved to recommend that the Company's Board approve the Business Disposition Transaction and recommend that the Company's Board recommend to Shareholders that they vote their Common Shares **FOR** the Business Disposition Resolution.

Recommendations of the Company's Board

After careful consideration of the Business Disposition Transaction, and following unanimous recommendation of the Company's Special Committee, the Company's Board unanimously determined that the Business Disposition Transaction is in the best interests of the Company and that the Business Disposition Transaction, the Disposition Agreement and the performance of the transactions contemplated therein be approved.

The Board unanimously recommends that the Shareholders vote their Common Shares **FOR** the Business Disposition Resolution.

Reasons for the Recommendations of the Company's Special Committee and the Board

In determining that the terms and conditions of the Disposition Agreement and the Business Disposition Transaction contemplated thereby are in the best interests of the Corporation and are fair to the Corporation and the Shareholders, the Special Committee and the Board considered and relied upon a number of factors, including, among other things, the following:

- Given the current environment surrounding digital assets, and the additional expenses and restrictions surrounding the operation of a digital asset broker business inside of a publicly listed entity, the Company has been unsuccessful in restructuring the Business such that revenues can be increased, and expenses reduced, to the point where the Business can generate a profit. Aside from the Business Disposition Transaction, the Company has been unsuccessful in finding an alternative that does not involve either halting all Business operations or insolvency or restructuring proceedings once the Company exhausts its current cash reserves.

- Following completion of the Business Disposition Transaction, if approved by Shareholders and subsequently consummated, the Company will have no operations, limited cash and no significant debt. It is expected that the Company will migrate to the NEX tier of the TSXV, reserved for listed companies that do not meet the minimum listing standards of the TSXV. However, the Company's continued listed status and the absence of significant debt will give the Company and management a chance to explore new opportunities to take advantage of the listed status of the Company and create value for its Shareholders. After the announcement of the proposed Business Disposition Transaction, the Company has announced a proposed equity unit private placement financing for up to \$1 million worth of such equity units (the "**Proposed Private Placement**"), to recapitalize the Company and to fund its search for new alternatives once the Business Disposition Transaction has been completed.
- The Company was represented by the Special Committee, which negotiated the terms and conditions of the Disposition Agreement on the Company's behalf.
- The terms and conditions of the Disposition Agreement, including the parties' respective representations, warranties and covenants, and the conditions to their respective obligations, are in the opinion of the Special Committee and the Board, after consultation with legal counsel, reasonable.
- The Special Committee and the Board believes that it is likely that the limited conditions to complete the Business Disposition Transaction will be satisfied.
- To the knowledge of the Special Committee and the Board, there are no material regulatory issues which are expected to arise in connection with the Business Disposition Transaction so as to prevent completion, and it is anticipated that all required regulatory clearances will be obtained.
- The Business Disposition Transaction must be approved by Shareholders, as described under the heading "*Approval of Business Disposition Transaction – Required Shareholder Approvals for the Business Disposition Transaction*" below.
- The Business Disposition Transaction must be approved by the TSXV.
- The BCBCA provides that any registered Shareholders who oppose the Business Disposition Transaction may, upon compliance with certain conditions, exercise Dissent Rights (defined below). See "*Approval of Business Disposition Transaction – Dissent Rights Associated with the Business Disposition Transaction*" below.

The foregoing summary of the information and factors considered by the Special Committee and the Board is not intended to be exhaustive but includes the material information and factors considered by the Special Committee and the Board in their consideration of the Business Disposition Transaction. In view of the variety of factors and the amount of information considered in connection with the Special Committee and the Board's evaluation of the Business Disposition Transaction, the Special Committee and the Board did not find it practicable to and did not quantify or otherwise attempt to assign any relative weight to each of the specific factors considered in reaching its conclusions and recommendations. In addition, individual members of the Special Committee and the Board may have assigned different weights to different factors in reaching their own conclusion as to the Business Disposition Transaction.

TSXV Application

The Business Disposition Transaction is subject to TSXV approval and the Company has filed its application for approval of the Business Disposition Transaction.

Effect of the Business Disposition Transaction on the Company and Plans of the Company Post-Closing

If the Business Disposition Transaction receives the required approvals of the Shareholders and the TSXV described elsewhere herein, and other conditions to the Business Disposition Transaction are either satisfied or waived, the Company will transfer to the GB UK Founders all of the issued and outstanding shares of GB UK. Accordingly, the Company will no longer be the indirect owner of GBE and the Business. In return the GB UK

Founders will return to the Company the 48,450,000 Common Shares collectively held by them, and those Common Shares will be cancelled by the Company.

Following completion of the Business Disposition Transaction, the Company's remaining assets will be cash and the blockchain patents it acquired in February 2021. Accordingly, the Company will need to identify and, if successful, acquire or combine with a new business. It is expected that the Company will migrate to the NEX tier of the TSXV, reserved for listed companies that do not meet the minimum listing standards of the TSXV. However, the Company's continued listed status and the absence of significant debt will give the Company and management a chance to explore new opportunities to take advantage of the listed status of the Company and create value for its Shareholders. As discussed above, the Company has announced and undertaken the Proposed Private Placement to fund its search for new alternatives once the Business Disposition Transaction has been completed.

Upon completion of the Business Disposition Transaction, the Company will also need to identify and appoint a new Chief Executive Officer and at least one (1) additional director.

Risk Factors Associated with the Business Disposition Transaction

Shareholders should carefully consider the risk factors relating to the Business Disposition Transaction listed below and those identified elsewhere in this Information Circular before deciding how to vote or instruct their vote to be cast to approve the Business Disposition Resolution. Among the risk factors to be considered are the following:

- The completion of the Business Disposition Transaction is subject to the satisfaction of a number of conditions precedent, certain of which are outside the control of the Company. There can be no certainty that these conditions will be satisfied.
- Subsequent to the Business Disposition Transaction, the Company will have no active business or operations other than identifying assets or a business to acquire or combine with. There can be no certainty that the Company will be successful in identifying such assets or business, and completing an acquisition, transaction or combination in connection therewith.
- There can be no certainty at this time that the Proposed Private Placement will be completed.

Dissent Rights Associated with the Business Disposition Transaction

The BCBCA provides that shareholders who dissent to certain actions being taken by a corporation may exercise a right of dissent (the "**Dissent Right**") and require the corporation to purchase the shares held by such shareholders at the fair value of such shares. This Dissent Right is available where a corporation proposes to pass a resolution to authorize or ratify the sale, lease or other disposition of all or substantially all of the company's undertaking. The proposed Business Disposition Transaction constitutes the sale of "all or substantially all" of the undertaking or assets of the Company under the BCBCA. Consequently, a registered Shareholder is entitled to dissent and be paid the fair value of such shares if the Business Disposition Transaction is completed and the registered Shareholder issues a written objection to the transaction at or before the Meeting and otherwise complies with the procedure set out in the BCBCA. Non-Registered Shareholders who wish to dissent should contact their broker or other intermediary for assistance with exercising the Dissent Right. The Dissent Right is briefly summarized below, but Shareholders are referred to the full text of Sections 237 to 247 of the BCBCA attached to this Information Circular as Schedule "C" for a complete understanding of the Dissent Right under the BCBCA.

A dissenting Shareholder who wishes to exercise his, her or its Dissent Right must give written notice (the "**Notice of Dissent**") to the Company by depositing such Notice of Dissent with, or by sending it by registered mail to, the Company, c/o Modern Finance Law, 30th Floor, 421 7th Avenue SW, Calgary, Alberta, Canada T2P 4K9, not later than two days before the Meeting. A Shareholder who wishes to dissent must prepare a separate Notice of Dissent for (i) the Shareholder, if the Shareholder is dissenting on its own behalf and (ii) each person who beneficially owns Common Shares in the Shareholder's name and on whose behalf the Shareholder is dissenting. To be valid, a Notice of Dissent must:

- (a) identify in each Notice of Dissent the person on whose behalf dissent is being exercised;
- (b) set out the number of Common Shares in respect of which the Shareholder is exercising the Dissent Right (the “**Notice Shares**”), which number cannot be less than all of the Common Shares held by the beneficial holder on whose behalf the Dissent Right is being exercised;
- (c) if the Notice Shares constitute all of the Common Shares of which the dissenting Shareholder is both the registered owner and beneficial owner and the dissenting Shareholder owns no other Common Shares as beneficial owner, a statement to that effect;
- (d) if the Notice Shares constitute all of the Common Shares of which the dissenting Shareholder is both the registered and beneficial owner but the dissenting Shareholder owns other Common Shares as beneficial owner, a statement to that effect; and
 - (i) the names of the registered owners of those other Common Shares;
 - (ii) the number of those other Common Shares that are held by each of those registered owners; and
 - (iii) a statement that Notices of Dissent are being or have been sent in respect of all those other Common Shares;
- (e) if dissent is being exercised by the dissenting Shareholder on behalf of a beneficial owner who is not the dissenting Shareholder, a statement to that effect, and
 - (i) the name and address of the beneficial owner; and
 - (ii) a statement that the dissenting shareholder is dissenting in relation to all of the Common Shares beneficially owned by the beneficial owner that are registered in the dissenting Shareholder’s name.

The giving of a Notice of Dissent does not deprive a dissenting Shareholder of his, her or its right to vote at the Meeting on the Business Disposition Resolution. A vote against the Business Disposition Resolution or the execution or exercise of a proxy does not constitute a Notice of Dissent. A Shareholder is not entitled to exercise a Dissent Right with respect to any Notice Shares if the Shareholder votes (or instructs or is deemed, by submission of any incomplete proxy, to have instructed his, her or its proxyholder to vote) in favour of the Business Disposition Resolution. A dissenting Shareholder, however, may vote as a proxy for a Shareholder whose proxy required an affirmative vote, without affecting his, her or its right to exercise the Dissent Right. If the Company intends to act on the authority of the Business Disposition Resolution, it must send a notice (the “**Notice to Proceed**”) to the dissenting Shareholder promptly after the later of:

- (a) the date on which the Company forms the intention to proceed; and
- (b) the date on which the Notice of Dissent was received.

If the Company has acted on the Business Disposition Resolution it must promptly send a Notice to Proceed to the dissenting Shareholder. The Notice to Proceed must be dated not earlier than the date on which it is sent and state that the Company intends to act or has acted on the authority of the Business Disposition Resolution and advise the dissenting Shareholder of the manner in which dissent is to be completed. On receiving a Notice to Proceed, the dissenting Shareholder is entitled to require the Company to purchase all of the Notice Shares in respect of which the Notice of Dissent was given. A dissenting Shareholder who receives a Notice to Proceed, and who wishes to proceed with the dissent, must send to the Company within one month after the date of the Notice to Proceed:

- (a) a written statement that the dissenting Shareholder requires the Company to purchase all of the Notice Shares;
- (b) the certificates representing the Notice Shares; and

- (c) if dissent is being exercised by the Shareholder on behalf of a beneficial owner who is not the dissenting Shareholder, a written statement signed by the beneficial owner setting out whether the beneficial owner is the beneficial owner of other Common Shares and if so, setting out:
 - (i) the names of the registered owners of those other Common Shares;
 - (ii) the number of those other shares that are held by each of those registered owners; and
 - (iii) that dissent is being exercised in respect of all of those other Common Shares.

Whereupon the Company is deemed to have purchased the Notice Shares in accordance with the Notice of Dissent and the dissenting Shareholder is deemed to have sold to the Company the Notice Shares.

The Company and the dissenting Shareholder may agree on the amount of the payout value of the Notice Shares and in that event, the Company must either promptly pay that amount to the dissenting Shareholder or send a notice to the dissenting Shareholder that the Company is unable lawfully to pay dissenting Shareholders for their Notice Shares as the Company is insolvent or if the payment would render the Company insolvent. If the Company and the dissenting Shareholder do not agree on the amount of the payout value of the Notice Shares, the dissenting Shareholder or the Company may apply to the court and the court may:

- (a) determine the payout value of the Notice Shares or order that the payout value of the Notice Shares be established by arbitration or by reference to the registrar or a referee of the court;
- (b) join in the application each dissenting Shareholder who has not agreed with the Company on the amount of the payout value of the Notice Shares; and
- (c) make consequential orders and give directions it considers appropriate.

Promptly after a determination of the payout value of the Notice Shares has been made, the Company must either pay that amount to the dissenting Shareholder or send a notice to the dissenting Shareholder that the Company is unable lawfully to pay dissenting Shareholders for their Common Shares as the Company is insolvent or if the payment would render the Company insolvent. If the dissenting Shareholder receives a notice that the Company is unable to lawfully pay dissenting Shareholders for their shares, the dissenting Shareholder may, within 30 days after receipt, withdraw his, her or its Notice of Dissent. If the Notice of Dissent is not withdrawn, the dissenting Shareholder remains a claimant against the Company to be paid as soon as the Company is lawfully able to do so or, in a liquidation to be ranked subordinate to the rights of creditors of the Company but in priority to its Shareholders.

Shareholders who wish to exercise their Dissent Right should carefully review the dissent procedures described in Sections 237 to 247 of the BCBCA attached to this Information Circular as Schedule "C" and seek independent legal advice, as failure to adhere strictly to the Dissent Right requirements may result in the loss of any right to dissent.

Note that it is condition of the Disposition Agreement and completion of the Business Disposition Transaction that Dissent Rights in connection with the Business Disposition Transaction shall not have been validly exercised (and not withdrawn) with respect to more than 1% of the issued and outstanding Common Shares.

Anticipated Ramifications of Failure to Approve the Business Disposition Transaction

If the Business Disposition Resolution is not approved by Shareholders at the Meeting, the Company will continue with its current operations, but given its financial and operating circumstances, the Board will have to consider halting all Business operations or insolvency or restructuring proceedings once the Company exhausts its current cash reserves. The Board will continue to evaluate and consider strategic alternatives going forward but has unanimously recommended that Shareholders vote in favour of the Business Disposition Resolution as they believe it is in the best interests of the Corporation for the reasons setout herein.

Required Shareholder Approvals for the Business Disposition Transaction

BCBCA

As the Business Disposition Transaction can be considered to be a sale of all or substantially all of the undertaking or assets of the Company, other than in the ordinary course of business, Section 301 of the BCBCA requires that the Business Disposition Resolution must be approved by a majority of not less than 66 2/3% of the votes cast by Shareholders who vote in respect of the Business Disposition Resolution.

TSXV Policy 5.9 and MI 61-101

Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”) is intended to regulate certain transactions to ensure equality of treatment among securityholders, generally requiring enhanced disclosure, approval by a majority of securityholders (excluding interested or related parties), independent valuations and, in certain circumstances, approval and oversight of the transaction by a special committee of independent directors.

The Company is subject to the provisions of MI 61-101 because the Common Shares are listed on the TSXV and Policy 5.9 of the TSXV Corporate Finance Manual (“**Policy 5.9**”) incorporates MI 61-101 into the policies of the TSXV and Policy 5.9 applies to all issuers listed on the TSXV.

The protections of MI 61-101 generally apply to “related party transactions”, where the issuer directly or indirectly sells, transfers or disposes of an asset to a “related party” (as defined in MI 61-101). Such related party, being a party to the transaction will be an “interested party” (as defined in MI 61-101). A “related party” includes directors, executive officers and Shareholders holding over 10% of the issued and outstanding Common Shares.

As set out herein, the Company has agreed to sell all of the issued and outstanding shares of GB UK and its Business to the GB UK Founders in accordance with the terms of the Disposition Agreement. Each of the GB UK Founders holds, owns or controls more than 10% of the issued and outstanding Common Shares. Accordingly, each of the GB UK Founders are “related parties” as defined under MI 61-101 and the Business Disposition Transaction is a “related party transaction” under MI 61-101.

Accordingly, the Business Disposition Resolution must also be approved by a simple majority of votes cast by the Shareholders at the Meeting, excluding votes held by interest parties (as defined in MI 61-101), related parties (as defined in MI 61-101) of such interested parties and joint actors (as defined in MI 61-101) of such interested parties or related parties. For majority vote purposes, votes in connection with the 48,450,000 Common Shares collectively held by the GB UK Founders and their respective affiliates are excluded. See “*Voting Securities and Principal Holders of Voting Securities*” above for a breakdown of the individual holdings of Common Shares by each of the GB UK Founders.

To the knowledge of the Company, there has been no “prior valuation” (as defined in MI 61-101) of its assets, in the 24 months prior to the date of this Information Circular. The Company is relying upon the exemption from the formal valuation requirement in Section 5.5(b) of MI 61-101, as no securities of the Company are listed or quoted on a “specified market” (as defined in MI 61-101).

Resolution Relating to the Business Disposition Transaction

At the Meeting, Shareholders will be asked to vote on the following special resolution, with or without variation (the “**Business Disposition Resolution**”):

“**WHEREAS** GlobalBlock Digital Asset Trading Limited (the “**Corporation**”) has entered into a Business Disposition Agreement dated March 22, 2023 (the “**Disposition Agreement**”) between the Corporation, GlobalBlock Limited, and David Thomas, Patrick Bullman, Tim Bullman and Karl Thompson (collectively, the “**GB UK Founders**”), as summarized in the Management Information Circular of the Corporation dated April 13, 2023 (as amended or supplemented) (the “**Information Circular**”);

AND WHEREAS in accordance with Disposition Agreement, the Corporation proposes to sell its wholly-owned subsidiary GlobalBlock Limited and its related digital asset broker business to the GB UK Founders, in exchange for return to the Corporation of the 48,450,000 common shares of the Corporation collectively held by the GB UK Founders (the **"Business Disposition Transaction"**);

AND WHEREAS the Business Disposition Transaction will constitute the sale or disposition of all or substantially all of the undertaking or assets of the Corporation;

AND WHEREAS the Business Disposition Transaction is a non-arm's length transaction for the Corporation;

AND WHEREAS the Business Disposition Transaction is being proposed for the reasons set forth in the Information Circular;

BE IT RESOLVED AS A SPECIAL RESOLUTION OF SHAREHOLDERS THAT:

1. the board of directors of the Corporation (the **"Board"**) is authorized to enter into the Business Disposition Transaction in accordance with the terms, conditions and provisions of the Disposition Agreement and as described in the Information Circular, and specifically the disposition of all or substantially all of the undertaking or assets of the Corporation in exchange for return of the 48,450,000 common shares of the Corporation collectively held by the GB UK Founders, in accordance with the terms, conditions and provisions of the Disposition Agreement, is hereby authorized and approved subject to such amendments thereto as may be approved by the Board;
2. any one director or officer of the Corporation be and the same is hereby authorized and directed for and in the name of and on behalf of the Corporation to execute or cause to be executed, whether under corporate seal of the Corporation or otherwise, and to deliver or cause to be delivered all such documents, and to do or cause to be done all such acts and things, as in the opinion of such director or officer may be necessary or desirable in order to carry out the terms of this resolution, such determination to be conclusively evidenced by the execution and delivery of such documents or the doing of any such act or thing; and
3. notwithstanding the approval of this resolution by the shareholders of the Corporation, the Board is hereby authorized to revoke this resolution at any time prior to the completion of the Business Disposition Transaction in their discretion without giving further notice to the shareholders of the Corporation if the Board determines in its discretion that it would be in the best interests of the Corporation to do so."

AUDIT COMMITTEE

The Audit Committee's Charter

The Company's Audit Committee Charter sets out the audit committee's mandate and responsibilities and is attached as Schedule "A" hereto.

Composition of the Audit Committee

The current members of the audit committee are Messrs. Trevor Gabriel, Stuart Olley and Patrick Bullman and Trevor Gabriel and Stuart Olley are "independent" within the meaning of National Instrument 52-110 *Audit Committees* ("**NI 52-110**"). All members of the audit committee are financially literate within the meaning of NI 52-110. Mr. Bullman is not independent as he is an executive officer of a subsidiary of the Company and thereby has a "material relationship" with the Company.

Relevant Education and Experience

The following is a summary of the education and experience of each audit committee member that is relevant to the performance of their responsibilities as an audit committee member:

Trevor Gabriel

Mr. Gabriel is qualified as a Chartered Accountant in London and spent 12 years in financial and general management roles with Jardine Matheson in South East Asia before returning to Europe in 1985. He subsequently ran a privately owned oil company based in the United Kingdom and had concessions in Gabon and a distribution infrastructure in several West African countries. In the past 10 years Mr. Gabriel has had non-executive director roles with Kirkland Lake Gold Ltd. (where he also chaired the audit committee) and is currently very involved in a privately owned hi-tech sector start-up in the energy storage and hi-torque electric motors.

Stuart Olley

Mr. Olley is a senior partner of Gowling WLG (Canada) LLP. He has extensive experience, domestically and internationally, working with a variety of issuers and underwriters in transactions in industries including mining, oil and gas, real estate and technology. Mr. Olley has served on the board of directors of various public companies.

Mr. Olley is a past member of the Securities Advisory Council of the Alberta Securities Commission. He holds a master's degree in law from Osgoode Hall Law School at York University (securities specialty), a law degree and MBA from the University of Alberta, and a bachelor's degree in arts from the University of Toronto.

Patrick Bullman

Patrick has over 20 years' experience working in bond, equity and CFD markets as a broker. In 2012 Patrick co-founded Peregrine & Black Capital. Patrick went on to co-found Peregrine & Black Investment management in 2015 offering Discretionary Investment Management services to individuals, corporates, trusts and charities.

Such education and experience as noted above provides each member with:

- an understanding of the accounting principles used by the issuer to prepare its financial statements;
- the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and provisions;
- experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the issuer's financial statements, or experience actively supervising individuals engaged in such activities; and
- an understanding of internal controls and procedures for financial reporting.

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the audit committee to nominate or compensate an external auditor not adopted by the Board.

Reliance on Certain Exemptions

The Company is a "venture issuer" as defined in NI 52-110 and is relying upon the exemption in section 6.1 of NI 52-110 relating to Part 3 (*Composition of Audit Committee*) and Part 5 (*Reporting Obligations*), which allow for the short form of disclosure of audit committee procedures set out in form 52-110F2 and disclosed in this Information Circular.

Part 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part. The Company has not relied on the exemptions contained in Section 2.4 or Part 8 of NI 52-110, in whole or in part. Section 2.4 provides an exemption from the requirement that the audit committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided.

Pre-Approval Policies and Procedures

The audit committee has adopted a formal policy requiring the pre-approval of all audit and non-audit related services provided by the Company's principal auditor prior to the commencement of the engagement.

External Auditor Service Fees

The following table sets out the fees billed out to the Company by its auditor for professional services for the years ended December 31, 2021 and 2022, respectively:

Nature of Services	Auditor Fees for the Year Ended December 31, 2021	Auditor Fees for the Year Ended December 31, 2022
Audit Fees	\$189,630.00	\$143,246.25
Audit Related Fees	\$939.75	\$0.00
Tax Fees	\$9,948.75	\$15,000.00
Total Fees	\$200,518.50	\$158,246.25

STATEMENT OF CORPORATE GOVERNANCE

Pursuant to National Instrument 58-101 - *Disclosure of Corporate Governance Practices* the Company is required to and hereby discloses its corporate governance practices as follows:

Board of Directors

The Board of Directors is responsible for determining whether or not each director is an independent director. To do this, the Board analyzes all the relationships of the directors with the Company and its subsidiaries. The Board facilitates its exercise of independent supervision over the Company's management through frequent meetings of the Board.

A director is independent if he or she has no direct or indirect material relationship with the Company that the Board believes could reasonably be perceived to materially interfere with his or her ability to exercise independent judgment. Applicable securities laws set out certain situations where a director is deemed to have a material relationship with the Company.

The Board is currently comprised of four (4) directors, two (2) of whom are considered independent under applicable securities laws, namely, Messrs. Trevor Gabriel and Stuart Olley. Messrs. Patrick Bullman and David Thomas are officers of the Company or of its operating subsidiary and are therefore not independent, and thereby have a material relationship with the Company. A material relationship is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of his independent judgment.

Ethical Business Conduct

The Company has not implemented a Code of Business Conduct and Ethics. Rather, the Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

The Board is of the view that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates reasonably independently of management and in the best interests of the Company.

Nomination of Directors

The Board has neither a formal policy for identifying new candidates for Board nomination nor a permanent nominating committee. Potential new candidates for directors are identified by current Board members, based upon the skills, expertise, independence and other factors those candidates might bring to the Board.

Compensation

The Board has discretion to determine the compensation for the directors and officers, including the CEO, as discussed in this Information Circular under the heading "Statement of Executive Compensation".

The Board has not appointed a Compensation Committee. The Board assumes responsibility for reviewing and monitoring the long-range compensation strategy for the Company's senior management, with a view to fulfilling its responsibilities concerning executive and director compensation, reviewing director compensation, overseeing the Company base compensation structure and equity-based compensation programs, recommending compensation of the Company's officers and employees and evaluating the performance of officers generally, all in light of the Company's annual goals and objectives.

Other Committees

The Board has no committees other than the Audit Committee.

Assessments

In view of the relatively small size of the Company, the number of directors on the Board and the frequency of formal and informal Board meetings, the Board has not felt it necessary to implement a formal process to assess Board, committee and individual director effectiveness. The majority of directors have public company experience and is familiar with what is required of him. Frequency of attendance at Board meetings and the quality of participation in such meetings are two of the criteria by which the performance of a director will be assessed. The Company is not proposing to adopt a formal process for assessment at this time.

Outside Directorships

The following director of the Company holds directorships in other reporting issuers, as set out below:

Name	Name of Reporting Issuer	Exchange	Position(s)
Stuart Olley	Jesmond Capital Ltd.	TSXV	Director and CEO
	PsiNaptic Inc.	Unlisted	Director (and acting CFO)
	Western Gold Exploration Ltd.	TSXV	Director

STATEMENT OF EXECUTIVE COMPENSATION

For the purpose of the following disclosure regarding executive compensation:

"**company**" includes other types of business organizations such as partnerships, trusts and other unincorporated business entities;

"**compensation securities**" includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued

by the company or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the company or any of its subsidiaries;

"**incentive plan**" means any plan providing compensation that depends on achieving certain performance goals or similar conditions within a specified period;

"**named executive officer**" or "**NEO**" means each of the following individuals:

- (a) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief executive officer, including an individual performing functions similar to a chief executive officer;
- (b) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief financial officer, including an individual performing functions similar to a chief financial officer;
- (c) in respect of the company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000;
- (d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the company, and was not acting in a similar capacity, at the end of that financial year;

"**plan**" includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, compensation securities or any other property may be received, whether for one or more persons; and

"**underlying securities**" means any securities issuable on conversion, exchange or exercise of compensation securities.

Director and Named Executive Officer Compensation

The following information is presented in accordance with Form 51-102F6V – *Statement of Executive Compensation – Venture Issuers* and provides details of all compensation for each of the directors and named executive officers of the Company for the most recently completed financial year ended December 31, 2022.

Director and Named Executive Officer Compensation – Excluding Compensation Securities

The following table sets forth all compensation paid or accrued, payable, awarded, granted, given or otherwise provided, directly or indirectly, excluding Compensation Securities, by the Company or any subsidiary thereof, to each Named Executive Officer and director of the Company, for each of the two most recently completed financial years ended December 31, 2022 and 2021.

TABLE OF COMPENSATION EXCLUDING COMPENSATION SECURITIES

Name and position⁽¹⁾	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)⁽²⁾	Value of all other compensation (\$)⁽³⁾	Total compensation (\$)
David Thomas <i>Director and Chief Executive Officer</i> ⁽⁴⁾	2022	122,445	Nil	Nil	Nil	Nil	122,445
	2021	61,812	Nil	Nil	Nil	Nil	61,812
T. Rufus Round, Former <i>Director and former Chief Executive Officer</i> ⁽⁵⁾	2022	140,850	Nil	Nil	Nil	Nil	140,850
	2021	159,108	Nil	Nil	Nil	Nil	159,108
Samad Wali, <i>Chief Financial Officer and Corporate Secretary</i> ⁽⁶⁾	2022	44,808	Nil	Nil	Nil	Nil	44,808
	2021	n/a	n/a	n/a	n/a	n/a	n/a
Amaan Jalwa, <i>Former Chief Financial Officer</i> ⁽⁷⁾	2022	112,837	Nil	Nil	Nil	Nil	112,837
	2021	n/a	n/a	n/a	n/a	n/a	n/a
Jessica Van Den Akker, <i>Former Chief Financial Officer</i> ⁽⁸⁾	2022	188,832	Nil	Nil	Nil	Nil	188,832
	2021	159,375	Nil	Nil	Nil	Nil	159,375
Trevor Gabriel, <i>Director</i> ⁽⁹⁾	2022	20,000	Nil	16,750	Nil	Nil	36,750
	2021	20,250	Nil	17,250	Nil	Nil	37,500
Stuart Olley <i>Director</i> ⁽¹⁰⁾	2022	20,000	n/a	11,250	n/a	n/a	31,250
	2021	10,000	n/a	3,750	n/a	n/a	13,750
Patrick Bullman <i>Director</i> ⁽¹¹⁾	2022	95,580	Nil	Nil	Nil	Nil	95,580
	2021	n/a	n/a	n/a	n/a	n/a	n/a
Jay Sujir <i>Former Director</i> ⁽¹²⁾	2022	n/a	n/a	n/a	n/a	n/a	n/a
	2021	8,000	Nil	Nil	Nil	Nil	8,000

Notes:

- (1) If an individual is an NEO and a director, both positions have been listed.
- (2) Includes perquisites provided to an NEO or director that are not generally available to all employees and that, in aggregate, are greater than (a) \$15,000, if the NEO or director's total compensation for the financial year is \$150,000 or less; (b) 10% of the NEO or director's salary for the financial year, if the NEO or director's total compensation for the financial year is greater than \$150,000 but less than \$500,000; or (c) \$50,000, if the NEO or director's total for the financial year is \$500,000 or greater.
- (3) No form of other compensation paid or payable equals or exceeds 25% of the total value of other compensation paid or payable to the director or Named Executive Officer other than compensation securities.
- (4) Mr. Thomas has been a director since July 19, 2021 and served as COO from July 19, 2021 until October 2022, when he was appointed as CEO.
- (5) Mr. Round stepped down as CEO and director in October 2022. He served as a director from June 2018 and as interim CEO from October 3, 2019.
- (6) Mr. Wali has served as CFO and Corporate Secretary since October 2022.
- (7) Mr. Jalwa served as CFO and Corporate Secretary from May 31, 2022 until October 2022.

- (8) Ms. Van Den Akker served as Chief Financial Officer from November 1, 2020 until May 31, 2022.
- (9) Mr. Gabriel has served as a director since February 11, 2019. Mr. Gabriel receives a quarterly retainer of \$6,750 plus fees for meetings attended or chaired, all of which is paid in his capacity as a member of the Board or committee of the Board.
- (10) Mr. Olley has served as a director since July 19, 2021. Mr. Olley receives a quarterly retainer of \$5,000 plus fees for meetings attended, all of which is paid in his capacity as a member of the Board or committee of the Board.
- (11) Mr. Bullman has served as a director since October 2022, and is paid in his capacity as Chief Compliance Officer of GB UK.
- (12) Mr. Sujir served as a director from October 3, 2019 until July 19, 2021. Mr. Sujir received a quarterly retainer of \$5,000 plus fees for meetings attended or chaired, all of which is paid in his capacity as a member of the Board or committee of the Board.

External Management Companies

Please refer to "Employment, Consulting and Management Agreements" below for disclosure relating to any external management company employing, or retaining individuals, acting as Named Executive Officers of the Company, or that provide the Company's executive management services and allocate compensation paid to any Name Executive Officer or director.

Stock Options and Other Compensation Securities

Particulars of the compensation securities granted or issued to each director and named executive officer by the Company during the year ended December 31, 2022, for services provided or to be provided, directly or indirectly, to the Company are set out below:

COMPENSATION SECURITIES							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities and percentage of class ⁽¹⁾	Date of issue or grant	Issue, conversion or exercise price ⁽⁵⁾ (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date ⁽⁵⁾
Amaan Jalwa, Former Chief Financial Officer	Stock Options	500,000 stock options ⁽²⁾ to acquire up to 500,000 Common Shares (represents 0.48% of outstanding Common Shares as at December 31, 2022)	May 3, 2022	\$0.34	\$0.34	\$0.07	May 3, 2027 ⁽³⁾
T. Rufus Round, Former Director and former Chief Executive Officer	Stock Options	500,000 stock options ⁽³⁾ to acquire up to 500,000 Common Shares (represents 0.48% of outstanding Common Shares as at December 31, 2022)	August 4, 2022	\$0.25	\$0.095	\$0.07	August 4, 2027
Trevor Gabriel, Director	Stock Options	100,000 stock options ⁽³⁾ to acquire up to 100,000 Common Shares (represents 0.10% of outstanding Common Shares as at December 31, 2022)	August 4, 2022	\$0.25	\$0.095	\$0.07	August 4, 2027

COMPENSATION SECURITIES							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities and percentage of class ⁽¹⁾	Date of issue or grant	Issue, conversion or exercise price ⁽⁵⁾ (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date ⁽⁵⁾
David Thomas, Director and Chief Executive Officer	Stock Options	100,000 stock options ⁽³⁾ to acquire up to 100,000 Common Shares represents 0.10% of outstanding Common Shares as at December 31, 2022)	August 4, 2022	\$0.25	\$0.095	\$0.07	August 4, 2027
Stuart Olley, Director	Stock Options	100,000 stock options ⁽³⁾ to acquire up to 100,000 Common Shares represents 0.10% of outstanding Common Shares as at December 31, 2022)	August 4, 2022	\$0.25	\$0.095	\$0.07	August 4, 2027
Patrick Bullman, Director	Stock Options	100,000 stock options ⁽²⁾ to acquire up to 100,000 Common Shares represents 0.10% of outstanding Common Shares as at December 31, 2022)	December 7, 2022	\$0.25	\$0.075	\$0.07	December 7, 2027

Notes:

- (1) As at December 31, 2022: (i) Mr. Jalwa held stock options to acquire up to 500,000 Common Shares, (ii) Mr. Round held stock options to acquire up to 1,285,525 Common Shares, (iii) Mr. Gabriel held stock options to acquire up to 500,000 Common Share, (iv) Mr. Thomas held stock options to acquire up to 400,000 Common Shares, (v) Mr. Olley held stock options to acquire up to 447,500 Common Shares, and (vi) Mr. Bullman held stock options to acquire up to 100,000 Common Shares.
- (2) Vested one-half on the first-year anniversary of the date of grant, with the remaining one-half to vest on the second-year anniversary of the date of grant.
- (3) These options expired on January 18, 2023 in accordance with the terms of the Option Plan after Mr. Jalwa ceased to be an officer of the Company.
- (4) Vested one-half on the three-month anniversary of the date of grant, with the remaining one-half to vest on the six month anniversary of the date of grant.
- (5) Unless otherwise indicated, no Compensation Security has been re-priced, cancelled, replaced, had its term extended, or otherwise been materially modified, in the most recently completed financial year.

Exercise of Compensation Securities

During the year ended December 31, 2022, no directors or NEOs of the Company exercised any Compensation Securities.

Stock Option Plans and Other Incentive Plans

The Company has in effect a "rolling" stock option plan (the "**Option Plan**") which sets the number of options available for grant by the Company at an amount equal to up to a maximum of 10% of the Company's issued and outstanding Common Shares from time to time, less any Common Shares reserved for issuance under other

share compensation arrangements. Under the policies of the TSXV a rolling stock option plan must be re-approved on a yearly basis by shareholders. The Option Plan was re-approved at the December 2, 2022 annual general and special meeting of the Company's shareholders.

The purpose of the Option Plan is to provide effective incentives to directors, officers, senior management personnel and employees of the Company and to enable the Company to attract and retain experienced and qualified individuals in those positions by permitting such individuals to directly participate in an increase in per share value created for the Company's shareholders. The Company has no equity compensation plans other than the Option Plan. Some of the key provisions of the Option Plan are as follows:

- the Option Plan reserves, for issue pursuant to stock options, a maximum number of Common Shares equal to 10% of the outstanding Common Shares of the Company from time to time;
- the number of Common Shares reserved for issue to any one person in any 12-month period under the Option Plan may not exceed 5% of the outstanding Common Shares at the time of grant without Disinterested Shareholder Approval (as defined in Policy 4.4 of the TSXV);
- the number of Common Shares reserved for issue to any persons performing investor relations activities on behalf of the Company in any 12-month period under the Option Plan may not exceed 2% of the outstanding Common Shares at the time of grant;
- stock options granted to consultants performing investor relations activities must vest (and not otherwise be exercisable) in stages over a minimum of 12 months with no more than $\frac{1}{4}$ of the options vesting in any 3 month period;
- the grant to Insiders within a 12-month period, of a number of options may not exceed 10% of the outstanding Common Shares at the time of exercise without disinterested shareholder approval;
- the issuance to any one optionee within a 12-month period, of a number of Common Shares exceeding 5% of the outstanding Common Shares at the time of granting the options without disinterested shareholder approval;
- the exercise price per common share for a stock option may not be less than the discounted market price (as calculated pursuant to the policies of the TSXV), subject to a minimum price of \$0.10;
- stock options may have a term not exceeding five years;
- if an optionee dies prior to the expiry of his option, his heirs, administrators or legal representatives may, by the earlier of (a) one year from the date of the optionee's death (or such lesser period as may be specified by the Board at the time of granting the option); and (b) the expiry date of the option, exercise any portion of such option;
- if an optionee ceases to be a director, officer, employee or consultant for any reason other than death, such optionee's option will terminate within a reasonable period;
- stock options are non-assignable and non-transferable; and
- the Option Plan contains provisions for adjustment in the number of Common Shares or other property issuable on exercise of stock options in the event of a share consolidation or subdivision of the Company's Common Shares, or if the Company is a party to a reorganization, merger, dissolution or its Common Shares are exchanged or reclassified in any way.

Employment, Consulting and Management Agreements

Management functions of the Company are not, to any substantial degree, performed other than by directors or Named Executive Officers.

During the most recently completed financial year, the significant terms of each NEO's employment agreement or arrangement were as follows:

- Mr. David Thomas is employed pursuant to an Executive Service Agreement dated July 19, 2021 between the Company, GlobalBlock Ltd. and Mr. Thomas (the "**Thomas Agreement**"). The Thomas Agreement contains terms and provisions relating to salary, expenses, indemnification and other terms customary of agreements of this nature. The Thomas Agreement may be terminated by either the Company or Mr. Thomas by giving not less than three (3) months' notice in writing to the other party, and in such scenario the Company may make a payment in lieu of notice.

The Company is entitled to terminate the Thomas Agreement at any time for cause (as set forth in the Thomas Agreement) with immediate effect, by notice in writing, and without payment in lieu of notice or compensation (other than in respect of any statutory minimum by which Mr. Thomas may be entitled).

The Thomas Agreement further provides that if Mr. Thomas's employment is terminated by reason of the liquidation of the Company for the purpose of reconstruction or amalgamation, or as part of any arrangement for the amalgamation of the undertaking of the Company not involving liquidation, and he is offered and refuses employment with any concern or undertaking resulting from such reconstruction or amalgamation (as the case may be), or a subsidiary undertaking of any such concern, undertaking or company, on terms and conditions no less favourable overall to Mr. Thomas than the terms and conditions of the Thomas Agreement, then Mr. Thomas will have no claim in respect of the termination of his employment with the Company.

- Mr. Samad Wali is engaged as CFO and Corporate Secretary pursuant to a Consulting Agreement dated October 14, 2022 between the Company and Mr. Wali (the "**Wali Agreement**").

The Wali Agreement contains terms and provisions relating to fees, expenses, indemnification and other terms customary of agreements of this nature. The Wali Agreement is in effect for a minimum term of six (6) months, following which the Wali Agreement will be in effect on a month-to-month basis. After the minimum term, the Wali Agreement may be terminated by either the Company or Mr. Wali by giving not less than thirty (30) days' notice in writing to the other party.

The Company is entitled to terminate the Wali Agreement at any time for cause (as set forth in the Wali Agreement) with immediate effect, by notice in writing, and without payment in lieu of notice or compensation.

Oversight and Description of Director and Named Executive Officer Compensation

Compensation of Directors

Non-executive directors receive a director's fee of \$5,000 per quarter plus meeting fees of \$750 per meeting. Committee chairs receive an additional \$1,750 per quarter. Directors are entitled to be reimbursed for reasonable expenditures incurred in performing their duties as directors, and the Company may, from time to time, grant incentive stock options to purchase Common Shares to the directors. Developing and monitoring the Company's approach to the compensation of non-executive directors is performed by the Board.

Compensation of NEOs

The Company does not have in place a Compensation Committee, therefore all tasks related to developing and monitoring the Company's approach to the compensation of Named Executive Officers of the Company is performed by the Board. The compensation of the Named Executive Officers and the Company's employees is reviewed and recommended by the Board, and ultimately approved by the Board without reference to any specific formula or criteria on an ongoing basis and is reviewed annually.

The key objectives of the Company's executive compensation program are: (i) recruiting and retaining executives critical to the success of the Company and the enhancement of shareholder value; (ii) providing fair and competitive compensation; (iii) balancing the interests of management and the Company's shareholders; and (iv) rewarding performance, both on an individual basis and with respect to operations in general. In order to achieve these objectives, the compensation paid to NEOs consists of base salary and/or long-term incentives in the form of stock options, as set out below.

The Company's executive compensation program is designed to retain, encourage, compensate and reward executives on the basis of individual and corporate performance, both in the short- and the long-term. Base salaries are based on a number of factors enabling the Company to compete for and retain executives critical to the Company's long-term success. Share ownership opportunities through stock options will be provided to align the interests of executive officers with the longer term interests of shareholders.

In determining specific compensation amounts for executive officers, the Board considers factors such as experience, individual performance, length of service, contribution towards the achievement of corporate objectives and positive exploration and development results, stock price and compensation compared to other employment opportunities for executive officers.

The Board of Directors has not conducted a formal evaluation of the implications of the risks associated with the Company's compensation policies. Risk management is a consideration of the Board of Directors when implementing its compensation policies and the Board of Directors do not believe that the Company's compensation policies result in unnecessary or inappropriate risk taking including risks that are likely to have a material adverse effect on the Company.

Pension disclosure

The Company does not have any defined benefit or defined contribution pension plans in place which provide for payments or benefits at, following, or in connection with retirement of its directors or Named Executive Officers.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out securities authorized for issuance under equity compensation plans of the Company as at December 31, 2022.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by securityholders ⁽¹⁾	4,980,525	\$0.65	5,514,349 ⁽²⁾
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
Total	4,980,525	\$0.65	5,514,349

Notes:

- (1) Represents the Company's Option Plan. The Option Plan reserves a "rolling" maximum of 10% of the issued and outstanding Common Shares (determined at the time of the stock option grant) for issuance upon the exercise of stock options granted pursuant to the Option Plan.
- (2) As at December 31, 2022, the Company had 104,948,741 Common Shares issued and outstanding, and therefore as at December 31, 2022 could grant up to a maximum of 10,494,874 stock options to acquire Common Shares.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No executive officers or directors, or former executive officers or directors, nor any associate of such individuals, is as at the date hereof, or has been since the beginning of the financial year ended December 31, 2022, indebted to the Company or any of its subsidiaries in connection with a purchase of securities or otherwise. In addition, no indebtedness of these individuals to another entity has been the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding of the Company or any of its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No informed person of the Company, any proposed director of the Company, or any associate or affiliate of any informed person or proposed director, has had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries.

An "informed person" means a director or executive officer of a reporting issuer; a director or executive officer of a person or company that is itself an informed person or subsidiary of a reporting issuer; any person or company who beneficially owns, or controls or directs, directly or indirectly, voting shares of a reporting issuer or a combination of both carrying more than 10% of the voting rights attached to all outstanding voting securities of the reporting issuer; and a reporting issuer that has purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

ADDITIONAL INFORMATION

Additional information relating to the Company can be found under the Company's issuer profile at www.sedar.com. Copies of the Company's audited consolidated financial statements and management's discussion and analysis for the year ended December 31, 2021 will be available upon request from Samad Wali, the Company's Chief Financial Officer, at info@globalblock.co.uk.

REQUEST FOR FINANCIAL STATEMENTS

National Instrument 51-102 - *Continuous Disclosure Obligations* sets out the procedures for a shareholder to receive financial statements. If you wish to receive financial statements, you may check the respective box(es) on the enclosed form of proxy or use the enclosed financial statements request form, as applicable, or provide instructions in any other written format. Registered shareholders must also provide written instructions in order to receive the financial statements.

OTHER MATTERS

As of the date of this Information Circular, the Board is not aware of any other matters which may come before the Meeting other than as set forth in the Notice of Meeting that accompanies this Information Circular. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed Proxy to vote the Common Shares represented thereby in accordance with their best judgment on such matter.

The contents of this Information Circular and its distribution to shareholders have been approved by the Board.

DATED at Calgary, Alberta this 13th day of April, 2023.

BY ORDER OF THE BOARD

"Stuart Olley"

Stuart Olley
Director

SCHEDULE "A"

GLOBALBLOCK DIGITAL ASSET TRADING LIMITED

AUDIT COMMITTEE CHARTER

Mandate

The primary function of the audit committee (the "**Committee**") is to assist the Company's board of directors (the "**Board of Directors**") in fulfilling its financial oversight responsibilities by reviewing: (1) the financial reports and other financial information provided by the Company to regulatory authorities and shareholders; (2) the Company's systems of internal controls regarding finance and accounting and the Company's auditing; and (3) accounting and financial reporting processes. Consistent with these functions, the Committee will encourage continuous improvement of, and should foster adherence to, the Company's policies, procedures and practices at all levels. The Committee's primary duties and responsibilities are to:

- (a) serve as an independent and objective party to monitor the Company's financial reporting and internal control system and review the Company's financial statements;
- (b) review and appraise the performance of the Company's external auditors; and
- (c) provide an open avenue of communication among the Company's auditors, financial and senior management and the Board of Directors.

Composition

The Committee will be comprised of a minimum of three directors as determined by the Board of Directors, the majority of whom are not officers, employees or control persons of the Company or any of its associates or affiliates in accordance with Policy 3.1 of the TSXV Corporate Finance Manual. If the Company ceases to be a "venture issuer" (as that term is defined in National Instrument 52-110), then all of the members of the Committee will be free from any relationship, direct or indirect, that, in the opinion of the Board of Directors, could interfere with the exercise of his or her independent judgment as a member of the Committee.

If the Company ceases to be a "venture issuer" (as that term is defined in National Instrument 52-110), then all members of the Committee will have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Company's Audit Committee Charter, the definition of "financially literate" is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

The members of the Committee will be appointed by the Board of Directors. The Board of Directors may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee. Without limiting the generality of the foregoing, the Board of Directors will appoint or re-appoint the members of the Committee at its first meeting following the annual shareholders' meeting. The members of the Committee must elect a chair from among their number.

Meetings

The Committee will meet at least four times per year, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee will meet at least annually with the Chief Financial Officer and the external auditors in separate sessions. The quorum for a meeting of the Committee is majority of the members of the Committee who are not officers or employees of the Company or of an affiliate of the Company.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee will:

Documents/Reports Review

- (a) review and update this Audit Committee Charter annually; and
- (b) review the Company's financial statements, management discussion and analysis and any annual and interim profit or loss press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.

External Auditors

- (a) oversee the work of the external auditors, including the resolution of disagreements between management and the external auditors regarding financial reporting;
- (b) review annually, the performance of the external auditors who will be ultimately accountable to the Board of Directors and the Committee as representatives of the shareholders of the Company;
- (c) obtain annually, a formal written statement of external auditors setting forth all relationships between the external auditors and the Company, consistent with The Guide to Canadian Independence Standard of the Chartered Professional Accountants (British Columbia);
- (d) review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors;
- (e) take, or recommend the Company's full Board of Directors take, appropriate action to oversee the independence of the external auditors;
- (f) recommend to the Board of Directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval;
- (g) recommend to the Board of Directors the compensation to be paid to the external auditors;
- (h) consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements;
- (i) review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company;
- (j) review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements; and
- (k) review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors. The pre-approval requirement is satisfied with respect to the provision of non-audit services if:
 - (l) the aggregate amount of all such non-audit services that were not pre-approved is reasonably expected to constitute no more than five percent of the total amount of fees paid by the Company and its subsidiary entities to its external auditors during the fiscal year in which the non-audit services are provided,
 - (m) the Company or the subsidiary entity of the Company, as the case may be, did not recognize the services as non-audit services at the time of the engagement, and

- (n) such services are promptly brought to the attention of the Committee by the Company and approved, prior to the completion of the audit, by the Committee or by one or more members of the Committee to whom authority to grant such approvals has been delegated by the Committee.

The Committee may delegate to one or more independent members the authority to pre-approve non-audit services provided that the pre-approval of the non-audit services is presented to the Committee at its first scheduled meeting following such pre-approval.

Financial Reporting Processes

- (a) in consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external;
- (b) consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting;
- (c) consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management;
- (d) review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to the appropriateness of such judgments;
- (e) following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information;
- (f) review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements;
- (g) review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented;
- (h) review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters;
- (i) review certification processes;
- (j) establish a procedure for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and
- (k) establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Other

- (a) review any related-party transactions;
- (b) ensure adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements and periodically assess the adequacy of these procedures;
- (c) communicate directly with the internal and external auditors;
- (d) engage independent counsel and other advisors as it determines necessary to carry out its duties; and
- (e) set and pay the compensation for any independent counsel and other advisors employed by the Committee.

SCHEDULE "B"

GLOBALBLOCK DIGITAL ASSET TRADING LIMITED

STOCK OPTION PLAN

1. PURPOSE

The purpose of the Stock Option Plan (the "**Plan**") of GlobalBlock Digital Asset Trading Limited, a body corporate incorporated under the *Business Corporations Act* (British Columbia) (the "**Company**"), is to advance the interests of the Company by encouraging the directors, officers, employees, consultants and management company employees of the Company to acquire shares in the Company, thereby increasing their proprietary interest in the Company, encouraging them to remain associated with the Company and furnishing them with additional incentive in their efforts on behalf of the Company in the conduct of their affairs.

2. ADMINISTRATION AND GRANTING OF OPTIONS

The Plan shall be administered by the Board of Directors of the Company or, if appointed, by a special committee of directors appointed from time to time by the Board of Directors of the Company, subject to approval by the Board of Directors of the Company (such committee or, if no such committee is appointed, the Board of Directors of the Company, is hereinafter referred to as the "Committee") pursuant to rules of procedure fixed by the Board of Directors.

The Committee may from time to time designate directors, officers, employees and consultants of the Company (the "Participants") to whom Options to purchase common shares of the Company may be granted and the number of common shares to be optioned to each, provided that the total number of common shares to be optioned shall not exceed the number provided in Clauses 3 and 4 hereof.

3. SHARES SUBJECT TO PLAN

Subject to adjustment as provided in Clause 13 hereof, the shares to be offered under the Plan shall consist of shares of the Company's authorized but unissued common shares. The aggregate number of shares to be delivered upon the exercise of all Options granted under the Plan shall not exceed the maximum number of shares permitted under the rules of any stock exchange on which the common shares are then listed or other regulatory body having jurisdiction, which maximum number of shares is presently determined from time to time as being equal to 10% of the issued shares of the Company at the time of any granting of Options (on a non-diluted basis). If any Option granted hereunder shall expire or terminate for any reason without having been exercised in full, the unexercised shares subject thereto shall again be available for the purpose of this Plan.

4. NUMBER OF OPTIONED SHARES

The number of shares subject to an Option to a Participant, other than a consultant and an employee conducting Investor Relations Activities shall be determined by the Committee, but no Participant, where the Company is listed on any stock exchange, shall be granted an Option which exceeds the maximum number of shares permitted under any stock exchange on which the common shares are then listed or other regulatory body having jurisdiction, which maximum number of shares is presently an amount equal to 5% of the then issued and outstanding shares of the Company (on a non-diluted basis) in any 12 month period.

The maximum number of shares subject to an Option to a Participant who is a consultant is presently limited to an amount equal to 2% of the then issued and outstanding shares of the Company (on a non-diluted basis) in any 12 month period.

The maximum number of shares subject to an Option to all Participants who are conducting Investor Relations Activities is presently limited to an aggregate amount equal to 2% of the then issued and outstanding shares of the Company (on a non-diluted basis) in any 12 month period.

5. VESTING

The Committee may, in its sole discretion, determine the time during which Options shall vest and the method of vesting or that no vesting restriction shall exist.

Options granted to Participants performing Investor Relations Activities shall vest in stages over 12 months with no more than one quarter of the options vesting in any 3 month period.

6. MAINTENANCE OF SUFFICIENT CAPITAL

The Company shall at times during the term of the Plan reserve and keep available such number of shares as will be sufficient to satisfy the requirements of the Plan.

7. PARTICIPATION

The Committee shall determine to whom Options shall be granted, the terms and provisions of the respective Option agreements, the time or times at which such Options shall be granted and the number of shares to be subject to each Option. For Options granted to employees, consultants or management company employees, the Company shall represent in the applicable Option agreement that the Participant is a bona fide employee, consultant or management company employee, as the case may be. An individual who has been granted an Option may, if he is otherwise eligible, and if permitted by any stock exchange on which the common shares are then listed or other regulatory body having jurisdiction, be granted an additional Option or Options if the Committee shall so determine.

8. EXERCISE PRICE

The exercise price of the shares covered by each Option shall be determined by the Committee. The exercise price shall not be less than the Discounted Market Price as such term is defined in the TSX Venture Exchange Corporate Finance Manual.

9. DURATION OF OPERATION

Each Option and all rights thereunder shall be expressed to expire on the date set out in the Option agreements and shall be subject to earlier termination as provided in Clauses 11 and 12.

10. OPTION PERIOD, CONSIDERATION AND PAYMENT

- (a) The Option Period shall be a period of time fixed by the Committee, not to exceed the maximum period permitted by any stock exchange on which the common shares are then listed or other regulatory body having jurisdiction, which maximum period is presently 5 years from the date the Option is granted, provided that the Option Period shall be reduced with respect to any Option as provided in Clauses 11 and 12 covering cessation as a director, officer, employee or consultant of the Company or death of the Participant.
- (b) If any options are unable to be exercised due to any Black-Out Period (period of time when securities may not be traded) occurring within the three business day period prior to the Option Period of such Options (the Restricted Options), the Option Period of all Restricted Options shall be extended for a period of seven business days following the end of the Black-Out Period (or such longer period as permitted by the TSX Venture Exchange (the "Exchange") and approved by the Board).
- (c) Except as set forth in Clauses 11 and 12, no Option may be exercised unless the Participant is, at the time of such exercise, a director, officer, employee or consultant of the Company.
- (d) The exercise of any Option will be contingent upon receipt by the Company at its head office of a written notice of exercise, specifying the number of shares with respect to which the Option is being exercised, accompanied by cash payment, certified cheque or bank draft for the full purchase price of such shares with respect to which the Option is exercised. No Participant or his legal

representatives, legatees or distributees will be, or will be deemed to be, a holder of any shares subject to an Option under this Plan unless and until the certificates for such shares are issued to such persons under the terms of the Plan.

11. CEASING TO BE A DIRECTOR, OFFICER, EMPLOYEE OR CONSULTANT

If a Participant shall cease to be a director, officer, employee or consultant, as the case may be, of the Company for any reason (other than death), he may, but only within 90 days next succeeding his ceasing to be a director, officer, employee or consultant, exercise his Option to the extent that he was entitled to exercise it at the date of such cessation provided that, in the case of a Participant who is engaged in Investor Relations Activity on behalf of the Company, this 90 day period referenced herein shall be shortened to 30 days.

Nothing contained in the Plan, nor in any Option granted pursuant to the Plan, shall as such confer upon any Participant any right with respect to continuance as a director, officer, employee or consultant of the Company or of any affiliate.

12. DEATH OF A PARTICIPANT

In the event of the death of a Participant, the Option previously granted to him shall be exercisable only within the 12 months next succeeding such death and then only by the person or persons to whom the Participant's rights under the Option shall pass by the Participant's will or the laws of descent and distribution; and if and to the extent that he was entitled to exercise the Option at the date of his death.

13. ADJUSTMENTS

Appropriate adjustments in the number of common shares optioned and in the Option price per share, as regards, Options granted or to be granted, may be made by the Committee in its discretion to give effect to adjustments in the number of common shares of the Company resulting subsequent to the approval of the Plan by the Committee from subdivisions, consolidations or reclassification of the common shares of the Company, the payment of stock dividends by the Company or other relevant changes in the capital of the Company.

14. ACCELERATED VESTING

In the event that certain events such as Change Of Control, a Take-over Bid, liquidation or dissolution of the Company or a re-organization, plan of arrangement, merger or consolidation of the

Company with one or more entities, as a result of which the Company is not the surviving entity, are proposed or contemplated, the Board shall, notwithstanding the terms of this Plan or Option agreements issued hereunder (a) exercise its discretion, by way of resolution, to accelerate the vesting of Options so that all outstanding but not previously exercised Options become immediately vested, and (b) in the event of an acceleration of vesting as referred to in (a), exercise its discretion, by way of resolution, to cause the Options to terminate after the end of the period of accelerated vesting on such terms as the Board sees fit at that time, even if such termination of the Options is prior to the normal Option Period of the Options. If the Board, in its sole discretion, acting reasonably, determines that the common shares subject to any Option granted hereunder shall vest on an accelerated basis, all Participants entitled to exercise an unexercised portion of Options then outstanding, shall have the right at such time, upon written notice being given by the Company, to choose, to (a) exercise such Options in accordance with the accelerated vesting within the time period specified by the Board, which shall not extend past the Option Period or (b) receive the cash value of the affected options as determined by using the Black-Scholes Pricing Model.

In addition to the above, an Option may provide for an Acceleration Right contained therein upon other events of Change of Control of the Company, on such terms as the Board determines in its sole discretion at the time of the grant of the Option.

Any acceleration or removal of a vesting provision that is required by the Exchange is subject to prior written approval of the Exchange.

15. TRANSFERABILITY

All benefits, rights and Options accruing to the Participant in accordance with the terms and conditions of the Plan shall not be transferable or assignable unless specifically provided herein. During the lifetime of a Participant any benefits, rights and Options may only be exercised by the Participant.

16. AMENDMENT OR DISCONTINUANCE OF PLAN

- (a) Subject to applicable law and to the prior approval, if required, of the Exchange or any other regulatory body having authority over the Company, the Board may suspend, terminate or discontinue the Plan (or any one or more provision of the Plan) at any time.
- (b) The Board may amend or revise the terms of the Plan or of any Option granted under the Plan and the Option agreement relating to the Option at any time without the consent of the Participants provided that the amendment will:
 - (i) not adversely alter or impair any Option previously granted except as permitted by the adjustment provisions of Clause 13;
 - (ii) be subject to any regulatory approvals including, where required, the approval of the Exchange; and
 - (iii) be subject to shareholder approval where required by law or the requirements of the Exchange, provided that shareholder approval shall not be required for the following amendments:
 - A. amendments of a typographical, grammatical, clerical or administrative nature or which are required to comply with regulatory requirements;
 - B. a change to the vesting provisions of the Plan or any Option;
 - C. a change to the termination provisions of any Option that does not entail an extension beyond the original expiration date (and the date may be extended by virtue of Clause 10 for a Blackout Period);
 - D. a change to the eligible participants of the Plan or the definitions contained within the Plan; and
 - E. a change to the Option Price as set out in Clause 13 of this Plan.
- (c) If the Plan is terminated, the provisions of the Plan and any administrative guidelines adopted by the Board and in force on the date of termination will continue in effect as long as any Option or any rights pursuant thereto remain outstanding and, notwithstanding the termination of the Plan, the Board will remain able to make such amendments to the Plan or the Options as they would have been entitled to make if the Plan were still in effect.

17. NECESSARY APPROVALS

The ability of the Options to be exercised and the obligation of the Company to issue and deliver shares in accordance with the Plan are subject to any approvals which may be required from the shareholders of the Company, any regulatory authority or stock exchange having jurisdiction over the securities of the Company. The Company will obtain disinterested shareholder approval for any reduction in the exercise price of the Option if the Participant is an Insider (as such term is defined in the TSX Venture Exchange Corporate Finance Manual) of the Company at the time of the proposed amendment. If any shares cannot be issued to the Participant for whatever reason, the obligation of the Company to issue such shares shall terminate and any Option exercise price paid to the Company will be returned to the Participant. The Company will obtain disinterested shareholder

approval if the grant of Options under the Plan, together with all of the Company's previously established and outstanding stock option plans or grants, could result at any time in the grant to Insiders of the Company, within a 12 month period, of a number of Options exceeding 10% of the issued common shares of the Company.

18. PRIOR PLANS

The Plan shall entirely replace and supersede any prior share option plans, if any, enacted by the Board of Directors of the Company or its predecessor Company.

19. EFFECTIVE DATE OF PLAN

The Plan has been adopted by the Board of Directors subject to the approval of any stock exchange on which the shares of the Company are to be listed or other regulatory body having jurisdiction and approval of the shareholders and, if so approved, the Plan shall become effective upon such approvals being obtained.

SCHEDULE "C"

BUSINESS CORPORATIONS ACT (BRITISH COLUMBIA)

[SBC 2002] CHAPTER 57

Division 2 — Dissent Proceedings

Definitions and application

237 (1) In this Division:

"**dissenter**" means a shareholder who, being entitled to do so, sends written notice of dissent when and as required by section 242;

"**notice shares**" means, in relation to a notice of dissent, the shares in respect of which dissent is being exercised under the notice of dissent;

"**payout value**" means,

- (a) in the case of a dissent in respect of a resolution, the fair value that the notice shares had immediately before the passing of the resolution,
- (b) in the case of a dissent in respect of an arrangement approved by a court order made under section 291 (2) (c) that permits dissent, the fair value that the notice shares had immediately before the passing of the resolution adopting the arrangement,
- (c) in the case of a dissent in respect of a matter approved or authorized by any other court order that permits dissent, the fair value that the notice shares had at the time specified by the court order, or
- (d) in the case of a dissent in respect of a community contribution company, the value of the notice shares set out in the regulations,

excluding any appreciation or depreciation in anticipation of the corporate action approved or authorized by the resolution or court order unless exclusion would be inequitable.

(2) This Division applies to any right of dissent exercisable by a shareholder except to the extent that

- (a) the court orders otherwise, or
- (b) in the case of a right of dissent authorized by a resolution referred to in section 238 (1) (g), the court orders otherwise or the resolution provides otherwise.

Right to dissent

238 (1) A shareholder of a company, whether or not the shareholder's shares carry the right to vote, is entitled to dissent as follows:

- (a) under section 260, in respect of a resolution to alter the articles
 - (i) to alter restrictions on the powers of the company or on the business the company is permitted to carry on,
 - (ii) without limiting subparagraph (i), in the case of a community contribution company, to alter any of the company's community purposes within the meaning of section 51.91, or

- (iii) without limiting subparagraph (i), in the case of a benefit company, to alter the company's benefit provision;
- (b) under section 272, in respect of a resolution to adopt an amalgamation agreement;
- (c) under section 287, in respect of a resolution to approve an amalgamation under Division 4 of Part 9;
- (d) in respect of a resolution to approve an arrangement, the terms of which arrangement permit dissent;
- (e) under section 301 (5), in respect of a resolution to authorize or ratify the sale, lease or other disposition of all or substantially all of the company's undertaking;
- (f) under section 309, in respect of a resolution to authorize the continuation of the company into a jurisdiction other than British Columbia;
- (g) in respect of any other resolution, if dissent is authorized by the resolution;
- (h) in respect of any court order that permits dissent.

(1.1) A shareholder of a company, whether or not the shareholder's shares carry the right to vote, is entitled to dissent under section 51.995 (5) in respect of a resolution to alter its notice of articles to include or to delete the benefit statement.

(2) A shareholder wishing to dissent must

- (a) prepare a separate notice of dissent under section 242 for
 - (i) the shareholder, if the shareholder is dissenting on the shareholder's own behalf, and
 - (ii) each other person who beneficially owns shares registered in the shareholder's name and on whose behalf the shareholder is dissenting,
- (b) identify in each notice of dissent, in accordance with section 242 (4), the person on whose behalf dissent is being exercised in that notice of dissent, and
- (c) dissent with respect to all of the shares, registered in the shareholder's name, of which the person identified under paragraph (b) of this subsection is the beneficial owner.

(3) Without limiting subsection (2), a person who wishes to have dissent exercised with respect to shares of which the person is the beneficial owner must

- (a) dissent with respect to all of the shares, if any, of which the person is both the registered owner and the beneficial owner, and
- (b) cause each shareholder who is a registered owner of any other shares of which the person is the beneficial owner to dissent with respect to all of those shares.

Waiver of right to dissent

239 (1) A shareholder may not waive generally a right to dissent but may, in writing, waive the right to dissent with respect to a particular corporate action.

(2) A shareholder wishing to waive a right of dissent with respect to a particular corporate action must

- (a) provide to the company a separate waiver for

- (i) the shareholder, if the shareholder is providing a waiver on the shareholder's own behalf, and
 - (ii) each other person who beneficially owns shares registered in the shareholder's name and on whose behalf the shareholder is providing a waiver, and
 - (b) identify in each waiver the person on whose behalf the waiver is made.
- (3) If a shareholder waives a right of dissent with respect to a particular corporate action and indicates in the waiver that the right to dissent is being waived on the shareholder's own behalf, the shareholder's right to dissent with respect to the particular corporate action terminates in respect of the shares of which the shareholder is both the registered owner and the beneficial owner, and this Division ceases to apply to
- (a) the shareholder in respect of the shares of which the shareholder is both the registered owner and the beneficial owner, and
 - (b) any other shareholders, who are registered owners of shares beneficially owned by the first mentioned shareholder, in respect of the shares that are beneficially owned by the first mentioned shareholder.
- (4) If a shareholder waives a right of dissent with respect to a particular corporate action and indicates in the waiver that the right to dissent is being waived on behalf of a specified person who beneficially owns shares registered in the name of the shareholder, the right of shareholders who are registered owners of shares beneficially owned by that specified person to dissent on behalf of that specified person with respect to the particular corporate action terminates and this Division ceases to apply to those shareholders in respect of the shares that are beneficially owned by that specified person.

Notice of resolution

- 240** (1) If a resolution in respect of which a shareholder is entitled to dissent is to be considered at a meeting of shareholders, the company must, at least the prescribed number of days before the date of the proposed meeting, send to each of its shareholders, whether or not their shares carry the right to vote,
- (a) a copy of the proposed resolution, and
 - (b) a notice of the meeting that specifies the date of the meeting, and contains a statement advising of the right to send a notice of dissent.
- (2) If a resolution in respect of which a shareholder is entitled to dissent is to be passed as a consent resolution of shareholders or as a resolution of directors and the earliest date on which that resolution can be passed is specified in the resolution or in the statement referred to in paragraph (b), the company may, at least 21 days before that specified date, send to each of its shareholders, whether or not their shares carry the right to vote,
- (a) a copy of the proposed resolution, and
 - (b) a statement advising of the right to send a notice of dissent.
- (3) If a resolution in respect of which a shareholder is entitled to dissent was or is to be passed as a resolution of shareholders without the company complying with subsection (1) or (2), or was or is to be passed as a directors' resolution without the company complying with subsection (2), the company must, before or within 14 days after the passing of the resolution, send to each of its shareholders who has not, on behalf of every person who beneficially owns shares registered in the name of the shareholder, consented to the resolution or voted in favour of the resolution, whether or not their shares carry the right to vote,

- (a) a copy of the resolution,
 - (b) a statement advising of the right to send a notice of dissent, and
 - (c) if the resolution has passed, notification of that fact and the date on which it was passed.
- (4) Nothing in subsection (1), (2) or (3) gives a shareholder a right to vote in a meeting at which, or on a resolution on which, the shareholder would not otherwise be entitled to vote.

Notice of court orders

241 If a court order provides for a right of dissent, the company must, not later than 14 days after the date on which the company receives a copy of the entered order, send to each shareholder who is entitled to exercise that right of dissent

- (a) a copy of the entered order, and
- (b) a statement advising of the right to send a notice of dissent.

Notice of dissent

242 (1) A shareholder intending to dissent in respect of a resolution referred to in section 238 (1) (a), (b), (c), (d), (e) or (f) or (1.1) must,

- (a) if the company has complied with section 240 (1) or (2), send written notice of dissent to the company at least 2 days before the date on which the resolution is to be passed or can be passed, as the case may be,
- (b) if the company has complied with section 240 (3), send written notice of dissent to the company not more than 14 days after receiving the records referred to in that section, or
- (c) if the company has not complied with section 240 (1), (2) or (3), send written notice of dissent to the company not more than 14 days after the later of
 - (i) the date on which the shareholder learns that the resolution was passed, and
 - (ii) the date on which the shareholder learns that the shareholder is entitled to dissent.

(2) A shareholder intending to dissent in respect of a resolution referred to in section 238 (1) (g) must send written notice of dissent to the company

- (a) on or before the date specified by the resolution or in the statement referred to in section 240 (2) (b) or (3) (b) as the last date by which notice of dissent must be sent, or
- (b) if the resolution or statement does not specify a date, in accordance with subsection (1) of this section.

(3) A shareholder intending to dissent under section 238 (1) (h) in respect of a court order that permits dissent must send written notice of dissent to the company

- (a) within the number of days, specified by the court order, after the shareholder receives the records referred to in section 241, or
- (b) if the court order does not specify the number of days referred to in paragraph (a) of this subsection, within 14 days after the shareholder receives the records referred to in section 241.

(4) A notice of dissent sent under this section must set out the number, and the class and series, if applicable, of the notice shares, and must set out whichever of the following is applicable:

- (a) if the notice shares constitute all of the shares of which the shareholder is both the registered owner and beneficial owner and the shareholder owns no other shares of the company as beneficial owner, a statement to that effect;
- (b) if the notice shares constitute all of the shares of which the shareholder is both the registered owner and beneficial owner but the shareholder owns other shares of the company as beneficial owner, a statement to that effect and
 - (i) the names of the registered owners of those other shares,
 - (ii) the number, and the class and series, if applicable, of those other shares that are held by each of those registered owners, and
 - (iii) a statement that notices of dissent are being, or have been, sent in respect of all of those other shares;
- (c) if dissent is being exercised by the shareholder on behalf of a beneficial owner who is not the dissenting shareholder, a statement to that effect and
 - (i) the name and address of the beneficial owner, and
 - (ii) a statement that the shareholder is dissenting in relation to all of the shares beneficially owned by the beneficial owner that are registered in the shareholder's name.

(5) The right of a shareholder to dissent on behalf of a beneficial owner of shares, including the shareholder, terminates and this Division ceases to apply to the shareholder in respect of that beneficial owner if subsections (1) to (4) of this section, as those subsections pertain to that beneficial owner, are not complied with.

Notice of intention to proceed

- 243** (1) A company that receives a notice of dissent under section 242 from a dissenter must,
- (a) if the company intends to act on the authority of the resolution or court order in respect of which the notice of dissent was sent, send a notice to the dissenter promptly after the later of
 - (i) the date on which the company forms the intention to proceed, and
 - (ii) the date on which the notice of dissent was received, or
 - (b) if the company has acted on the authority of that resolution or court order, promptly send a notice to the dissenter.
- (2) A notice sent under subsection (1) (a) or (b) of this section must
- (a) be dated not earlier than the date on which the notice is sent,
 - (b) state that the company intends to act, or has acted, as the case may be, on the authority of the resolution or court order, and
 - (c) advise the dissenter of the manner in which dissent is to be completed under section 244.

Completion of dissent

- 244** (1) A dissenter who receives a notice under section 243 must, if the dissenter wishes to proceed with the dissent, send to the company or its transfer agent for the notice shares, within one month after the date of the notice,
- (a) a written statement that the dissenter requires the company to purchase all of the notice shares,
 - (b) the certificates, if any, representing the notice shares, and
 - (c) if section 242 (4) (c) applies, a written statement that complies with subsection (2) of this section.
- (2) The written statement referred to in subsection (1) (c) must
- (a) be signed by the beneficial owner on whose behalf dissent is being exercised, and
 - (b) set out whether or not the beneficial owner is the beneficial owner of other shares of the company and, if so, set out
 - (i) the names of the registered owners of those other shares,
 - (ii) the number, and the class and series, if applicable, of those other shares that are held by each of those registered owners, and
 - (iii) that dissent is being exercised in respect of all of those other shares.
- (3) After the dissenter has complied with subsection (1),
- (a) the dissenter is deemed to have sold to the company the notice shares, and
 - (b) the company is deemed to have purchased those shares, and must comply with section 245, whether or not it is authorized to do so by, and despite any restriction in, its memorandum or articles.
- (4) Unless the court orders otherwise, if the dissenter fails to comply with subsection (1) of this section in relation to notice shares, the right of the dissenter to dissent with respect to those notice shares terminates and this Division, other than section 247, ceases to apply to the dissenter with respect to those notice shares.
- (5) Unless the court orders otherwise, if a person on whose behalf dissent is being exercised in relation to a particular corporate action fails to ensure that every shareholder who is a registered owner of any of the shares beneficially owned by that person complies with subsection (1) of this section, the right of shareholders who are registered owners of shares beneficially owned by that person to dissent on behalf of that person with respect to that corporate action terminates and this Division, other than section 247, ceases to apply to those shareholders in respect of the shares that are beneficially owned by that person.
- (6) A dissenter who has complied with subsection (1) of this section may not vote, or exercise or assert any rights of a shareholder, in respect of the notice shares, other than under this Division.

Payment for notice shares

- 245** (1) A company and a dissenter who has complied with section 244 (1) may agree on the amount of the payout value of the notice shares and, in that event, the company must
- (a) promptly pay that amount to the dissenter, or

- (b) if subsection (5) of this section applies, promptly send a notice to the dissenter that the company is unable lawfully to pay dissenters for their shares.
- (2) A dissenter who has not entered into an agreement with the company under subsection (1) or the company may apply to the court and the court may
 - (a) determine the payout value of the notice shares of those dissenters who have not entered into an agreement with the company under subsection (1), or order that the payout value of those notice shares be established by arbitration or by reference to the registrar, or a referee, of the court,
 - (b) join in the application each dissenter, other than a dissenter who has entered into an agreement with the company under subsection (1), who has complied with section 244 (1), and
 - (c) make consequential orders and give directions it considers appropriate.
- (3) Promptly after a determination of the payout value for notice shares has been made under subsection (2) (a) of this section, the company must
 - (a) pay to each dissenter who has complied with section 244 (1) in relation to those notice shares, other than a dissenter who has entered into an agreement with the company under subsection (1) of this section, the payout value applicable to that dissenter's notice shares, or
 - (b) if subsection (5) applies, promptly send a notice to the dissenter that the company is unable lawfully to pay dissenters for their shares.
- (4) If a dissenter receives a notice under subsection (1) (b) or (3) (b),
 - (a) the dissenter may, within 30 days after receipt, withdraw the dissenter's notice of dissent, in which case the company is deemed to consent to the withdrawal and this Division, other than section 247, ceases to apply to the dissenter with respect to the notice shares, or
 - (b) if the dissenter does not withdraw the notice of dissent in accordance with paragraph (a) of this subsection, the dissenter retains a status as a claimant against the company, to be paid as soon as the company is lawfully able to do so or, in a liquidation, to be ranked subordinate to the rights of creditors of the company but in priority to its shareholders.
- (5) A company must not make a payment to a dissenter under this section if there are reasonable grounds for believing that
 - (a) the company is insolvent, or
 - (b) the payment would render the company insolvent.

Loss of right to dissent

246 The right of a dissenter to dissent with respect to notice shares terminates and this Division, other than section 247, ceases to apply to the dissenter with respect to those notice shares, if, before payment is made to the dissenter of the full amount of money to which the dissenter is entitled under section 245 in relation to those notice shares, any of the following events occur:

- (a) the corporate action approved or authorized, or to be approved or authorized, by the resolution or court order in respect of which the notice of dissent was sent is abandoned;
- (b) the resolution in respect of which the notice of dissent was sent does not pass;

- (c) the resolution in respect of which the notice of dissent was sent is revoked before the corporate action approved or authorized by that resolution is taken;
- (d) the notice of dissent was sent in respect of a resolution adopting an amalgamation agreement and the amalgamation is abandoned or, by the terms of the agreement, will not proceed;
- (e) the arrangement in respect of which the notice of dissent was sent is abandoned or by its terms will not proceed;
- (f) a court permanently enjoins or sets aside the corporate action approved or authorized by the resolution or court order in respect of which the notice of dissent was sent;
- (g) with respect to the notice shares, the dissenter consents to, or votes in favour of, the resolution in respect of which the notice of dissent was sent;
- (h) the notice of dissent is withdrawn with the written consent of the company;
- (i) the court determines that the dissenter is not entitled to dissent under this Division or that the dissenter is not entitled to dissent with respect to the notice shares under this Division.

Shareholders entitled to return of shares and rights

247 If, under section 244 (4) or (5), 245 (4) (a) or 246, this Division, other than this section, ceases to apply to a dissenter with respect to notice shares,

- (a) the company must return to the dissenter each of the applicable share certificates, if any, sent under section 244 (1) (b) or, if those share certificates are unavailable, replacements for those share certificates,
- (b) the dissenter regains any ability lost under section 244 (6) to vote, or exercise or assert any rights of a shareholder, in respect of the notice shares, and
- (c) the dissenter must return any money that the company paid to the dissenter in respect of the notice shares under, or in purported compliance with, this Division.