

Cathedra Bitcoin Inc.
320 – 638 Broughton Street
Vancouver, BC V6G 3K3

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (“**Common Shares**”) of Cathedra Bitcoin Inc. (the “**Corporation**”) will be held at 320-638 Broughton Street, Vancouver, British Columbia, V6G 3K3 and via live webcast, on August 31, 2023, at 1:00 PM (Toronto time) for the following purposes, all as more particularly described in the enclosed management information circular (the “**Circular**”):

- (a) to receive the Corporation’s financial statements for the year ended December 31, 2022, and the report of the auditors thereon;
- (b) to elect the directors of the Corporation for the ensuing year;
- (c) to appoint the auditors and to authorize the directors to fix their remuneration;
- (d) to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution approving the Corporation’s rolling equity-based incentive plan for the ensuing year; and
- (e) to transact such further and other business as may be properly brought before the Meeting or any adjournment or postponement thereof.

The board of directors (the “**Board**”) has fixed July 14th, 2023, as the record date (the “**Record Date**”) for determining the Shareholders who are entitled to receive notice of and vote at the Meeting. Only Shareholders whose names have been entered in the registers of the Corporation as at the close of business on the Record Date will be entitled to receive notice of and vote at the Meeting.

Voting

All Shareholders may attend the Meeting in person or be represented by proxy. Shareholders who do not plan on attending the Meeting in person are requested to complete, date and sign the enclosed form of proxy and return it in the envelope provided. To be effective, the enclosed form of proxy or voting instruction form must be deposited with Computershare Investor Services Inc., 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, (by mail or hand delivery); voted by telephone at 1-866-732-VOTE (8683); or voted online at www.investorvote.com. In order to be valid and acted upon at the Meeting, the duly-completed form of proxy must be received prior to 10:00 a.m. (Vancouver time) on August 29th, 2022 (the “**Proxy Deadline**”), or be deposited with the Secretary of the Corporation before the commencement of the Meeting or of any adjournment thereof. Notwithstanding the foregoing, the Chair of the Meeting has the discretion to accept proxies received after such deadline.

A “beneficial” or “non-registered” Shareholder will not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his/her/its broker; however, a beneficial Shareholder may attend the Meeting as proxyholder for the registered Shareholder and vote the Common Shares in that capacity. Only Shareholders as of the Record Date are entitled to receive notice of and vote at the Meeting.

If you are a non-registered holder of Common Shares and have received these materials through your broker, custodian, nominee or other intermediary, please complete and return the form of proxy or voting instruction form provided to you by your broker, custodian, nominee or other intermediary in accordance with the instructions provided therein.

The Corporation has chosen to hold a live webcast of the Meeting. Shareholders wishing to attend the Meeting via webcast are encouraged to do so by logging into the link below at the indicated time.

Topic: Cathedra Bitcoin Inc. Annual General Meeting

Time: Aug 31, 2023 01:00 PM Eastern Time (US and Canada)

Webcast Link: <https://us06web.zoom.us/j/86869623668?pwd=SINObWRnNF13ZzV5b1RSU3lRRFZXUT09>

Meeting ID: 868 6962 3668

Passcode: 675190

Shareholders are reminded to review the Circular before voting.

DATED this 14th of July, 2023.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) "Thomas Armstrong"

Thomas Armstrong
Chairman of the Board of Directors