



Cathedra

CATHEDRA BITCOIN INC.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TO BE HELD ON DECEMBER 12, 2025

TO THE SHAREHOLDERS OF CATHEDRA BITCOIN INC.

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of subordinate voting shares (the “**Subordinate Voting Shares**”) and multiple voting shares (the “**Multiple Voting Shares**”, and together with the Subordinate Voting Shares, the “**Shares**”) of Cathedra Bitcoin Inc. (the “**Corporation**”) will be held at 422 Richards Street, Unit 170 Vancouver, BC V6B 2Z4 and via live webcast, on December 12, 2025, at 9:00 A.M. (Vancouver 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, 2024, and the report of the auditors thereon (the “**Financial Statements**”);
- (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 ratifying and approving the Corporation’s 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.

Shareholders should refer to the Circular for more detailed information with respect to the matters to be considered at the Meeting. The Circular and other Meeting materials also contain important information with respect to voting your Shares and attending and participating at the Meeting.

The board of directors of the Corporation (the “**Board**”) has fixed October 27, 2025 as the record date (the “**Record Date**”) for determining the Shareholders who are entitled to receive notice of and vote at the Meeting. Shareholders of record at the close of business on the Record Date are entitled to receive notice of the Meeting and to vote at the Meeting or at any adjournment(s) or postponement(s) thereof on the basis of one vote for each Subordinate Voting Share held and 152 votes for each Multiple Voting Share held, except to the extent that: (i) a registered Shareholder has transferred the ownership of any Shares subsequent to the Record Date, and (ii) the transferee of those Shares produces properly endorsed share certificates, or otherwise establishes that he, she or it owns the Shares and demands, not later than 10 days before the Meeting, that his, her or its name be included on the list of persons entitled to vote at the Meeting, in which case, the transferee shall be entitled to vote such Shares at the Meeting. The transfer books will not be closed.

Meeting Materials - Notice-and-Access

The Corporation has elected to use the notice-and-access process (“**Notice-and-Access**”) that came into effect on February 11, 2013, under National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) and National Instrument 51-102 – *Continuous Disclosure Obligations*, for distribution of this Circular and other meeting materials to Shareholders.

Notice-and-Access allows issuers to post electronic versions of meeting materials, including circulars, annual financial statements and management discussion and analysis, online, via SEDAR+ and one other website, rather than mailing paper copies of such meeting materials to Shareholders. The Corporation anticipates that utilizing the Notice-and-Access process will substantially reduce both postage and printing costs.

Meeting materials, including this Circular and the Financial Statements, and the Corporation's management discussion and analysis for the year ended December 31, 2024 (the "MD&A") are available on the Corporation's website at <http://www.cathedra.com/investors/annual-meeting> and on the Corporation's SEDAR+ profile at www.sedarplus.ca.

Although the Circular and related materials (collectively, the "Meeting Materials") will be posted electronically online, as noted above, the registered Shareholders and non-registered Shareholders (subject to the provisions set out in the Circular under the heading "Voting by Beneficial Holders of Shares of the Corporation") will receive a "notice package" (the "Notice-and-Access Notification"), by prepaid mail, which includes the information prescribed by NI 54-101, and a proxy form or voting instruction form from their respective intermediaries. Shareholders should follow the instructions for completion and delivery contained in the proxy or voting instruction form. Shareholders are reminded to review the Circular before voting. Management of the Corporation does not intend to pay for intermediaries to forward the Notice-and-Access Notification to OBOs (as defined in the Circular) under NI 54-101.

For more information regarding Notice-and-Access or to obtain a paper copy of the Meeting Materials, you may contact the Corporation's transfer agent, Computershare Investor Services Inc., by phone at 1-866-962-0498 (toll-free within North America) or 514-982-8716 (direct from outside North America).

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., 320 Bay Street, 14th Floor, Toronto, ON M5H 4A6 (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 9:00 A.M. (Vancouver time) on December 10, 2025 (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 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 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 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

Date and Time: December 12, 2025 9:00 A.M. (Vancouver Time)

Webcast Link: https://teams.microsoft.com/l/meetup-join/19%3ameeting_MjZkZWRhN2EtMzI3NC00NGVklTkWYzktNTJlNGM3NGVlYjhhk%40thread.v2/0?context=%7b%22Tid%22%3a%22fe8bf615-40fb-47bf-bc73-1d60e86cb458%22%2c%22Oid%22%3a%22cfc29b4a-ad99-4cbc-b42c-cd2de64f7cf1%22%7d

Meeting ID: 295 652 957 433 4

Passcode: ZY7yW39U

Shareholders are reminded to review the Circular before voting.

DATED this 30th day of October, 2025.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) "Joel Block"

Joel Block
Chairman of the Board of Directors