

NEPTUNE DIGITAL ASSETS CORP.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

Take notice that the annual general meeting (the “**Meeting**”) of shareholders of Neptune Digital Assets Corp. (the “**Corporation**”) will be held at 1133 Melville Street, Suite 2700, Vancouver, British Columbia, V6E 4E5 and also via teleconference, on August 30, 2023 at 10:00 a.m. (Vancouver time) for the following purposes:

1. To receive the financial statements of the Corporation for its financial year ended August 31, 2022, and the report of the auditor thereon;
2. To fix the number of directors of the Corporation at five (5);
3. To elect directors of the Corporation for the ensuing year;
4. To appoint an auditor of the Corporation for the ensuing year and to authorize the directors to fix the auditor’s remuneration;
5. To consider, and if thought fit, to pass an ordinary resolution approving the Corporation’s share compensation plan; and
6. To transact such other business as may properly come before the Meeting or any adjournment thereof.

The Management Information Circular of the Corporation (the “**Circular**”) contains details of matters to be considered at the Meeting and accompanies and is deemed to form part of this Notice.

Shareholders will have the opportunity to participate at the Meeting via teleconference regardless of their geographic location by calling (toll-free) +1 604-901-0719 (Canada and USA). Callers should dial in fifteen to twenty minutes prior to the scheduled time of the Meeting and input conference code 826 947 088# to join the Meeting. Please refer to the sections titled “*Appointment of Proxyholders*”, “*Voting by Proxyholders*”, “*Registered Shareholders*”, “*Beneficial Shareholders*” and “*Revocation of Proxies*” in the Circular for details on how to vote at the Meeting. **Shareholders will not be able to vote through the teleconference call and we encourage shareholders to vote their Common Shares prior to the Meeting by any of the means described in the Circular.**

Only shareholders whose names have been entered in the register of shareholders at the close of business on July 24, 2023, the record date for the Meeting, will be entitled to receive notice of and to vote at the Meeting. A shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment or postponement thereof in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment or postponement thereof. To be effective, the enclosed form of proxy must be deposited with the Corporation’s registrar and transfer agent, TSX Trust., by mail or delivery to 301 - 100 Adelaide Street West, Toronto, Ontario, M5H 4H1, Attn: Proxy Department, no later than 10:00 a.m. (Vancouver time) on August 28, 2023, being at least 48 hours (excluding Saturdays, Sundays and statutory holidays in the Province of Ontario) before any adjournment or postponement of the Meeting.

If you are a non-registered shareholder (for example, if you hold shares of the Corporation in an account with a broker or other intermediary), you should follow the voting procedures described in the form of proxy or voting instruction form provided by your intermediary or call your intermediary for information as to how you can vote your shares. Note that the deadlines set by your intermediary for submitting your form of proxy or voting instruction form may be earlier than the dates described above. Late instruments of proxy may be accepted or rejected by the Chair of the Meeting in his or her discretion and the Chair is under no obligation to accept or reject any particular late instrument of proxy. The enclosed form of proxy appoints nominees of management as proxyholder and you may amend the proxy, if you wish, by inserting in the space provided the name of the person you wish to represent you as proxyholder at the Meeting.

Dated at Vancouver, British Columbia, July 28, 2023.

BY ORDER OF THE BOARD

“Cale Moodie”

Cale Moodie
President, Chief Executive Officer, Chairman and Director