



NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that, pursuant to an interim order of the Supreme Court of British Columbia dated May 9, 2025 (as the same may be amended, modified or varied, the “**Interim Order**”), an annual and special meeting (the “**Meeting**”) of holders (“**Shareholders**”) of the common shares (the “**Shares**”) in the capital of The INX Digital Company, Inc. (“**INXD**” or the “**Corporation**”) will be held on June 19, 2025 at 10:00 a.m. (Eastern Time) in a virtual-only format where Shareholders may attend and participate in the meeting via live webcast <https://web.lumiagm.com/235627052> (Password: inx2025), for the following purposes:

1. to consider and, if deemed advisable, to pass, with or without variation, a special resolution (the “**Arrangement Resolution**”) approving a statutory plan of arrangement (the “**Arrangement**”) involving the Corporation, Republic Strategic Acquisition Co LLC and OpenDeal Inc. (DBA Republic) pursuant to section 288 of the *Business Corporations Act* (British Columbia) (the “**BCBCA**”), the full text of which is outlined in Appendix A of the accompanying management information circular (the “**Circular**”);
2. to receive the audited financial statements of the Corporation for the fiscal year ended December 31, 2024 and the accompanying report of the auditors;
3. to elect the current directors, Mr. Shy Datika, Mr. David Weild, Mr. Thomas Lewis, Mr. Nicholas Thadaney, Ms. Hilary Kramer, Mr. Alan Silbert and Ms. Demetra Kalogerou as directors of the Corporation;
4. to appoint Ernst & Young Israel (Kost Forer Gabbay & Kasierer), Chartered Professional Accountants, as the auditors of the Corporation for the fiscal year ending December 31, 2024, and to authorize the directors of the Corporation to fix the remuneration to be paid to the auditors for the fiscal year ending December 31, 2025, in connection with their audit and audit-related services and any other ancillary services; and
5. to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The board of directors of the Corporation (the “**Board**”) has set the close of business on May 8, 2025 as the Record Date for the purpose of determining the Shareholders who are entitled to receive notice of, and to vote at, the Meeting or any adjournment or postponement thereof. Only persons shown on the register of Shareholders at the close of business on the Record Date, or their duly appointed proxyholders, will be entitled to attend the Meeting and vote on the Arrangement Resolution. No person who becomes a

Shareholder after that time will be entitled to vote at the Meeting or any postponement or adjournment thereof.

Specific details of the matters to be put before the Meeting, as identified above, are set forth in the Circular which accompanies and is deemed to form part of this Notice of Annual and Special Meeting of Shareholders.

The Corporation is holding the Meeting as a fully electronic meeting, which will be conducted via live webcast, where all Shareholders, regardless of geographic location and equity ownership, will have an equal opportunity to participate in the Meeting and engage with the Board and Management. Shareholders will not be able to attend the Meeting in person. Registered Shareholders and duly appointed proxyholders will be able to attend, participate and vote at the Meeting online. Non-Registered Shareholders (being Shareholders who hold their Shares through a broker, investment dealer, bank, trust company, custodian, nominee or other intermediary (an “**Intermediary**”)) who have not duly appointed themselves as proxyholder will not be able to participate or vote at the Meeting; they will only be able to attend the Meeting as guests. Guests will have the opportunity to listen to the Meeting but will not be able to vote or ask questions.

Your vote is important regardless of the number of Shares you hold. Whether or not you expect to attend the Meeting, you are urged to vote in advance electronically, in writing, by following the instructions set out on the enclosed form of proxy (the “Proxy”) or voting instruction form, as applicable. Detailed instructions on how to complete and return Proxies and voting instruction forms are provided starting on page 1 of the Circular. Proxies must be received by the Corporation’s transfer agent, Odyssey Trust Company, not later than 10:00 a.m. (Eastern Time) on June 17, 2025 or, in the case of any adjournment or postponement of the Meeting, not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) prior to the commencement of such reconvened Meeting. The Corporation reserves the right to accept late Proxies and to waive the proxy cut-off, with or without notice. Non-Registered Shareholders should carefully follow the instructions provided by their Intermediary to ensure that their Shares are voted at the Meeting in accordance with such Shareholders’ instructions.

The persons named in the enclosed Proxy are directors and officers of the Corporation. A Shareholder has the right to appoint a person or company (who need not be a Shareholder), other than the persons whose names appear in the Proxy, to attend and to act for and on behalf of such Shareholder at the Meeting and at any adjournment or postponement thereof. To exercise this right, the Shareholder must either insert the name of the desired person in the blank space provided in the Proxy or voting instruction form (as applicable) and strike out the other names or submit another proper Proxy and, in either case, follow the instructions for submitting such Proxy or voting instruction form (as applicable). This must be completed prior to registering such proxyholder, which is an additional step to be completed once a Shareholder has submitted their Proxy or voting instruction form. **If you wish that a person other than the management nominees identified on the Proxy or voting instruction form attend and participate at the Meeting as your proxy and vote your Shares, including if you are a Non-Registered Shareholder and you wish to appoint yourself as proxyholder to attend, participate and vote at the Meeting, you MUST register such proxyholder after having submitted your Proxy or voting instruction form identifying such proxyholder.** Failure to register a proxyholder will result in the proxyholder not receiving an invite code to participate in the Meeting. Without an invite code, proxyholders will not be able to attend, participate or vote at the Meeting. To register a proxyholder, Shareholders **MUST** email appointee@odysseytrust.com by **10:00 a.m.** (Eastern Time) on June 17, 2025 and provide Odyssey with their proxyholder’s contact information, so that Odyssey may provide the proxyholder with an invite code via email.

A Registered Shareholder who has given a Proxy may revoke such Proxy by: (a) completing and signing a Proxy bearing a later date and depositing it with Odyssey in accordance with the instructions set out in the

Proxy, or (b) depositing an instrument in writing executed by the Registered Shareholder or by such Registered Shareholder's personal representative authorized in writing (i) to Odyssey no later than 10:00 a.m. (Eastern Time) on June 17, 2025 or in the case of any adjournment or postponement of the Meeting, not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) prior to the commencement of such reconvened Meeting, (ii) with the scrutineers of the Meeting, addressed to the attention of the Chair of the Meeting, prior to the commencement of the Meeting on the day of the Meeting, or where the Meeting has been adjourned or postponed, prior to the commencement of the reconvened or postponed Meeting on the day of such reconvened or postponed Meeting, or (iii) in any other manner permitted by law. In addition, if you are a Registered Shareholder, once you join the Meeting online and you accept the terms and conditions, you may (but are not obliged to) revoke any and all previously submitted Proxies by voting by ballot on the matters put forth at the Meeting. If you attend the Meeting but do not vote by ballot, your previously submitted Proxy will remain valid.

Non-Registered Shareholders who wish to change their vote must, in sufficient time in advance of the Meeting, arrange for their Intermediaries to change their vote and, if necessary, revoke their Proxy in accordance with the revocation procedures.

Pursuant to the Interim Order, Registered Shareholders have the right to dissent with respect to the Arrangement Resolution and, if the Arrangement becomes effective, to be paid the fair value of their Shares in accordance with the provisions of Division 2 of Part 8 of the BCBCA, as modified by the Interim Order and the plan of arrangement pertaining to the Arrangement (the "**Plan of Arrangement**"). A Registered Shareholder wishing to exercise rights of dissent with respect to the Arrangement must send to the Corporation a written objection to the Arrangement Resolution, which written objection must be received by the Corporation at #2900 – 550 Burrard Street, Vancouver, BC V6C 0A3, Attention: Alan Silbert by no later than 4:00 p.m. (Pacific time) on the business day that is two business days before the Meeting, or two business days immediately preceding the reconvened Meeting if the Meeting is adjourned or postponed, and must otherwise strictly comply with the dissent procedures described in the Circular. Shareholders' rights to dissent are more particularly described in the Circular, and copies of the Plan of Arrangement, the Interim Order and the text of Division 2 of Part 8 of the BCBCA are set forth in Appendix B, Appendix C and Appendix D, respectively, of the Circular.

Failure to strictly comply with the requirements set forth in Division 2 of Part 8 of the BCBCA, as modified by the Interim Order and the Plan of Arrangement, may result in the loss of any right of dissent. Persons who are beneficial owners of Shares registered in the name of an Intermediary who wish to dissent should be aware that only the registered holder of such Shares is entitled to dissent. Accordingly, a Non-Registered Shareholder desiring to exercise the right of dissent must make arrangements for the Shares beneficially owned by such holder to be registered in such holder's name prior to the time the written objection to the Arrangement Agreement is required to be received by the Corporation or, alternatively, make arrangements for the registered holder of such Shares to dissent on behalf of such Non-Registered Shareholder. It is strongly recommended that any Shareholder wishing to dissent seek independent legal advice.

Dated this 9th day of May, 2025.

**BY ORDER OF THE BOARD OF DIRECTORS
OF THE INX DIGITAL COMPANY, INC.**

By: Signed "*David Weild*"
Name: David Weild
Title: Chairman of the Board of Directors

By: Signed "*Nick Thadaney*"
Name: Nick Thadaney
Title: Chair of the Special Committee of the
Board of Directors