

## THE INX DIGITAL COMPANY, INC.

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Telephone: (604) 631-3131

### INFORMATION CIRCULAR MAY 31, 2023

#### INTRODUCTION

This information circular (the "**Information Circular**") accompanies the notice of annual general meeting of shareholders (the "**Notice**") of The INX Digital Company, Inc. (the "**Company**") and is furnished to shareholders (each, a "**Shareholder**") holding common shares (each, a "**Share**") in the capital of the Company in connection with the solicitation by the management of the Company of proxies to be voted at the annual general meeting (the "**Meeting**") of the Shareholders to be held at 10:00 a.m. (EST) on Friday, June 30, 2023. The Company is holding the Meeting as a completely virtual meeting, which will be conducted live via webcast at [web.lumiagm.com/294547581](http://web.lumiagm.com/294547581).

#### Date and Currency

The date of this Information Circular is May 31, 2023. Unless otherwise stated, (i) all amounts herein are in US dollars, the lawful currency of the United States, and (ii) all the information herein is as of May 18, 2023.

#### PROXIES AND VOTING RIGHTS

##### Management Solicitation

The solicitation of proxies by management of the Company will be conducted by mail and may be supplemented by telephone or other personal contact to be made without special compensation by the directors, officers and employees of the Company. The Company does not reimburse Shareholders, nominees or agents for costs incurred in obtaining from their principals authorization to execute forms of proxy, except that the Company has requested brokers and nominees who hold stock in their respective names to furnish this proxy material to their customers, and the Company will reimburse such brokers and nominees for their related out of pocket expenses. No solicitation will be made by specially engaged employees or soliciting agents. The cost of solicitation will be borne by the Company.

No person has been authorized to give any information or to make any representation other than as contained in this Information Circular in connection with the solicitation of proxies. If given or made, such information or representation must not be relied upon as having been authorized by the Company. The delivery of this Information Circular shall not create, under any circumstances, any implication that there has been no change in the information set forth herein since the date of this Information Circular. This Information Circular does not constitute the solicitation of a proxy by anyone in any jurisdiction in which such solicitation is not authorized, or in which the person making such solicitation is not qualified to do so, or to anyone to whom it is unlawful to make such an offer of solicitation.

##### Appointment of Proxy

Registered Shareholders are entitled to vote at the Meeting. Shareholders are entitled to one vote for each Share held on the record date of May 30, 2023, on the resolutions to be voted upon at the Meeting, and any other matter to come before the Meeting.

The persons named as proxyholders in the enclosed form of proxy (the "**Designated Persons**") are directors and/or officers of the Company.

**A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON OR COMPANY (WHO NEED NOT BE A SHAREHOLDER) OTHER THAN THE DESIGNATED PERSONS NAMED IN THE ENCLOSED FORM OF PROXY TO ATTEND AND ACT FOR OR ON BEHALF OF THAT SHAREHOLDER AT THE MEETING.**

**A SHAREHOLDER MAY EXERCISE THIS RIGHT BY INSERTING THE NAME OF SUCH OTHER PERSON IN THE BLANK SPACE PROVIDED ON THE FORM OF PROXY. SUCH SHAREHOLDER SHOULD NOTIFY THE NOMINEE OF THE APPOINTMENT, OBTAIN THE NOMINEE'S CONSENT TO ACT AS PROXY AND SHOULD PROVIDE INSTRUCTION TO THE NOMINEE ON HOW THE SHAREHOLDER'S SHARES SHOULD BE VOTED. THE NOMINEE SHOULD BRING PERSONAL IDENTIFICATION TO THE MEETING.**

The Shareholder may vote by mail, by telephone or via the Internet by following instructions provided in the form of proxy at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) prior to the scheduled time of the Meeting, or any adjournment or postponement thereof. The Chairman of the Meeting, in his sole discretion, may accept completed forms of proxy on the day of the Meeting or any adjournment or postponement thereof.

A proxy may not be valid unless it is dated and signed by the Shareholder who is giving it or by that Shareholder's attorney-in-fact duly authorized by that Shareholder in writing or, in the case of a corporation, dated and executed by a duly authorized officer or attorney-in-fact for the corporation. If a form of proxy is executed by an attorney-in-fact for an individual Shareholder or joint Shareholders, or by an officer or attorney-in-fact for a corporate Shareholder, the instrument so empowering the officer or attorney-in-fact, as the case may be, or a notarially certified copy thereof, must accompany the form of proxy.

### **Revocation of Proxies**

A Shareholder who has given a proxy may revoke it at anytime before it is exercised by an instrument in writing: (a) executed by that Shareholder or by that Shareholder's attorney-in-fact, authorized in writing, or, where the Shareholder is a corporation, by a duly authorized officer of, or attorney-in-fact for, the corporation; and (b) delivered either: (i) to the Company at the address set forth above, at any time up to and including the last business day preceding the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (ii) to the Chairman of the Meeting prior to the vote on matters covered by the proxy on the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (iii) in any other manner provided by law.

Also, a proxy will automatically be revoked by either: (i) attendance at the Meeting and participation in a poll (ballot) by a Shareholder, or (ii) submission of a subsequent proxy in accordance with the foregoing procedures. A revocation of a proxy does not affect any matter on which a vote has been taken prior to any such revocation.

### **Voting of Shares and Proxies and Exercise of Discretion by Designated Persons**

A Shareholder may indicate the manner in which the Designated Persons are to vote with respect to a matter to be voted upon at the Meeting by marking the appropriate space. **The Shares represented by a proxy will be voted or withheld from voting in accordance with the instructions of the Shareholder on any ballot that may be called for and if the Shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly.**

**IF NO CHOICE IS SPECIFIED IN THE PROXY WITH RESPECT TO A MATTER TO BE ACTED UPON, THE PROXY CONFERS DISCRETIONARY AUTHORITY WITH RESPECT TO THAT MATTER UPON THE DESIGNATED PERSONS NAMED IN THE FORM OF PROXY. IT IS INTENDED THAT THE DESIGNATED PERSONS WILL VOTE THE SHARES REPRESENTED BY THE PROXY IN FAVOUR OF EACH MATTER IDENTIFIED IN THE PROXY.**

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to other matters which may properly come before the Meeting, including any amendments or variations to any matters identified in the Notice, and with respect to other matters which may properly come before the Meeting. At the date of this Information Circular, management of the Company is not aware of any such amendments, variations, or other matters to come before the Meeting.

In the case of abstentions from, or withholding of, the voting of the Shares on any matter, the Shares that are the subject of the abstention or withholding will be counted for determination of a quorum but will not be counted as affirmative or negative on the matter to be voted upon.

### **ADVICE TO BENEFICIAL SHAREHOLDERS**

**The information set out in this section is of significant importance to those Shareholders who do not hold Shares in their own name. Shareholders who do not hold their Shares in their own name (referred to in this Information Circular as "Beneficial Shareholders") should note that only proxies deposited by Shareholders whose names appear on the records of the Company as the registered holders of Shares can be recognized and acted upon at the Meeting.** If Shares are listed in an account statement provided by a broker, then in almost all cases those Shares will not be registered in the Beneficial Shareholder's name on the records of the Company. Such Shares will more likely be registered under the names of the Beneficial Shareholder's broker or an agent of that broker. In the United States, the vast majority of such Shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms). **Beneficial Shareholders should ensure that instructions respecting the voting of their Shares are communicated to the appropriate person well in advance of the Meeting.**

The Company does not have access to the names of all Beneficial Shareholders. Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial 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 Beneficial Shareholders in order to ensure that their Shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by his, her or its broker (or the agent of the broker) is similar to the form of proxy provided to registered Shareholders by the Company. However, its purpose is limited to instructing the registered Shareholder (the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in the United States and in Canada. Broadridge typically prepares a special voting instruction form, mails this form to the Beneficial Shareholders and asks for appropriate instructions regarding the voting of Shares to be voted at the Meeting. If Beneficial Shareholders receive the voting instruction forms from Broadridge, they are requested to complete and return the voting instruction forms to Broadridge by mail or facsimile. Alternatively, Beneficial Shareholders can call a toll-free number and access Broadridge's dedicated voting website (each as noted on the voting instruction form) to deliver their voting instructions and to vote the Shares held by them. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Shares to be represented at the Meeting. **A Beneficial Shareholder receiving a Broadridge voting instruction form cannot use that form as a proxy to vote Shares directly at the Meeting - the voting instruction form must be returned to Broadridge well in advance of the Meeting in order to have the applicable Shares voted at the Meeting.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Shares registered in the name of his, her or its broker (or agent of the broker), a Beneficial Shareholder may attend at the Meeting as proxyholder for the registered Shareholder and vote the Shares in that capacity. Beneficial Shareholders who wish to attend at the Meeting and indirectly vote their Shares as proxyholder for the registered Shareholder should enter their own names in the blank space on the instrument 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 Beneficial Shareholder may request in writing that his, her or its broker send to the Beneficial Shareholder a legal proxy which would enable the Beneficial Shareholder to attend at the Meeting and vote his, her or its Shares.

Beneficial Shareholders consist of non-objecting beneficial owners and objecting beneficial owners. A non-objecting beneficial owner is a beneficial owner of securities that has provided instructions to an intermediary holding the securities in an account on behalf of the beneficial owner that the beneficial owner does not object, for that account, to the intermediary disclosing ownership information about the beneficial owner under National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**") of the Canadian Securities Administrators. An objecting beneficial owner means a beneficial owner of securities that has provided instructions to an intermediary holding the securities in an account on behalf of the beneficial owner that the beneficial owner objects, for that account, to the intermediary disclosing ownership information about the beneficial owner under NI 54-101.

The Company is sending proxy-related materials directly to non-objecting beneficial owners of the Shares. The Company will not pay for the delivery of proxy-related materials to objecting beneficial owners of the Shares under NI 54-101 and Form 54-101F7 - *Request for Voting Instructions Made by Intermediary*. The objecting beneficial owners of the Shares will not receive the materials unless their intermediary assumes the costs of delivery.

All references to Shareholders in this Information Circular are to registered Shareholders, unless specifically stated otherwise.

## **ACCESSING AND VOTING AT THE VIRTUAL MEETING**

### **Voting at the Meeting**

Registered Shareholders may vote at the Meeting by completing a ballot online during the Meeting, as further described below. See "How do I attend and participate at the Meeting?".

Beneficial Shareholders who have not duly appointed themselves as proxyholder will not be able to attend, participate or vote at the Meeting. This is because the Company and its transfer agent do not have a record of the beneficial Shareholders of the Company, and, as a result, will have no knowledge of your shareholdings or entitlement to vote, unless you appoint yourself as proxyholder. If you are a beneficial Shareholder and wish to vote at the Meeting, you have to appoint yourself as proxyholder, by inserting your own name in the space provided on the voting instruction form sent to you and must follow all of the applicable instructions provided by

your intermediary. See "Appointment of a Third Party as Proxy" and "How do I attend and participate at the Meeting?".

### **Appointment of a Third Party as Proxy**

The following applies to Shareholders who wish to appoint a person (a "**third party proxyholder**") other than the management nominees set forth in the form of proxy or voting instruction form as proxyholder, including beneficial Shareholders who wish to appoint themselves as proxyholder to attend, participate or vote at the Meeting.

Shareholders who wish to appoint a third party proxyholder to attend, participate or vote at the Meeting as their proxy and vote their Shares **MUST** submit their proxy or voting instruction form (as applicable) appointing such third party proxyholder **AND** register the third party proxyholder, as described below. Registering your proxyholder is an additional step to be completed **AFTER** you have submitted your proxy or voting instruction form. Failure to register the proxyholder will result in the proxyholder not receiving a Username to attend, participate or vote at the Meeting.

- **Step 1: Submit your proxy or voting instruction form:** To appoint a third party proxyholder, insert such person's name in the blank space provided in the form of proxy or voting instruction form (if permitted) and follow the instructions for submitting such form of proxy or voting instruction form. This must be completed prior to registering such proxyholder, which is an additional step to be completed once you have submitted your form of proxy or voting instruction form. If you are a beneficial Shareholder located in the United States, you must also provide Odyssey with a duly completed legal proxy if you wish to attend, participate or vote at the Meeting or, if permitted, appoint a third party as your proxyholder. See below under this section for additional details.
- **Step 2: Register your proxyholder:** To register a proxyholder, Shareholders **MUST** send an email to [appointee@odysseytrust.com](mailto:appointee@odysseytrust.com) by 10:00 a.m. (EST) on June 28, 2023 and provide Odyssey with the required proxyholder contact information, amount of Shares appointed, name in which the Shares are registered if they are a registered Shareholder, or name of broker where the Shares are held if a beneficial Shareholder, so that Odyssey may provide the proxyholder with a Username via email. Without a Username, proxyholders will not be able to attend, participate or vote at the Meeting.

If you are a beneficial Shareholder and wish to attend, participate or vote at the Meeting, you have to insert your own name in the space provided on the voting instruction form sent to you by your intermediary, follow all of the applicable instructions provided by your intermediary **AND** register yourself as your proxyholder, as described above. By doing so, you are instructing your intermediary to appoint you as proxyholder. It is important that you comply with the signature and return instructions provided by your intermediary. Please also see further instructions below under the heading "How do I attend and participate at the Meeting?".

### **Legal Proxy – US Beneficial Shareholders**

If you are a beneficial Shareholder located in the United States and wish to attend, participate or vote at the Meeting or, if permitted, appoint a third party as your proxyholder, in addition to the steps described above and below under "How do I attend and participate at the Meeting?", you must obtain a valid legal proxy from your intermediary. Follow the instructions from your intermediary included with the legal proxy form and the voting information form sent to you, or contact your intermediary to request a legal proxy form or a legal proxy if you have not received one. After obtaining a valid legal proxy from your intermediary, you must then submit such legal proxy to Odyssey. Requests for registration from beneficial Shareholders located in the United States that wish to attend, participate or vote at the Meeting or, if permitted, appoint a third party as their proxyholder must be sent by e-mail to [appointee@odysseytrust.com](mailto:appointee@odysseytrust.com) and received by 10:00 a.m. (EST) on June 30, 2023.

### **How do I attend and participate at the Meeting?**

The Company is holding the Meeting as a completely virtual meeting, which will be conducted via live webcast. Shareholders will not be able to attend the Meeting in person. In order to attend, participate or vote at the Meeting (including for voting and asking questions at the Meeting), shareholders must have a valid Username.

Registered Shareholders and duly appointed proxyholders will be able to attend, participate and vote at the Meeting online at [web.lumiagm.com/294547581](http://web.lumiagm.com/294547581). Such persons may then enter the Meeting by clicking "I have a login" and entering a Username and Password before the start of the Meeting:

- **Registered shareholders:** The control number located on the form of proxy is the Username. The Password to the Meeting is "inx2023" (case sensitive). If as a registered Shareholder you are using your control number to login to the Meeting and you have previously voted, you do not need to vote again when the polls open. By voting at the meeting, you will revoke your previous voting instructions received prior to voting cutoff.

- **Duly appointed proxyholders:** Odyssey will provide the proxyholder with a Username by e-mail after the voting deadline has passed. The Password to the Meeting is "inx2023" (case sensitive). Only registered Shareholders and duly appointed proxyholders will be entitled to attend, participate and vote at the Meeting. Beneficial Shareholders who have not duly appointed themselves as proxyholder will not be able to attend, participate or vote at the Meeting. Shareholders who wish to appoint a third party proxyholder to represent them at the Meeting (including beneficial Shareholders who wish to appoint themselves as proxyholder to attend, participate or vote at the Meeting) MUST submit their duly completed proxy or voting instruction form AND register the proxyholder. See "Appointment of a Third Party as Proxy".

## VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Company is authorized to issue an unlimited number of Shares without par value. As of the date hereof, a total of 206,876,257 Shares were issued and outstanding. Each Share carries the right to one vote at the Meeting.

Only registered Shareholders as of the close of business on May 30, 2023 (the "**Record Date**") are entitled to receive notice of, and to attend and vote at, the Meeting or any adjournment or postponement of the Meeting.

To the knowledge of the directors and executive officers of the Company, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, Shares carrying more than 10% of the voting rights attached to the outstanding Shares, other than as set forth below:

Name of Shareholder	Number of Common Shares Owned	Percentage of Outstanding Common Shares <sup>(1)</sup>
Shy Datika	40,522,013 <sup>(2)</sup> (including shares held by Triple-V (1999) Ltd., a company wholly owned by Shy Datika)	19.58%
MMCAP International SPC	19,644,900 Shares  3,550,000 Share purchase warrants, each exercisable into one Share at an exercise price of \$1.88 per Share until January 19, 2024	10.08%

(1) Based on 206,876,257 Shares issued and outstanding as of the date hereof.

(2) Including, options, warrants, debentures or other convertible securities currently exercisable or convertible (or exercisable within 60 days).

## FINANCIAL STATEMENTS

The audited financial statements of the Company for the year ended December 31, 2022, together with the auditor's report thereon, will be presented to the Shareholders at the Meeting. The Company's financial statements and management discussion and analysis are available on SEDAR at [www.sedar.com](http://www.sedar.com).

## ELECTION OF DIRECTORS

Shareholders will be asked to reelect seven (7) directors: Mr. Shy Datika, Mr. David Weild, Mr. Thomas Lewis, Mr. Nicholas Thadaney, Ms. Hilary Kramer, Mr. Alan Silbert and Ms. Demetra Kalogerou, all of whom are presently members of the board (the "**Board**") of directors of the Company (the "**Proposed Directors**"). The directors of the Company are elected at each annual general meeting and hold office until the next annual general meeting, or until their successors are duly elected or appointed in accordance with the Company's articles or until such director's earlier death, resignation or removal.

**Management of the Company recommends that Shareholders vote FOR the election of each of the Proposed Directors.**

**In the absence of instructions to withhold a vote in respect of a nominee, Shares represented by proxies received by management will be voted FOR the Proposed Directors.**

### Majority Voting Policy

In accordance with the Company's Majority Voting Policy, which can be found on the Company's website at [www.inx.co](http://www.inx.co), and a copy of which is attached hereto as Schedule "A", any individual director nominee that, in respect of the votes submitted at a meeting to elect directors, has more than 50% of the votes withheld from rather than voted for his or her election would, subject to the very limited discretion of the Board, not be accepted

as a director. If more than 50% of the votes are withheld from rather than voted for a director's election (any such director being a “**Resigning Director**”), in the case of an incumbent director, such director shall immediately tender his or her resignation to the Board, which resignation shall be accepted and effective, absent exceptional circumstances, within 90 days of the shareholders meeting.

In such an event, the directors who did receive the vote or at least the majority of the votes cast shall decide whether to recommend to the Board that the Board accept the resignation of the director. In recommending to the Board whether to accept the resignation of the director or not, such elected directors will consider any factors or other information they consider appropriate and relevant including, but not limited to: the underlying reasons why Shareholders withheld their votes from such Resigning Director (if ascertainable), any alternatives for curing the underlying cause of the withheld votes, the Resigning Director's tenure, the Resigning Director's qualifications, the Resigning Director's past and expected future contributions to the Corporation and Board, the overall composition of the Board, including relative mix of skills and experience, whether by accepting such resignation the Corporation would no longer be in compliance with any applicable law, rule, or regulation, or securities exchange listing or other governance requirements, and whether or not accepting the resignation is in the best interest of the Corporation.

## Director Nominees

Information concerning the Proposed Directors, as furnished by the individual nominees, is as follows:

<b>Name, Province, Country of Residence and Position(s) with the Company</b>	<b>Principal Occupation, Business or Employment for Last Five Years</b>	<b>Periods during which Nominee has Served as a Director <sup>(7)</sup></b>	<b>Number of Shares Owned <sup>(1)</sup></b>
<i>Mr. Shy Datika, Israel Director</i>	President, CEO, and founder of the Company.  Angel investor and board member in several startup tech companies. Formerly, founder and Chief Executive Officer of ILS Brokers and formerly Chief Executive Officer of Anyoption IL from 2015 to 2017. Member of Altshuler Shaham's (Israel's biggest provident and pension fund, \$70B AUM) board as Independent Director and member of the Audit and Investment Committees.	January 10, 2022 to present	40,522,013 <sup>(3)</sup>
<i>Mr. David Weild <sup>(6)</sup>, TN, USA Director</i>	Independent Director of INX Limited since April 15, 2018. Chairman of the Board of INX Limited since July 13, 2021. Independent Director and Chairman of the Board of the Company since January 10, 2022.  Founder, chairman and CEO of Weild & Co, Inc.	January 10, 2022 to present	132,629
<i>Mr. Thomas Lewis<sup>(2)</sup> <sup>(5)</sup> <sup>(6)</sup>, UT, USA Director</i>	Independent director of INX Limited since October 5, 2018. Independent Director of the Company since January 10, 2022.  Founder of Noble 4 Advisors, LLC, founded in September 2012.	January 10, 2022, to present	132,629
<i>Mr. Nicholas Thadane<sup>(2)</sup> <sup>(5)</sup> <sup>(6)</sup>, Ontario, Canada Director</i>	Independent director of INX Limited since July 11, 2018. Independent Director of the Company since January 10, 2022.  Formerly, President and CEO, Global Equity Capital Markets of TMX Group until February 2018.	January 10, 2022 to present	187,599
<i>Ms. Hilary Kramer<sup>(2)</sup> <sup>(5)</sup>, NY, USA Director</i>	Independent director of the Company and INX Limited since January 10, 2022.  Chief Investment Officer at Kramer Research Capital.	January 10, 2022 to present	Nil
<i>Mr. Alan Silbert, MD, USA Director</i>	CEO, North America of the Company since April 1, 2021. Non-independent director of INX Limited since March 6, 2018. Non-independent director of the Company since June 22, 2022. Mr. Silbert has been engaged with the company since March 1, 2018.  Formerly, Senior Vice President at Capital One Commercial Bank, from December 2015 to March 2018 and prior to that, founder and CEO of BitPremier	June 22, 2022 to present.	5,213,663 <sup>(4)</sup>

	from February 2013 to October 2017, Senior Vice President and Vice President at GE Capital from February 2008 to November 2015, and various roles at Merrill Lynch Capital from January 2004 to February 2008.		
Ms. <i>Demetra Kalogerou, Cyprus Director</i>	<p>Independent director of the Company since June 22, 2022. Independent director of INX Limited since February 8, 2022.</p> <p>Mrs. Demetra Kalogerou (BSc, MSc, MPhil) from September 2011 to September 2021 was the Chairwoman of the Cyprus Securities and Exchange Commission (CYSEC), the independent public supervisory Authority responsible for the supervision of the Capital Markets, the investment services market, all the transactions in transferable securities and other financial instruments carried in and out of the Republic of Cyprus and the collective investment and asset management sector. It also supervises firms offering administrative services as well as cryptocurrency exchanges only in terms of AML issues and financial terrorism. From 2011 to 2021, she participated in the board of supervisors of the European Securities and Markets Authority (ESMA). Also, from November 2012 until February 2021, she was a member of the Cyprus Public Audit Oversight Board, which has been established for the oversight of auditors and audit firms. Furthermore, from November 2019 until June 2021 Mrs. Kalogerou chaired the ad-hoc tripartite committee and she was also a member of the four-party committee concerning the investigation of the naturalization of all persons done through the CIP. From May 2022, Mrs. Demetra Kalogerou serves as a non-executive independent board member of the Swissquote group holding Ltd which is registered in the Swiss gland and is a public company listed on the Six Swiss Exchange (symbol:sqn) since 2000. She is also an independent member of the Risk &amp; Audit committee and member of the Nomination &amp; Remuneration committee. From March 2023, she participated as a non-executive independent Board member of the ECOMMBX Ltd., an Electronic Money Institution (EMI) private company which is based in Cyprus and is regulated by the Central Bank of Cyprus.</p>	June 22, 2022 to present.	18,323

- (1) Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, as at the Record Date, based upon information furnished to the Company by the individual directors. Options, warrants, debentures or other convertible securities currently exercisable or convertible, or exercisable or convertible within 60 days, are counted as outstanding for computing the percentage of the person holding such options, warrants or other convertible securities, but are not counted as outstanding for computing the percentage of any other person.
- (2) Member of the Audit Committee.
- (3) Comprised of: (a) 40,492,013 Shares, and (b) 30,000 warrants, each of which is exercisable into one Share, at a price of CAD\$1.88 per Share, all of which may be exercised or converted within the next 60 days.
- (4) Comprised of: (a) 3,012,849 options, each of which is exercisable into one Share, at a price of US\$0.03737 per Share, all of which may be exercised or converted within the next 60 days, (b) 2,073,410 options, each of which is exercisable into one Share, at a price of US\$1.06092 per Share, all of which may be exercised or converted within the next 60 days, and (c) 509,617 options, each of which is exercisable into one Share, at a price of CAD\$0.64 per Share, 127,404 of which may be exercised or converted within the next 60 days.
- (5) Member of the Governance and Nominating Committee.
- (6) Member of the Compensation Committee.
- (7) On January 10, 2022, the Company (then Valdy Investments Ltd.) completed a share exchange transaction with INX Limited pursuant to which INX Limited became a wholly-owned subsidiary of the Company and the Company continued as "The INX Digital Company, Inc."

### *Orders*

Except as disclosed below under “Penalties and Sanctions”, or otherwise in this Information Circular, no proposed director of the Company is, or within the ten (10) years before the date of this Information Circular has been, a director, chief executive officer or chief financial officer of any company that:

- was subject to a cease trade order, 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 the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
- was subject to a cease trade order, 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 after the proposed director 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 director, chief executive officer or chief financial officer.

### *Bankruptcies*

To the best of management's knowledge, no proposed director of the Company is, or within ten (10) years before the date of this Information Circular, has been, a director or an executive officer of any company that, while the person was acting in that capacity, or within a year of that person ceasing to act in the 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 or made a proposal under any legislation relating to bankruptcies or insolvency.

To the best of management's knowledge, no proposed director of the Company has, within the ten (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.

### *Penalties and Sanctions*

Except as disclosed below, to the best of management's knowledge, no proposed director of the Company has been subject to: (a) 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; or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

On September 17, 2015, The Financial and Consumer Affairs Authority of Saskatchewan (“FCAA”) issued a temporary cease trade order against Anyoption and Ouroboros Derivatives Trading Ltd. At the time the cease trade order was issued, Mr. Shy Datika, the Chief Executive Officer of the Company and one of its directors, was, and continued to be until the resolution of the matter, the Chief Executive Officer Anyoption IL and the executive director of Ouroboros Derivatives Trading Ltd. The cease trade order was issued as a result of Anyoption and Ouroboros Derivatives engaging in the business of trading in securities in Saskatchewan (through soliciting, advising and trading on behalf of locally resident individuals) without the required registration.

On June 21, 2016, Anyoption & Ouroboros Derivatives Trading Ltd. were provided with a notice of first appearance and statement of allegations. On July 6, 2016, Anyoption & Ouroboros Derivatives Trading Ltd. were provided with an order setting the hearing dates. On August 25, 2017, Anyoption and Ouroboros entered into a settlement agreement (the “**Settlement Agreement**”) with the FCAA pursuant to which, among other things, Anyoption and Ouroboros agreed to not trade in, advise on in any securities or derivatives in Saskatchewan without first becoming registered under the Securities Act (Saskatchewan) and to pay an administrative penalty of \$20,000.

On October 17, 2017, the FCAA approved the Settlement Agreement and issued a final order giving effect to the Settlement Agreement.

## **STATEMENT OF EXECUTIVE COMPENSATION**

### **General**

The Company's Statement of Executive Compensation, in accordance with the requirements of Form 51-102F6 – *Statement of Executive Compensation* (Form “**51-102F6**”), is set forth below, which contains information about the compensation paid to, or earned by, Company's NEOs (as defined below) for the year ended December 31, 2022.

In the financial year ended December 31, 2022, Company's NEOs were:



1. Shy Datika, CEO and Director from January 10, 2022 to present;
2. James Decker, CEO and Director from January 1, 2022 to January 10, 2022
3. Renata Szkoda CFO, from May 2, 2022 to present;
4. Gadi Levin, CFO from January 10, 2022 to May 2, 2022;
5. Johnny Ciampi, CFO from January 1, 2022 to January 10, 2022; and
6. Itai Avneri, Deputy CEO & COO from January 10, 2022 to present;
7. Alan Silbert, CEO North America from January 10, 2022 to present;
8. Douglas Borthwick, Chief Business Officer, January 1, 2021 to December 31, 2022.

For the purpose of this Statement of Executive Compensation:

**"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 (if any) for services provided or to be provided, directly or indirectly to the Company or any of its subsidiaries (if any);

**"NEO" or "named executive officer"** means:

- (a) each individual who served as chief executive officer ("**CEO**") of the Company, or who performed functions similar to a CEO, during any part of the most recently completed financial year,
- (b) each individual who served as chief financial officer ("**CFO**") of the Company, or who performed functions similar to a CFO, during any part of the most recently completed financial year,
- (c) each of the three most highly compensated executive officer of the Company or any of its subsidiaries (if any) other than 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, as determined in accordance with subsection 1.3(5) of Form 51-102F6V, for that financial year, and
- (d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company or its subsidiaries (if any), nor 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.

#### Company Performance Reference Information

##### 2022 Full-Year Financial Results

**Net Comprehensive Loss<sup>(1)</sup>:** 64% decrease to 19.4M in 2022

**Revenue:** 77% increase to \$4.5M

**Loss from Operations:** 69% decrease to \$16.3M

**Earnings per Share:** 175% increase to \$1.02 per share

#### Notes:

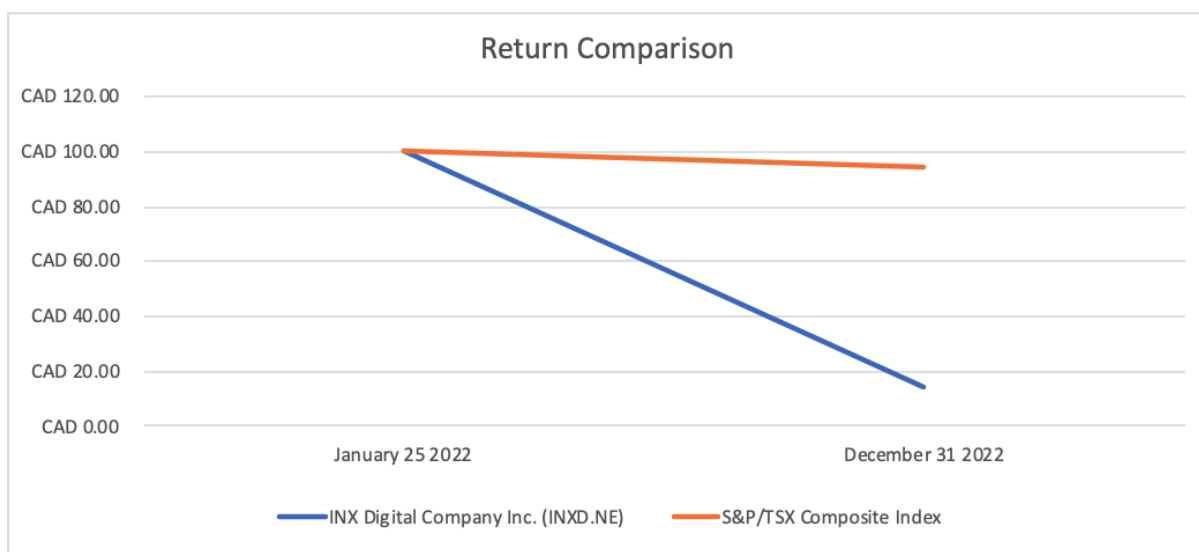
All financial figures are presented in USD as of December 31, 2022.

(1) Excluding the change in unrealized gain(loss) on INX Token issued.

The following table and graph compare the annual total Shareholder return on \$100 invested in common shares of the Company, with \$100 invested in the S&P TSX Composite Index from January 25, 2022 (the date of the initial listing on NEO Exchange) to December 31, 2022 (the Company's most recent financial year end). The Company's Shareholder return on \$100 invested between January 25, 2022 and December 31, 2022 is approximately (86%).

	January 25, 2022	December 31, 2022
INX Digital Company Inc.	CAD 100	CAD 14.50

(INXD.NE)		
S&P/TSX Composite Index	CAD 100	CAD 94.14



The trend in overall compensation paid to the NEOs since the initial listing of the Company's shares on the NEO Exchange is not tracked against the performance of the market price of the Company's common shares, nor the S&P TSX Composite Index during the period because the Company has not included market price targets for its common shares as a component of the Company's executive compensation program and strategy.

## Compensation Discussion and Analysis

### Compensation Committee

The Board has established a Compensation Committee (the "**Committee**") which, as at the date of this Information Circular, is composed of three directors. The Chair of the Committee is appointed by the Board. The Committee meets as often as it deems necessary or desirable.

The members of the Committee are Mr. Thomas Lewis (the Chair), Mr. Nicholas Thadaney and Mr. David Weild, each of whom are considered independent directors. The members of the Committee have direct experience and skills relevant to their responsibilities in executive compensation, including with respect to enabling the committee in making informed decisions on the suitability of the Company's compensation policies and practices. Each of the members of the Committee has experience on the board of directors, as described under "*Election of Directors*" in this Information Circular.

The primary goal of the Committee as it relates to compensation matters is to ensure that the compensation provided to the Named Executive Officers and the Company's other executive officers is determined with regard to the Company's business strategies and objectives, such that the financial interest of the executive officers is aligned with the financial interest of Shareholders, and to ensure that their compensation is fair and reasonable and sufficient to attract and retain qualified and experienced executives.

The Committee is responsible for determining and making recommendations with respect to all forms of compensation to be granted to the Chief Executive Officer, and reviewing the Chief Executive Officer's recommendations respecting compensation of the other senior executive offices of the Company.

In particular, the Committee is responsible for, among other things:

- annually reviewing and recommending to the Board, for the CEO and other executive officers of the Company

- the annual base compensation as employee or other structure of engagement, (ii) the annual incentive bonus, including the specific goals and amount, (iii) equity and/or token compensation, (iv) employment agreements, severance arrangements, and change in control agreements/provisions, and (v) any other benefits, compensation, compensation policies or arrangements;
- annually reviewing and making recommendations to the Board regarding the compensation policy for officers of the Company;
- acting as Plan Administrator (as defined in the Omnibus Plan) of the Company's Omnibus Equity Incentive Compensation Plan (to the extent allowed by applicable law) and any subsequent employee benefit plans adopted and approved by the Company's Board and shareholders;
- reviewing and making recommendations to the Board regarding other plans that are proposed for adoption or adopted by the Company for the provision of compensation to employees of, directors of and consultants to the Company;
- recommending a compensation philosophy, strategy and plan to the Board;
- approving (subject to additional required Board approvals if any and applicable law) the employment terms and compensation of executive officers;
- determining whether to approve transactions with officers that include employment or retention terms that require approval of the Company's directors;
- overseeing compliance with the compensation reporting requirements of Canadian securities laws;
- authorizing the repurchase of shares, options or tokens from terminated employees or former directors or consultants;
- reviewing any issues concerning the legal compliance and maintenance of the Company's employee benefit plans; and
- reviewing and reassessing the adequacy of the Committee Charter annually and recommending any proposed changes to the Board for approval.

The Committee has the authority to retain external legal counsel, consultants or other advisors to assist it in fulfilling its responsibilities, including a compensation consultant, at the expense of the Company. Neither the Board nor the Compensation Committee retained a compensation consultant or advisor to assist the Board or the committee in determining the compensation for any of the Company's executive officers or directors.

## **Compensation Practices, Oversight and Description of Director and NEO Compensation**

### ***Objectives of Compensation Program and Strategy***

The Compensation Committee's objective is to ensure the Company provides a competitive compensation package that reflects both base expectations to attract and retain appropriately experienced and qualified individuals, as well as to provide a link between discretionary short and long-term incentives with short and long term corporate goals, and to reward the successful achievement of such goals. The Company is still in its early years and more like a "start-up", nonetheless the Company is a complex, regulated institution which requires hiring experienced senior talent from highly competitive financial services and technology industries.

The Company uses its Omnibus Equity Incentive Compensation Plan in order to continue to attract new talent and incentivize employees to remain with the Company. Equity or INX Token-based compensation is necessary to attract the best talent from tech companies and financial services firms. Compensation at both these sources of talent trends high. Equity and profit share via the INX Token are also necessary to retain and incentivize existing employees in the volatile digital asset market. The industry is one that requires patience and a long-term view. Managing turnover helps the Company achieve its goals more quickly and efficiently.

### ***Elements of Compensation***

The Company's compensation philosophy is that an individual's compensation should be based on the Company's performance, the business segment performance and the individual's performance. The total compensation will consist of a base salary and a bonus comprised of a combination of cash, equity or INX Token incentives. The total compensation package is designed to reward performance based on the achievement of these performance goals and objectives and to be competitive with comparable companies in the market in which we compete for talent. While we emphasize performance-based compensation, we do not maintain specific policies or programs that prescribe a specified mix among base salary, short-term cash bonuses and longer-term cash, equity or INX Token incentives that we target.

The Company has adopted an Omnibus Equity Incentive Compensation Plan (the "**Omnibus Plan**") pursuant to which incentive awards are granted to eligible individuals. The Omnibus Plan provides for the grant of options to purchase common shares and restricted shares of INX to such employees, directors and consultants engaged by INX or any of its affiliates. The current version of the Omnibus Plan was last approved by shareholders of the Company on June 22, 2022. For a description of the Omnibus Plan, please see "*Stock Option Plans and Other Incentive Plans*". Subject to certain capitalization adjustments, the aggregate number of common shares that may be issued pursuant to share awards under the Omnibus Plan may not exceed 37,408,948 common shares.

The Company operates with the goal that every employee should participate in the long-term success of the Company, and as such have implemented compensation components which include:

- Base salary or consulting fees;
- Short-term incentive; and
- Long-term incentive.

#### Base Salary or Consulting Fees

Base salaries or consulting fees for NEOs are established based on the scope of their responsibilities, competencies and their prior relevant experience, taking into account compensation paid in the market for similar positions. The base salaries of the NEOs are reviewed annually by the INX Board to ensure that they take into account the following factors: market and economic conditions, levels of responsibility and accountability of each NEO, skill and competencies of each individual, retention considerations and level of demonstrated performance. Base salaries and consulting fees are reviewed by the INX Board on the basis of its opinion as to a fair and responsible compensation package, taking into account the contribution of the NEO to Company's long term growth.

#### Short Term Incentive

As a short-term incentive component of executive compensation, NEOs are eligible to receive a discretionary cash bonus. On an annual basis, the INX Board and each INX NEO reviews performance objectives for the coming year and establish reasonable performance objectives and targets and bonus levels. Subject to meeting such performance objective and targets as determined by the INX Board in its sole discretion, the INX NEO shall be entitled to a bonus of the determined percentage of such NEO's base salary. Among the current INX NEOs, each of Mr. Shy Datika, Mrs. Renata Szkoda, Mr. Alan Silbert and Mr. Itai Avneri are eligible for a bonus pursuant to the terms of their respective employment, consulting, or services agreements with the Company or with the INX Subsidiaries.

#### Long Term Incentive

The Company provides long term incentive compensation to the NEOs through the INX Limited Plan and by grant of options to purchase INX Tokens. The Company currently has no long-term incentive plans in place other than the Omnibus Plan and the INX Limited Plan. Under the Omnibus Plan, the Company's Board may by resolution grant INX Options to directors, officers, employees, consultants and contractors of the Company and its Subsidiaries, provided that the maximum aggregate number of INX Shares that may be reserved for issuance under Omnibus Plan. The purpose of Omnibus Plan and the INX Limited Plan is to provide INX with a share-related mechanism to attract, retain and motivate qualified directors, officers, employees, consultants and contractors, to incentivize such individuals to contribute toward the long-term goals of the Company and to encourage such individuals to acquire INX Shares as long term investments.

We expect to reserve equity and INX Token based awards to be issued to high performing employees, with the goals of (i) rewarding strong in-year performance and (ii) aligning our future leaders more closely to our Shareholders and INX Token holders. These special grants are in recognition of the significant work that employees have done over the last year to contribute to our overall success.

The options and INX Token warrant grants will generally be correlated on the basis of individual performance and our performance. There are no specific performance goals included in our compensation program.

We do not have formal policies for the timing of equity and warrant grants under any plan or program, stock ownership requirements or clawback policies.

## **NEO Compensation**

With respect to the process undertaken by the Committee in its review and preparing a recommendation in respect of the CEO's compensation, the terms of Shy Datika's compensation as CEO have been determined through negotiation between Mr. Datika and the Committee, as set forth in his employment agreement with the Company. The Committee and Mr. Datika have established goals with respect to the Company and each of its business lines, and the Committee has monitored Mr. Datika's performance against these goals. Mr. Datika also serves as the director on the Company's board.

In determining compensation for the other NEOs, the Committee reviewed and considered the individual performance of each NEO and the Company's performance—both as a whole and specific business lines for certain individuals—as well as considering recommendations from Mr. Datika with respect to each NEO. More specifically, the Committee considered the following when determining compensation for each NEO.

Mrs. Szkoda was appointed as our new Chief Financial Officer, effective May 2, 2022. The factors that were considered in determining Mrs. Szkoda's 2022 compensation levels included, (1) her over 25 years of senior-level finance experience, (2) the alternative career choices available for someone with her significant experience and background, (3) leading and enhancing the finance function to support the growth of the business, and (4) the anticipated work to be performed in her role as CFO and in connection with the necessary financial filing obligations, as well as the preparation for, and consummation of various strategic partnership agreements and transactions.

Effective August 31, 2022, Mr. Levin stepped down as our Chief Financial Officer. Prior to this time, Mr. Levin's 2022 compensation was \$5,000 per month and \$1,500 per month during June to August 2022. The factors that were considered in determining Mr. Levin's compensation levels included his work as Chief Financial Officer, including efforts with respect to financial reporting, controls and procedures, valuation and assistance with auditors, regulators and other third parties.

Mr. Avneri was appointed as our Chief Operating Officer, effective January 4, 2021, and as of March 1, 2022 also took on the position of the Deputy CEO. The factors that were considered in determining her 2022 compensation levels for Mr. Avneri included, (1) recognition that Mr. Avneri is a seasoned executive with significant experience in building global technology solutions, (2) the alternative career choices available for someone with his significant experience and background, and (3) the anticipated work to be performed in his role as COO and Deputy CEO and in connection with the the management of the technology solutions, growth of the Company's revenue and customer base, as well as the preparation for, and consummation of, strategic partnerships and transactions.

Mr. Silbert was appointed as our CEO, North America, effective April 1, 2021, prior to which date he served as the Executive Managing Director of U.S. Operations. Mr. Silbert also serves as the director on the Company's board. The factors that were considered in determining her 2022 compensation levels for Mr. Silbert included, (1) recognition that Mr. Silbert is a seasoned business executive with significant experience in underwriting, business combinations and financing transactions, (2) the alternative career choices available for someone with his significant experience and background, and (3) the anticipated work to be performed in his role as the CEO in North America and in connection with the preparation for, and consummation of, various strategic partnerships, and the management of regulatory oversight and licenses for Company's US operations.

Effective December 31, 2022, Douglas Borthwick stepped down as our Chief Business Officer and joined as a member of the Advisory Board. The factors that were considered in determining his 2022 compensation levels for Mr. Borthwick included, (1) recognition that Mr. Borthwick is a seasoned executive with significant experience in capital markets (2) the alternative career choices available for someone with his significant experience and background, and (3) the anticipated work to be performed in his role as CBO and in connection with the revenue growth as well as the preparation for, and consummation of, various strategic business partnerships and customer base.

## **Director Compensation**

The Compensation Committee is responsible for reviewing and recommending for Board approval, the remuneration (fees and/or retainer) to be paid, and the benefits to be provided, to members of the Board. The Company's director compensation is designed to attract and retain highly qualified directors with diverse experience. It appropriately values the time commitment required of directors and recognizes the complex nature

of the Company's business and the requisite skills and experience represented among its directors. The Company does not pay fees for attendance at meetings, as attendance is expected.

After consideration of the key objectives of director compensation, the Committee considered and approved the director compensation in connection with the establishment of the Board after January 10, 2022 when the Company completed its reverse takeover transaction with Valdy Investments Ltd. (the "**RTO Transaction**").

Each of the Company's independent directors receives a monthly fee of \$4,000 (\$48,000 annually) for the term of the engagement. In addition, each Director receives one-time payments of \$1,000 in consideration for the participation in a committee meeting of the Board. Further, each Director is entitled to receive an option to purchase 3,500 INX Tokens each month at an exercise price equal to the fair market value of the INX Token at the date of the grant. No additional fees are paid for chair roles, multiple committees or any director who serves as both our director and a director of INX Limited. The Company reimburses directors for their reasonable out-of-pocket expenses in connection with attendance at Board meetings or related to conducting business on the Company's behalf.

On November 30, 2022, the Company committed to grant options to its independent directors to purchase 928,399 Common Shares of the Company at CAD 0.165 (\$0.12), a price per share equal to the fair value per share at the date of the commitment to grant the options. 397,886 options vest immediately on the date of the grant and remaining 530,514 options shall vest over the period of over 2 to 3 years with the first anniversary on November 30, 2023, and with all options fully vested on November 30, 2025.

The goal of this compensation mix is to increase director ownership of the Company and align the long-term focus.

NEOs who also act as our directors do not receive any additional compensation for services rendered in such capacity, other than as paid by us to such NEO in their capacity as executive officers.

The Committee is responsible for reviewing and making recommendations to the Board regarding non-employee director compensation. The Committee intends to review non-employee director compensation to ensure that it is consistent with market practice and aligns the directors' interests with those of long-term stockholders.

### **Compensation Risk**

The Board and, as applicable, the Committee, considers and assesses the implications of risks associated with the Company's compensation policies and practices and devotes such time and resources as is believed to be necessary in the circumstances. The Company's practice of compensating officers primarily through a mix of salary, equity and the INX Token is designed to mitigate risk by: (i) ensuring that such officers are retained; and (ii) aligning the interests of officers with the Company's short-term and long-term objectives and its shareholders. As of the date of this filing, the Board has not identified risks arising from our compensation policies and practices that are reasonably likely to have a material adverse effect on the Company.

### **Insider Trading Policy**

Pursuant to the terms of the Company's Insider Trading Policy, the NEOs and directors are strongly discouraged from speculating in its securities (including INX common shares, INX Tokens, or any derivatives of either), which may include buying with the intention of quickly reselling such securities, or selling with the intention of quickly buying such securities; buying securities on margin or holding Company stock in a margin account; short selling a security of the Company or any other arrangement that results in a gain only if the value of the Company's securities declines in the future. NEOs and directors are prohibited from purchasing financial instruments, including prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, that are designed to hedge or offset a decrease in the market value of our securities held, directly or indirectly, by such person, including equity securities granted as compensation. The NEOs and directors may, however, acquire and sell shares other than in connection with the acquisition and sale of shares issued under the Omnibus Plan. Any transaction involving INX securities is prohibited if the NEO or director is in possession of undisclosed material information, or during trading blackout dates which are specified in the policy.

## Director and Named Executive Officer Compensation

The following information is presented in accordance with National Instrument 51-102 – *Continuous Disclosure Obligations* and Form 51-102F6 – *Statement of Executive Compensation*, and sets forth compensation for each NEO (as defined below) and director of the Company during the financial year ending December 31, 2022. All information provided herein is current as of December 31, 2022 unless otherwise stated.

### Summary Compensation Table

The compensation paid to the NEOs during the Company's three most recently completed financial years ended December 31, 2020, 2021 and 2022 is summarized as follows:

Name and Position	Year	Salary in USD	Share-based Awards in USD	Option-based Awards in USD <sup>(1)</sup>	Non-equity incentive compensation in USD <sup>(2)</sup>	All other compensation in USD <sup>(3)</sup>	Total Compensation in USD
Shy Datika, CEO	2020	144,000	Nil	Nil	250,000	Nil	396,000
	2021	210,000	Nil	Nil	Nil	Nil	210,000
	2022	220,000	Nil	Nil	Nil	Nil	220,000
James, Decker, CEO	2020	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil
	2022	Nil	Nil	Nil	Nil	Nil	Nil
Renata Szkoda, CFO	2020	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil
	2022	203,077 <sup>(4)</sup>	Nil	132,085	Nil	76,658	421,743
Gadi Levin, CFO	2020	Nil	Nil	Nil	Nil	Nil	Nil
	2021	27,500	Nil	Nil	Nil	90,529	118,029
	2022	36,000	Nil	Nil	Nil	28,993	64,993
Johnny Ciampi, CFO	2020	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil
	2022	Nil	Nil	Nil	Nil	Nil	Nil
Alan Silbert, CEO North America	2020	152,423	Nil	Nil	150,000	369,550	684,667
	2021	267,576	Nil	4,171,185	125,000	261,249	4,835,984

	2022	328,938 <sup>(5)</sup>	Nil	851,881	Nil	290,194	1,516,056
Itai Avneri, Deputy CEO & COO	2020	Nil	Nil	Nil	Nil	Nil	Nil
	2021	350,000	Nil	Nil	125,000	583,790	1,058,790
	2022	350,000	1,512,949	92,695	Nil	100,453	2,056,097
Douglas Borthwick, Chief Business Officer <sup>(3)</sup>	2020	59,461	Nil	Nil	200,000	423,157	690,157
	2021	249,046	Nil	3,059,260	100,000	441,554	3,712,814
	2022	314,584 <sup>(6)</sup>	Nil	929,453	Nil	355,254	1,654,121

**Notes:**

- (1) The Company uses the Black-Scholes option pricing model to calculate the fair value of option-based awards. The amounts reported in these columns represent the aggregate grant date fair value of the awards of restricted stock units and stock options granted to each of the NEOs during the applicable fiscal year under the Omnibus Plan and as described in further detail below. The assumptions used in calculating such grant date fair value are set forth in the notes to Company's audited consolidated financial statements. Amounts reported do not reflect the actual economic value that may be realized by the applicable NEO.
- (2) The amounts reported in this column reflect the annual cash performance bonuses paid to the NEOs for the applicable fiscal year. Annual cash performance bonuses are discretionary, earned and paid based on the achievement of applicable company and individual performance goals, as determined by the Board.
- (3) The amounts reported in this column reflect the INX Token warrant-based compensation expense previously granted to NEOs and vested during the applicable fiscal year. The Company uses the Black-Scholes option pricing model to calculate the fair value of INX Token warrant-based awards. The assumptions used in calculating such grant date fair value are set forth in the notes to Company's audited consolidated financial statements. As the fair value of INX Token warrants granted fluctuates based on the market price of the underlying INX Token, amounts reported do not reflect the actual economic value that may be realized by the applicable NEO. The fair value of INX Token warrant awards granted as of December 31, 2022 is presented in the Outstanding INX Token-Based and INX Token Warrant-Based Awards table below.
- (4) Renata Szkoda's employment with the Company commenced on May 2, 2022 and the amount reported in the salary column reflects her prorated base salary since such date. Renata Szkoda's annual rate of base salary during fiscal year 2022 was \$320,000.
- (5) In Q1 2022, the base salary for Alan Silbert was increased from \$300,000 to \$336,000.
- (6) Effective December 31, 2022, Douglas Borthwick resigned from his positions as the Chief Business Officer and joined the Advisory Board. Prior to this date, his base salary was \$324,000.

**External Management Companies**

During the year ended December 31, 2022, there were no management functions of the Company, which were, to any substantial degree, performed by persons other than the directors or executive officers of the Company, other than Triple-V (1999) Ltd., a corporation wholly-owned by Shy Datika and pursuant to which Mr. Datika provides his services as Chief Executive Officer of the Company.

**Outstanding Option-Based and Share-Based Awards**

The following table sets out all option-based and share-based awards at December 31, 2022, for each NEO:



	Option-based Awards				Share-based Awards		
Name and Position	Number of securities underlying unexercised options	Option exercise price	Option expiration date	Value of in-the-money exercised options in USD	Number of unvested shares	Market value of unvested shares in USD	Market value of vested shares in USD
Shy Datika, CEO	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Renata Szkoda, CFO	1,334,322	\$0.23	June 30, 2032	Nil	Nil	Nil	Nil
Alan Silbert, CEO North America	2,262,849	\$0.037	February 22, 2031	158,241	Nil	Nil	Nil
	2,073,410	\$1.06	April 1, 2031	Nil	Nil	Nil	Nil
	509,617	\$0.50	March 15, 2032	Nil	Nil	Nil	Nil
Itai Avneri, Deputy CEO & COO	509,617	\$0.50	March 15, 2032	Nil	2,629,382	282,133	193,038
Douglas Borthwick, Chief Business Officer	2,044,331	\$0.13035	February 22, 2031	Nil	Nil	Nil	Nil
	2,160,350	\$1.06092	April 1, 2031	Nil	Nil	Nil	Nil
	509,617	\$0.50	March 15, 2032	Nil	Nil	Nil	Nil

#### Outstanding INX Token-Based and INX Token Warrant-Based Awards

The following table sets out all INX Token-based and INX Token warrant-based awards at December 31, 2022, for each NEO:

	INX Token warran-based Awards <sup>(1)</sup>				INX Token-based Awards		
Name and Position	Number of INX Token underlying unexercised warrant	Warrant exercise price	Warrant expiration date	Value of in-the-money unexercised warrants in USD	Number of unvested INX Tokens	Market value of unvested INX Tokens	Market value of vested INX Tokens
Shy Datika, CEO	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Renata Szkoda, CFO	Nil	Nil	Nil	Nil	150,000	64,500	0

Alan Silbert, CEO North America	Nil	Nil	Nil	Nil	100,000	43,000	0
	Nil	Nil	Nil	Nil	94,444	40,611	4,778
	Nil	Nil	Nil	Nil	365,915	157,343	157,343
Itai Avneri, Deputy CEO & COO	Nil	Nil	Nil	Nil	180,000	77,400	77,400
	100,000	\$0.43	December 11, 2032	0			
Douglas Borthwick, Chief Business Officer	Nil	Nil	Nil	Nil	100,000	43,000	0
	Nil	Nil	Nil	Nil	94,444	40,611	4,778
	Nil	Nil	Nil	Nil	491,802	211,475	211,475

**Notes:**

- (1) The amounts reported in this column reflect the cumulative INX Token warrant-based awards granted to NEOs and outstanding as of December 31, 2022. The Company uses the Black-Scholes option pricing model to calculate the fair value of INX Token warrant-based awards. The assumptions used in calculating such grant date fair value are set forth in the notes to Company's audited consolidated financial statements.

**Incentive Plan Awards - Value Vested or Earned During the Year**

The following table summarizes the value vested or earned under incentive plans for the most recently completed financial year, for each NEO:

Name and Position	Option-based awards - value vested during the year in USD	Share-based awards - value vested during the year in USD	INX Token warrant-based awards - value vested during the year in USD	INX Token-based awards - value vested during the year in USD
Shy Datika, CEO	Nil	Nil	Nil	Nil
Renata Szkoda, CFO	Nil	Nil	Nil	Nil
Itai Avneri, Deputy CEO & COO	Nil	193,098	51,600	Nil
Alan Silbert, CEO North America	154,979	Nil	Nil	162,121
Douglas Borthwick, Chief Business Officer	113,828	Nil	Nil	216,252

**Defined Contribution Plan**

The following table summarizes all pension plans that provide for payments or benefits at, following or in connection with retirement, excluding defined benefit plans for the most recently completed financial year, for each NEO:

Name and Position	Accumulated value at start of year in USD	Compensatory in USD	Accumulated value at year end in USD
Alan Silbert, CEO North America	7,846	12,990	20,836
Renata Szkoda, CFO	\$0	7,818	7,818

Douglas Borthwick, Chief Business Officer	7,219	14,090	21,309
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### Pension Plan Benefits

The Company's NEOs participate in employee benefit programs available to its employees generally, including health, dental and vision insurance and a tax-qualified 401(k) plan sponsored by the Company's subsidiary, INX Digital, Inc.

Under the INX adopted 401(k) plan, U.S. eligible employees (including the NEOs) are able to defer their eligible compensation subject to applicable annual limits under the Internal Revenue Code. All participants are 100% vested in their deferrals when contributed. Currently, the Company provides a non-elective safe harbor contribution of no less than 3% of eligible compensation per employee. These safe harbor contributions are 100% vested when made.

### Summary of Compensation Terms and Termination and Change of Control Benefits

Except as provided herein, the Company has not entered into any contracts, agreements, plans or arrangements that provide payments to an NEO at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Company or a change in a NEO's responsibilities.

#### Mr. Shy Datika

On June 25, 2018, INX entered into an amended and restated Consultancy Agreement with Triple-V, amended on May 1, 2018, January 1, 2021 and December 1, 2022 (the "**Triple-V Consultancy Agreement**"), pursuant to which Triple-V provides consultancy services and has such duties, authorities and responsibilities as shall be determined by the INX Board, through the personal services of Mr. Shy Datika. On April 28, 2021, the INX Board appointed Mr. Datika as the CEO of INX, upon and subject to the closing of the INX Token offering. On December 14, 2021, Mr. Datika was also appointed as a member of the INX Board. Pursuant to the Triple-V Consultancy Agreement, Triple-V's engagement with INX commenced as of October 1, 2017 and will continue until such time as either Triple-V or INX terminates its engagement pursuant to the terms of the Triple-V Consultancy Agreement, including by 30 days written notice. Pursuant to the Triple-V Consultancy Agreement, as amended on December 1, 2022, Triple-V, receives a fee in the amount of \$18,000 per month paid as follows: (1) \$12,600 in cash consideration and (2) an annual grant of 593,678 Restricted Share Units, subject to the terms of the Omnibus Plan.

In addition, INX reimburses Triple-V for out-of-pocket expenses reasonably required in the performance of the services under the Triple-V Consultancy Agreement. The Triple-V Consultancy Agreement does not provide for benefits upon the termination of the services, other than payment of fees and other obligations owed during the required notice period. The Triple-V Consultancy Agreement contains terms to protect the proprietary rights of INX technology, intellectual property and inventions to which Triple-V is exposed during the course of the engagement. Triple-V is also subject to terms of confidentiality.

#### Mrs. Renata Szkoda

On May 2, 2022, Mrs. Szkoda and INX Digital, Inc. entered into an Executive Employment Agreement pursuant to which Mrs. Szkoda provides services to INX Digital, Inc. and INX, as the Chief Financial Officer. Mrs. Szkoda's engagement with INX Digital and INX will continue until such time as either Mrs. Szkoda or INX Digital terminates the engagement pursuant to the terms of the Szkoda Employment Agreement, including by 30 days written notice or immediately for cause. Pursuant to the Szkoda Employment Agreement, Mrs. Szkoda receives a base salary of \$26,667 per month. Mrs. Szkoda is eligible to earn an annual target performance-based bonus upon the achievement of certain performance-based targets which shall be established by the Board of Directors of INX and in consultation with the CEO. The target annual bonus is a target and shall not be deemed to be guaranteed or capped at such amount. In addition, Mrs. Szkoda was granted options to purchase INX Tokens and options constituting 0.50% of the share capital of the Company on a fully diluted basis as of the grant date. In addition, INX Digital reimburses Mrs. Szkoda for out-of-pocket expenses reasonably required in the performance of services under the Executive Employment Agreement. If the Szkoda Employment Agreement is terminated without cause or good reason, as such terms are defined in the Szkoda Employment Agreement, INX Digital shall continue to pay Mrs. Szkoda a base salary for two weeks following the termination date.

#### Mr. Alan Silbert

On March 7, 2018, Mr. Silbert and INX Services entered into an Executive Employment Agreement (the "Silbert Previous Employment Agreement"), pursuant to which Mr. Silbert provided services to INX Services and INX, including Mr. Silbert's service as a member of the INX Board and Executive Managing Director of U.S. operations of INX. Pursuant to this agreement, Mr. Silbert received a base salary of US\$11,000 per month. Subject to the successful consummation of an equity or token raise, Mr. Silbert was eligible for a salary increase to US\$20,000 per month. Mr. Silbert is eligible to earn an annual performance-based bonus in the amount of US\$150,000 upon the achievement of certain performance-based targets which shall be established by the Board of Directors of INX Digital. In certain events, including a reduction of 10% or more in salary or a reduction of 20% or more in bonus, Mr. Silbert shall have the option to resign and be paid an amount equal to his annual salary. The Silbert Previous Employment Agreement was amended and restated on June 25, 2018 (with an effective date of March 1, 2018) to align language surrounding the salary increase with U.S. security laws. This agreement stated that on February 20, 2021, the date that is six months following the effectiveness of the registration statement in connection with the INX Token Offering, Mr. Silbert was granted an option to purchase 500,000 INX Tokens at a price of US\$0.01 per Token. Following the adoption of the INX Limited Plan, Mr. Silbert was granted with an option to purchase Ordinary Shares of INX Limited constituting 3% of the share capital of INX Limited on a fully diluted basis, at a price per share equal to the fair market value per share as of the effective date of the Silbert Previous Employment Agreement or US\$0.391904. 25% of the option shares will vest upon each anniversary of the Silbert Previous Employment Agreement, such that the options will be fully vested and exercisable upon the 4th anniversary of the Silbert Previous Employment Agreement. Unvested options shall be subject to accelerated vesting upon change of control of the Company.

On January 1, 2021, The Silbert Previous Employment Agreement was terminated, and INX Digital and Mr. Silbert entered into an Executive Employment Agreement, (the "Silbert Employment Agreement"), pursuant to which Mr. Silbert provides services to INX Digital and INX, including Mr. Silbert's service as a member of the INX Board and Executive Managing Director of U.S. Operations of INX Digital. Mr. Silbert's engagement with INX Digital and INX will continue until such time as either Mr. Silbert or INX Digital terminates the engagement pursuant to the terms of the Silbert Employment Agreement, including by 30 days written notice or immediately for cause. Mr. Silbert was paid a base salary of US\$12,500 per month under this agreement, to be increased to US\$20,000 per month following 6 months after declaration by the SEC of the effectiveness of the INX Token IPO.

On April 1, 2021, the Silbert Employment Agreement was amended such that Mr. Silbert's title changed to CEO, North America and his monthly base salary increased to US\$25,000 per month. In addition, Mr. Silbert was granted, effective as of April 1, 2021, additional options to purchase 200,000 INX Tokens at a price of US\$0.90 per INX Token, and options to purchase 197,710 INX Shares at a price per share equal to US\$11.126. One thirty-sixth of the INX Shares and INX Tokens underlying each option shall vest following lapse of each month of Mr. Silbert's continuous engagement with INX, such that all such shares and INX Tokens shall become fully vested on April 1, 2024.

On March 15, 2022, Mr. Silbert was granted options to purchase 509,617 INX Shares at a price per share equal to CAD 0.64. One fourth of the INX Shares underlying this option shall vest following the lapse of each year of Mr. Silbert's continuous engagement with INX, such that all such common shares under this grant shall become fully vested on March 15, 2026. Additionally on this date, Mr. Silbert's base salary was increased to US\$28,000 per month. Effective April 12, 2022, Mr. Silbert was granted 100,000 INX Tokens in the form of a Restricted Token Award, which award shall vest over a period of three years with one third of the grant vesting on each yearly anniversary of the grant.

In addition, INX Digital reimburses Mr. Silbert for out-of-pocket expenses reasonably required in the performance of services under the Silbert Employment Agreement. If the Silbert Employment Agreement is terminated without cause or good reason, as such terms are defined in the Silbert Employment Agreement, INX Digital shall continue to pay Mr. Silbert a base salary for twelve months following the termination date. INX Digital shall also continue Mr. Silbert's subsidized health and welfare benefits then in effect for the duration of the Salary Severance Period (as such term is defined in the Silbert Employment Agreement) or, if the relevant benefit plans do not permit such continuation, INX Digital shall pay out the cash equivalent in a lump sum payment to Mr. Silbert within 30 days following termination of the Silbert Employment Agreement. Mr. Silbert is also eligible for a pro-rata annual bonus, payable by INX Digital within 30 days from the Silbert Employment Agreement termination date. In connection with entering into the Silbert Employment Agreement, INX and Mr. Silbert entered into an Employee Invention

Assignment and Confidentiality Agreement which contains terms to protect the proprietary rights of INX to technology, intellectual property and inventions to which Mr. Silbert is exposed during the course of the engagement. Mr. Silbert is also subject to terms of confidentiality.

In the event of a change of control of the Company and the termination of Mr. Silbert without cause within 12 months of such change of control of the Company, the entire portion of Mr. Silbert's options will immediately vest.

#### Mr. Itai Avneri

On February 16, 2022, Mr. Avneri and the Company's subsidiary, Midgard Technologies Ltd., entered into an Executive Employment Agreement pursuant to which Mr. Avneri provides services to Midgard Technologies Ltd. and INX, as the Chief Operating Officer. Mr. Avneri's engagement with Midgard Technologies Ltd. and INX will continue until such time as either Mr. Avneri or INX terminates the engagement pursuant to the terms of the Avneri Employment Agreement, including by 90 days written notice or immediately for cause. Pursuant to the Avneri Employment Agreement, Mr. Avneri receives a base salary of NIS 100,000 (\$28,000 as of December 31, 2022) per month. Mr. Avneri is eligible to earn an annual performance-based bonus in the amount of from 200 to 500 percent of the monthly salary amount upon the achievement of certain performance-based targets which shall be established by the Board of Directors of INX and in consultation with the CEO.

In addition, pursuant to the agreement with INX, Mr. Itai Avneri was granted restricted Company's stock subject to a reverse vesting schedule at cashless exercise price, as well as options to purchase common shares of the Company and INX Tokens, provided Mr. Avneri continues to be employed by, or provide services as a director or officer of the Company.

In addition, Midgard Technologies Ltd. reimburses Mr. Avneri for out-of-pocket expenses reasonably required in the performance of services under the Executive Employment Agreement.

#### Mr. Douglas Borthwick

On January 1, 2021, Mr. Borthwick and the Company's subsidiary, INX Digital, entered into an executive employment agreement, as amended on March 25, 2021 (the "Borthwick Employment Agreement") pursuant to which Mr. Borthwick provided services to INX Digital, Inc. and INX as the Chief Business Officer (CBO). Pursuant to the Borthwick Employment Agreement, Mr. Borthwick received a base salary of \$23,000 per month and was eligible to earn an annual target performance-based bonus upon the achievement of certain performance-based targets which shall be established by the Board of Directors of INX and in consultation with the CEO. In addition, during the term of his employment, Mr. Borthwick was granted options to purchase INX Tokens and common shares of the Company. INX Digital reimbursed Mr. Borthwick for out-of-pocket expenses reasonably required in the performance of services under the Borthwick Employment Agreement.

Pursuant to the Borthwick Employment Agreement, Mr. Borthwick's engagement with INX Digital would continue until such time as either Mr. Borthwick or INX Digital terminates the engagement pursuant to the terms of the Borthwick Employment Agreement, including by 30 days' written notice or immediately for cause. Effective December 31, 2022, Mr. Borthwick stepped down from his position as the Chief Business Officer after giving a notice of his resignation and joined the Company's Advisory Board.

In connection with entering into the Borthwick Employment Agreement, INX Digital and Mr. Borthwick entered into a Confidentiality and Non-Competition Agreement which contains terms to protect the proprietary rights of INX to technology, intellectual property and inventions to which Mr. Borthwick is exposed during the course of the engagement. Mr. Borthwick is also subject to terms of confidentiality.

#### **Director Compensation**

During the Company's most recently completed financial year of December 31, 2022, the compensation paid to each director, who was not an NEO, is summarized as follows:

<b>Name and Position</b>	<b>Year</b>	<b>Fees Earned in USD</b>	<b>Option-based Awards in USD</b>	<b>Share-based Awards in USD</b>	<b>INX Token warrant-based awards in USD</b>	<b>INX Token-based awards in USD</b>	<b>Total Compensation in USD</b>
David Weild, Chairman	2020	18,000	Nil	Nil	296,094	Nil	314,094
	2021	33,000	Nil	Nil	543,896	Nil	576,896
	2022	52,040	15,405	Nil	28,052	Nil	95,497
Thomas Lewis, Director	2020	18,000	Nil	Nil	294,141	Nil	312,141
	2021	33,000	Nil	Nil	91,076	Nil	124,076
	2022	55,980	15,405	Nil	28,052	Nil	99,437
Hilary Kramer, Director	2020	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil
	2022	47,290	0	Nil	16,205	Nil	63,495
Demetra Kalogerou, Director	2020	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil
	2022	40,070	Nil	Nil	24,157	Nil	64,227
Nicholas Thadaney, Director	2020	18,000	Nil	Nil	295,721	Nil	313,721
	2021	33,000	Nil	Nil	89,442	Nil	122,442
	2022	55,980	15,405	Nil	28,052	Nil	99,437

### Share-based Awards and Option-based Awards

The following table sets out all option-based awards at December 31, 2022 for each director who was not an NEO:

	Option-based Awards				Share-based Awards		
Name and Position	Number of securities underlying unexercised options	Option exercise price	Option expiration date	Value of in-the-money exercised options in USD	Number of unvested shares	Market value of unvested shares	Market value of vested shares
David Weild, Chairman	265,257	\$0.12	November 30, 2032	Nil	Nil	Nil	Nil
Thomas Lewis, Director	265,257	\$0.12	November 30, 2032	Nil	Nil	Nil	Nil
Hilary Kramer, Director	66,314	\$0.12	November 30, 2032	Nil	Nil	Nil	Nil
Demetra Kalogerou, Director	66,314	\$0.12	November 30, 2032	Nil	Nil	Nil	Nil
Nicholas Thadaney, Director	265,257	\$0.12	November 30, 2032	Nil	Nil	Nil	Nil

### Outstanding INX Token-Based and INX Token Warrant-Based Awards

The following table sets out all INX Token-based and INX Token warrant-based awards at December 31, 2022, for each director who was not a NEO:

	INX Token warrant-based Awards				INX Token-based Awards		
Name and Position	Number of INX Token underlying unexercised warrant	Warrant exercise price	Warrant expiration date	Value of in-the-money unexercised warrants in USD	Number of unvested INX Tokens	Market value of unvested INX Tokens	Market value of vested INX Tokens
David Weild, Chairman	350,000	\$0.01	June 18, 2028	147,000	Nil	Nil	Nil
	78,167	\$0.01-\$2.86	February 21, 2031-December 31, 2032	4,900	Nil	Nil	Nil
Thomas Lewis, Director	63,000	\$0.01-\$2.86	September 30, 2031-December 31, 2032	Nil	Nil	Nil	Nil

Hilary Kramer, Director	42,000	\$0.43- \$1.06	March 31, 2032 - December 31, 2032	Nil	Nil	Nil	Nil
Demetra Kalogerou, Director	38,500	\$0.43- \$1.06	March 31, 2032 - December 31, 2032	Nil	Nil	Nil	Nil
Nicholas Thadaney, Director	66,500	\$0.43- \$2.86	June 30, 031- December 31 ,2032	Nil	Nil	Nil	Nil

#### Incentive Plan Awards - Value Vested or Earned During the Year

The following table summarizes the value vested or earned under incentive plans for the most recently completed financial year, for each Director:

Name and Position	Option-based awards - value vested during the year in USD	Share-based awards - value vested during the year in USD	INX Token warrant-based awards - value vested during the year in USD	INX Token-based awards - value vested during the year in USD
David Weild, Chairman	Nil	Nil	42,000	Nil
Thomas Lewis, Director	Nil	Nil	42,000	Nil
Hilary Kramer, Director	Nil	Nil	42,000	Nil
Demetra Kalogerou, Director	Nil	Nil	38,500	Nil
Nicholas Thadaney, Director	Nil	Nil	42,000	Nil

#### Stock Option Plans and Other Incentive Plans

##### *The INX Digital Company, Inc. Omnibus Equity Incentive Compensation Plan*

The Company is party to an Omnibus Equity Incentive Compensation Plan (the "**Omnibus Plan**") pursuant to which incentive awards are granted to eligible individuals. The current version of the Omnibus Plan was last approved by shareholders of the Company on June 22, 2022.

The following is a brief description of the key provisions of the Omnibus Plan, which is qualified in its entirety by the full text of the Omnibus Plan, which is available at [www.sedar.com](http://www.sedar.com) or at the registered offices of the Company, at #2900 - 550 Burrard Street Vancouver, BC V6C 0A3, during normal business hours :

- Eligible Persons. The Company may grant Awards (as defined below) to eligible Employees, Consultants, Officers, Directors or service providers (each as defined in the Omnibus Plan) provided that persons performing investor relations activities shall only be eligible for grants of stock options and shall not be eligible for grants of other equity awards.
- Incentive Awards. The Omnibus Plan includes incentive awards in addition to stock options. The available awards that may be granted under the Omnibus Plan include: (a) stock options, (b) restricted shares; and (c) restricted share units (collectively, the "**Awards**").



- Fixed Plan. The Omnibus Plan is a “fixed” plan, such that the total number of Shares reserved and made available for grant and issuance pursuant to the Awards shall not exceed 37,408,948.
- Exercise Price. Subject to any vesting requirements described in each individual Award agreement, Awards may be exercised in whole or in part at any time prior to their lapse or termination. The exercise price shall be payable upon the exercise of the Award in a form satisfactory to the Board, including, but not limited to, cash, Shares (actually or by attestation), other securities, other Awards or other property, or any combination thereof, having a Market Value on the exercise date equal to the applicable exercise price, in which payment of the exercise price with respect thereof may be made or deemed to have been made. “Market Value” means at any date when the market value of shares of the company is to be determined, the closing price of the shares on the trading day prior to such date on the principal stock exchange on which the shares are listed, or if the shares of the Company are not listed on any stock exchange, the value as is determined solely by the Board, acting reasonably and in good faith based on the reasonable application of a reasonable valuation method not inconsistent with the *Income Tax Act* (Canada). The Board shall have the authority to postpone the date of payment on such terms as it may determine.
- Limitations on Grants.
  - Awards granted to any one individual in any 12-month period cannot exceed more than 5% of the issued Shares, unless the Company has obtained disinterested shareholder approval.
  - Awards granted to any one Consultant, in aggregate, in any 12-month period cannot exceed more than 2% of the issued Shares.
  - Stock options granted to all persons, in aggregate, conducting investor relations activities in any 12-month period cannot exceed more than 2% of the issued Shares.
- Term. Each Award shall, unless sooner terminated, expire on a date to be determined by the Board which will not exceed 10 years.
- Expiry and Termination. Unless otherwise determined by the Board and/or set forth in grantee's award agreement, if the engagement of a grantee is terminated or if he ceases to serve as an Officer, Consultant, Employee or Director or service provider of the Company or of a subsidiary (as the case may be) prior to the complete exercise of an Award,
  - by reason of death or disability (as determined by the Board in its absolute discretion), the Award shall remain exercisable for a period of one year following such termination (but only to the extent exercisable at termination of engagement or appointment, as the case may be, and not beyond the scheduled expiration date);
  - by reason of retirement, pursuant to applicable law with the approval of the Board, the Award shall remain exercisable for a period of 180 days following such termination (but only to the extent exercisable at termination of engagement or appointment, as the case may be, and not beyond the scheduled expiration date);
  - for any other reason other than for cause, the Award shall remain exercisable for a period of 90 days following the earlier of such termination or notice of termination (but only to the extent exercisable at the earlier of termination or notice of termination of engagement or appointment, as the case may be, and not beyond the scheduled expiration date); or
  - for cause, as shall be determined by the Board, all Awards held by or on behalf of such grantee shall immediately expire upon the earlier of such termination or notice of termination.
- Foreign Participants. The Omnibus Plan is designed to enable Awards to be granted to eligible persons in various jurisdictions. The Board in its sole discretion has the authority to determine which individuals outside of Canada are eligible to participate in the Omnibus Plan. Any participants in the Omnibus Plan who are resident in either (a) Israel or (b) the United States of America will be subject to sub-plans which contain unique terms relevant to those jurisdictions. The U.S. subplan and the Israeli sub-plan are appended to the Omnibus Plan. For greater certainty, any issuance to participants to the sub-plans shall only be issuable provided they are in accordance with the rules of the NEO.
- Trustee. Shares issued upon the exercise of an Award are to be issued to a grantee or to a Board-appointed “trustee”, who has all the rights of the grantee, including voting rights and entitlement to review notice.

## INX Limited Share and Token Ownership and Award Plan

In addition to the Omnibus Plan, INX Limited has a Share and Token Ownership and Award Plan (the “**INX Limited Plan**”) in place. On February 22, 2021, the board of directors of INX Limited adopted the INX Limited Plan, which provided for the grant of options to purchase ordinary shares of INX Limited (“**Ordinary Shares**”) and restricted shares to such employees, directors and consultants engaged by INX Limited or any of its affiliates.

As of the completion of the Company’s qualifying transaction with Valdy Investments Ltd. in 2022, INX Limited no longer grants to employees, directors and consultants engaged by INX Limited or any of its affiliates any share awards pursuant to the INX Limited Plan. Commencing as of such date, share award compensation are granted to employees, directors and consultants engaged by INX Limited or any of its affiliates pursuant to the Company’s Omnibus Plan. The INX Limited Plan is now used solely for grant of Token awards as described below.

### Grant of Token Awards under the INX Limited Plan:

- Token Plan Awards. On March 31, 2022, the board of directors of INX Limited and the board of directors of the Company approved certain changes to the INX Limited Plan (including to U.S. and Israeli Appendices) in connection with grant of INX Tokens, restricted INX Tokens and options to purchase INX Tokens (collectively, “**Token Awards**”) pursuant to the provisions of the INX Limited Plan. The INX Limited Plan provides for the grant of Token Awards to employees, directors and consultants who are Gibraltar citizens and others who are not Gibraltar citizens, and includes U.S. and Israeli appendices that further specify the terms and conditions of grants of Token Awards to such non-Gibraltar grantees.
- Authorized Tokens for Grant under the INX Limited Plan. Subject to certain capitalization adjustments, the aggregate number of INX Tokens that may be issued pursuant to Token Awards under the INX Limited Plan may not exceed 17,373,438 INX Tokens. Tokens subject to Token Awards granted under the INX Limited Plan that expire, become un-exercisable or are canceled, forfeited to or repurchased by INX Limited due to the failure to vest, or otherwise terminated without having been exercised or settled in full, in accordance with the INX Limited Plan, shall revert to and again become available for issuance under the INX Limited Plan (unless the INX Limited Plan has terminated). This includes INX Tokens that are reacquired pursuant to any forfeiture provision, right of repurchase or redemption or INX Tokens that are used to satisfy the exercise or purchase price for the award or any tax withholding obligations related to an award.
- Plan Administration. The board of directors of INX Limited administers and interprets the provisions of the INX Limited Plan. Under the INX Limited Plan, INX Limited’s board of directors has the authority to, among other things, determine award grantees, the numbers and types of Token Awards to be granted, the applicable fair market value and the provisions of each Token Award, including the period of their exercisability and the vesting schedule applicable to a Token Award, construe and interpret the INX Limited Plan and awards granted thereunder, prescribe, amend and rescind rules and regulations for the administration of the INX Limited Plan, and accelerate the vesting of awards.
- Options for INX Tokens. Options to purchase INX Tokens are granted under option agreements adopted by INX Limited’s board of directors. The board of directors of INX Limited determines the exercise price for Tokens, within the terms and conditions of the INX Limited Plan. Options granted under the INX Limited Plan vest at the rate specified in the option agreements and option rules as determined by INX Limited’s board of directors.

The board of directors of INX Limited determines the term of options for Tokens granted under the INX Limited Plan, up to a maximum of 15 years, or 10 years for its U.S. grantees. If a grantee’s service relationship with INX Limited or any of its affiliates ceases for any reason other than disability or death or Cause (as such term is defined below), the grantee may generally exercise any vested awards for a period of up to 90 days following the cessation of service, or such other period of time set forth in the option agreement. If a grantee’s service relationship with INX Limited or any of its affiliates ceases by reason of death or disability (as determined by INX Limited’s board of directors in its absolute discretion), the award shall remain exercisable for a period of one year following such termination (but only to the extent exercisable at termination of engagement or appointment, as the case may be, and not beyond the scheduled expiration date). If a grantee’s service relationship with INX Limited or any of its affiliates ceases by reason of retirement, pursuant to applicable law with the approval of INX Limited’s board of directors, the award shall remain exercisable for a period of one hundred and eighty (180) days following such termination (but only to the extent exercisable at termination of engagement or appointment, as the case may be, and not beyond the scheduled expiration date). If a grantee’s service relationship with INX Limited or any of its affiliates ceases for Cause, as shall be determined by INX Limited’s board of directors, all awards held by or on behalf of such grantee shall immediately expire upon the earlier of such termination or notice of termination. In no event may an option be exercised beyond the expiration of its term.

The exercise price for INX Tokens issued under the INX Limited Plan is generally payable in cash or cash equivalents or other forms of consideration determined by INX Limited's board of directors, including but not limited to a cashless exercise.

Unless INX Limited's board of directors provides otherwise, options may not be sold, assigned, transferred, pledged, hypothecated or otherwise disposed of, except by will or the laws of descent and distribution.

- **Restricted Tokens.** Restricted Tokens may be awarded in consideration for cash or cash equivalents or another form of consideration, including past services, as determined by INX Limited's board of directors. The board of directors of INX Limited determines the terms and conditions of restricted Tokens, including vesting and forfeiture terms. If a participant's service relationship with INX Limited ends for any reason, INX Limited may receive any or all of the INX Tokens held by the participant that have not vested as of the date the participant terminates service with INX Limited through a forfeiture condition or a repurchase right.
- **Significant Event.** In the event of (a) any consolidation or merger of INX Limited in which INX Limited is not the continuing or surviving corporation, other than a transaction in which the holders of Ordinary Shares (on an as converted basis) immediately prior thereto have the same, or substantially similar, proportionate ownership of shares (on an as converted basis) of the surviving corporation immediately after the transaction and a transaction in which the holders of Ordinary Shares (on an as converted basis) immediately prior thereto own a majority of the voting power of the surviving corporation; or (b) any sale, exchange or other transfer (in one transaction or a series of related transactions) of all or substantially all the assets or all or substantially all of the outstanding and issued shares of INX Limited; each outstanding award will be treated as INX Limited's board of directors determines, unless in each case the applicable award agreement provides otherwise. The board of directors of INX Limited may, but shall not be obligated to, determine that a certain portion of the outstanding awards held by or for the benefit of any grantee and which have not yet vested shall be accelerated and become immediately vested and exercisable. The board of directors of INX Limited is not obligated to treat all awards similarly.
- **Plan Amendment or Termination.** The board of directors of INX Limited may at any time amend, alter, suspend or terminate the INX Limited Plan. Certain amendments, alterations, or the suspension or discontinuance of the INX Limited Plan may require the written consent of holders of outstanding awards. Certain material amendments also require the approval of INX Limited's shareholder. Unless sooner terminated, the INX Limited Plan terminates on the fifteenth anniversary of the date of adoption by the board of directors of INX Limited.

## Employment, Consulting and Management Agreements

The Company was not, during 2022, party to any formal, written employment, consulting or management agreements with any of the above-mentioned NEO or director.

## SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth details of the Omnibus Plan, being the Company's only equity compensation plan, as of December 31, 2022:

Plan Category	Number of shares to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by shareholders	24,864,535	\$0.55	12,544,413
Equity compensation plans not approved by shareholders	Nil	N/A	Nil
<b>Total</b>	<b>24,864,535</b>	<b>\$0.55</b>	<b>12,544,413</b>

## APPOINTMENT OF AUDITOR

At the Meeting, Shareholders will be asked to pass an ordinary resolution to appoint Ernst & Young Israel (Kost Forer Gabbay & Kasierer), Chartered Professional Accountants, as auditors of the Company for the fiscal year ending December 31, 2023, and to authorize the directors of the Company to fix the remuneration to be to be paid to the auditors for the fiscal year ending December 31, 2023 in connection with their audit and audit-related services

and any other ancillary services. An ordinary resolution needs to be passed by a simple majority of the votes cast by the Shareholders present in person or represented by proxy and entitled to vote at the Meeting.

**Management of the Company recommends that Shareholders vote FOR the appointment of Ernst & Young Israel (Kost Forer Gabbay & Kasierer), Chartered Professional Accountants, as the Company's auditors for the Company's fiscal year ending December 31, 2023 and to authorize the directors of the Company to fix the remuneration to be paid to the auditors for the fiscal year ending December 31, 2023 in connection with their audit and audit-related services and any other ancillary services.**

**In the absence of instructions to withhold a vote, Shares represented by proxies received by management will be voted FOR the appointment of Ernst & Young Israel (Kost Forer Gabbay & Kasierer), Chartered Professional Accountants, as the Company's auditors for the Company's fiscal year ending December 31, 2023 and to authorize the directors of the Company to fix the remuneration to be paid to the auditors for the fiscal year ending December 31, 2023 in connection with their audit and audit-related services and any other ancillary services.**

#### **AUDIT COMMITTEE DISCLOSURE**

Under National Instrument 52-110 *Audit Committees* ("NI 52-110"), a reporting issuer is required to provide disclosure annually with respect to its audit committee, including the text of its audit committee charter, information regarding the composition of the audit committee, and information regarding fees paid to its external auditor. The Company provides the following disclosure with respect to its audit committee (the "**Audit Committee**").

##### **Audit Committee Charter**

The full text of the Audit Committee charter is attached as Schedule "B" to this Information Circular.

##### **Composition of the Audit Committee**

The Company's Audit Committee is currently comprised of three directors, consisting of Mr. Thomas Lewis, Mr. Nicholas Thadane and Ms. Hilary Kramer, each of whom is "independent" as defined in NI 52-110.

All of the Audit Committee members are "financially literate", as defined in NI 52-110, as all have the industry experience necessary to understand and analyze financial statements of the Company, as well as an understanding of internal controls and procedures necessary for financial reporting.

The Audit Committee is responsible for review of both interim and annual financial statements for the Company. For the purposes of performing their duties, the members of the Audit Committee have the right at all times, to inspect all the books and financial records of the Company and any subsidiaries, and to discuss with management and the external auditors of the Company any accounts, records and matters relating to the financial statements of the Company. The Audit Committee members meet periodically with management and annually with the external auditors.

##### **Relevant Education and Experience**

All of the members of the Audit Committee are able to understand and interpret information related to financial statement analysis. Each of the members of the Audit Committee has a general understanding of the accounting principles used by the Company to prepare its financial statements and will seek clarification from the Company's auditors, where required. Each of the members of the Audit Committee also has direct experience in understanding accounting principles for private and reporting companies. The relevant experience of the current members of the Audit Committee is as follows:

###### *Mr. Thomas Lewis*

Mr. Lewis was the Founder of Noble 4 Advisors, LLC, a company he founded in September 2012 that develops and provides methodologies, technologies and guidance that assist boards, CEOs, investors and senior executives in defining and implementing plans to improve operating performance. Mr. Lewis retired from Noble 4 Advisors in January 2020. Mr. Lewis has served as CEO of four companies, including The Green Exchange, a federally regulated futures and options exchange in New York and London, from September 2009 to July 2012; Automated Power Exchange Inc. (APX), a venture-backed wholesale power markets and renewable energy services provider, from August 2003 to October 2007; Ameritrade, an online retail broker, from February 1999 to August 2000; and Campus Pipeline, an educational software company. Prior to that, Mr. Lewis served in technology leadership positions with American Express, Credit Suisse First Boston, USF&G Insurance and Marriott Corporation. Mr. Lewis has served on the boards of The New York Ledger Exchange, aka LedgerX (from 2014 to 2017), Green Exchange Holdings, LLC (2009 to 2012), Evolution Markets, Inc. (2007 to 2009), Automated Power Exchange Inc.

(2003 to 2007) and Neovest Holdings, Inc. (2001 to 2004). Mr. Lewis has served on the advisory board of Xpansiv Limited, a global marketplace for ESG commodities, including carbon, RECs, digital fuels, and water rights, since 2021. Mr. Lewis holds an honorary doctorate, a master's degree in computer and information science, and a bachelor's degree, magna cum laude, in business administration from the University of New Haven in Connecticut, where he was honored as a distinguished alumnus. He served as chairman of the Board of Trustees of the Henry Lee Institute of Forensic Science, and served for twelve years as a member of the Board of Trustees of the University of New Haven. He has also served as a member of the Advisory Board of the Johns Hopkins Carey Business School at Johns Hopkins University. Mr. Lewis served as Executive in Residence and Assistant Professor at Johns Hopkins University, Carey Business School. Mr. Lewis also served as the head of technology for the Executive Office of the President of the United States during the Ronald Reagan Administration.

*Mr. Nicholas Thadaney*

Mr. Thadaney most recently founded Partners Capital Corp. in 2019, a firm focused on advising, co-investing and partnering with entrepreneurs and their management teams to accelerate the growth of their businesses through innovative capital and strategic solutions. Mr. Thadaney was previously President and Chief Executive Officer, Global Equity Capital Markets, and a member of the senior management team of TMX Group until February 2018. In his roles with TMX Group, Mr. Thadaney was responsible for all equity listing and trading activity across the company's equities markets and alternative trading systems, including heading the Toronto Stock Exchange, TSX Venture Exchange, Alpha, TMX Select, and TSX Private Markets. He also oversaw TSX Trust - TMX Group's transfer agency and corporate trust services provider. Prior to joining TMX Group in 2015, Mr. Thadaney was Chief Executive Officer of ITG Canada Corp. (now Virtu Financial) since 2005, with responsibility for managing all aspects of the business, as well as a Member of ITG's Global Executive Committee. He joined ITG Canada as Director of Sales and Trading in 2000. Before his tenure at ITG, Mr. Thadaney was Vice-President, Business Development (Equities) at C.T. Securities Inc. (Canada Trust), which was later acquired by T.D. Securities Inc. (TD Bank) in 1999. Mr. Thadaney has been a board & committee member of a number of prominent businesses, industry associations, and registered charities, including: Bermuda Stock Exchange; CanDeal; Investment Industry Regulatory Organization of Canada (IIROC); Investment Industry Association of Canada; JA (Junior Achievement) Canada; Mount Sinai Hospital Asset Management Industry Hold'em for Life Charity (Co-Chair); Toronto Financial Services Alliance (now Toronto Finance International); Young Presidents Organization (Ontario Chapter); and the World Federation of Exchanges SME Advisory Board. Mr. Thadaney also currently serves as a senior advisor to a number of firms and a director on the boards of Coinsquare Inc., Tetra Trust Company and Agrinam Acquisition Corporation.

*Ms. Hilary Kramer*

Ms. Hilary Kramer is a former analyst and investment banker at Morgan Stanley and Lehman Brothers, founded and ran a long-short hedge fund, GreenTech Research LLC, and has been chief investment officer overseeing more than \$5 billion of debt and equity portfolios. Ms. Kramer served as the co-head and board member of a \$1.0 billion private equity fund jointly owned by Hicks, Muse that developed and invested in new programming content as well as serving on the advisory board of numerous companies including DirecTV International, Spalding and Evenflo. Ms. Kramer has served as a director to four publicly-traded companies and consults in family offices and institutions, such as Montgomery Asset Management, Freddie Mac, and families on the Forbes list of global billionaires ranging from Latin America to the Middle East. Ms. Kramer authors seven subscription-based investment newsletters and has a nationally syndicated investment radio show, Kramer's Millionaire Maker, on the Salem Network in 140 markets. In 2020, Ms. Kramer was awarded the Gracie Award for best syndicated national radio show. She is the author of *Ahead of the Curve* (Simon & Schuster 2007) and *The Little Book of Big Profits from Small Stocks* (Wiley 2012). Her latest book, *Game Changing Investing* (Regnery 2020) is on the best-selling lists at "The Wall Street Journal", "USA TODAY" and on Amazon.com. Ms. Kramer was a founding member of the Wall Street Journal Women in Business. In 2011, Ms. Kramer received the Certified Fraud Examiner (CFE) designation and has been an investigator and expert witness on compliance, board governance, executive compensation, portfolio structure and investment suitability cases. Ms. Kramer holds an MBA from the Wharton School of the University of Pennsylvania and a BA with honors from Wellesley College.

## **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**

Since the commencement of the Company's most recently completed financial year, the Company has not relied on the exemptions in Sections 2.4, 6.1.1(4), 6.1.1(5), or 6.1.1(6) or Part 8 of NI 52-110. Section 2.4 (*De Minimis Non-Audit Services*) 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 financial year in which the non-audit services were provided. Sections 6.1.1(5) *'Events Outside Control of Member'* and 6.1.1(6) *'Death, Incapacity or*

*Resignation'* provide exemptions from the requirement that a majority of the members of the Company's Audit Committee must not be executive officers, employees or control persons of the Company or of an affiliate of the Company. Part 8 (*Exemptions*) permits a company to apply to a securities regulatory authority or regulator for an exemption from the requirements of NI 52-110 in whole or in part.

### Pre-Approval Policies and Procedures

Formal policies and procedures for the engagement of non-audit services have yet to be formulated and adopted. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by the Board and the Audit Committee, on a case-by-case basis as applicable.

### External Auditor Service Fees

In the following table, "audit fees" are fees billed by the Company's external auditor for services provided in auditing the Company's annual financial statements for the subject year. "Audit-related fees" are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit review of the Company's financial statements. "Tax fees" are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning. "All other fees" are fees billed by the auditor for products and services not included in the foregoing categories. The aggregate fees billed by the Company's external auditor in the last two fiscal years, by category, are as follows:

Year Ended December 31 <sup>(1)</sup>	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
2022	\$700,000	\$23,000	22,193	\$0
2021	\$7,000	Nil	\$635	\$12,913
2020	\$7,000	Nil	\$5,775	Nil

(1) For the period from January 1 to December 31.

\*The data in the above table do not refer to the fees of similar services rendered by other external auditor in relation to the INX Group in the reporting years (before the completion of the merger)

### INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed elsewhere in this Information Circular, no: (a) director, proposed director or executive officer of the Company; (b) person or company who beneficially owns, directly or indirectly, Shares or who exercises control or direction of Shares, or a combination of both carrying more than ten percent of the voting rights attached to the Shares outstanding (each, an **"Insider"**); (c) director or executive officer of an Insider; or (d) associate or affiliate of any of the directors, executive officers or Insiders, 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, except with an interest arising from the ownership of Shares, where such person will receive no extra or special benefit or advantage not shared on a *pro rata* basis by all holders of the same class of Shares.

### MANAGEMENT CONTRACTS

During the year ended December 31, 2022, there were no management functions of the Company, which were, to any substantial degree, performed by persons other than the directors or executive officers of the Company, other than Triple-V (1999) Ltd., a corporation wholly-owned by Shy Datika and pursuant to which Mr. Datika provides his services as Chief Executive Officer of the Company.

### CORPORATE GOVERNANCE

#### General

National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("**NI 58-101**"), as adopted by the Canadian Securities Administrators, prescribes certain disclosure by the Company of its corporate governance practices. This disclosure is presented below.

#### Board of Directors

The Board facilitates its exercise of independent supervision over the Company's management through meetings of the Board.

Mr. Shy Datika and Mr. Alan Silbert are not considered to be independent as they are officers of the Company and Mr. David Weild, Mr. Nicholas Thadaney, Mr. Thomas Lewis, Ms. Demetra Kalogerou and Ms. Hilary Kramer are

considered to be independent in that they are independent and free from any interest and any business or other relationship which could or could reasonably be perceived to materially interfere with the respective director's ability to act with the best interests of the Company, other than the interests and relationships arising from being Shareholders.

### Directorships

The following table sets out information regarding other directorships presently held by directors of the Company with other reporting issuers (or the equivalent) in Canada or any foreign jurisdiction:

Name of Director	Names of Other Reporting Issuers	Securities Exchange
David Weild	INX Limited	US <sup>(1)</sup>
	BioSig	NASDAQ
	Scopus BioPharma	NASDAQ
Nicholas Thadane	INX Limited	US <sup>(1)</sup>
	Agrinam Acquisition Corp.	TSX
Thomas Lewis	INX Limited	US <sup>(1)</sup>
Alan Silbert	INX Limited	US <sup>(1)</sup>
Shy Datika	INX Limited	US <sup>(1)</sup>
Demetra Kalogerou	INX Limited	US <sup>(1)</sup>
	ECOMMBX Ltd	Central Bank of Cyprus
	Swissquote group holding Ltd	Six Swiss Exchange
Hilary Kramer	INX Limited	US <sup>(1)</sup>

(1) Reporting Issuer under US jurisdiction.

### Orientation and Continuing Education

New directors of the Company will be expected to participate in an initial information session on the Company in the presence of its senior executive officers to learn about, among other things, the business of the Company, its financial situation and its strategic planning. In addition, new directors will be furnished with appropriate documentation, providing them with information about, among other matters, the corporate governance practices of the Company, the structure of the Board and its committees, the Company's history, its activities, its corporate organization, the charters of the Board and its committees, the Company's articles and other relevant corporate policies.

The Company will encourage all directors to attend continuing education programs and intends to facilitate such continuing education of its directors by providing them with information on upcoming courses and seminars that may be relevant to their role as directors or hosting brief information sessions during Board meetings by invited external advisors. In addition, Company's management will periodically make presentations to the directors on various topics, trends and issues related to the Company's activities during meetings of the Board or its committees, which will be intended to help the directors to constantly improve their knowledge about the Company and its business.

### Ethical Business Conduct

The Company adopted on February 8, 2022, a written code of ethics applicable to all its employees, executive officers and directors (the "**Code of Ethics**"). Among other things, the Code of Ethics provides guidance on appropriate conduct within the organization amongst shareholders, customers, vendors and other third parties, as well as outlines the appropriate course of action to ensure regulatory compliance and avoid conflicts of interests, bribes and kickbacks, and other unethical practices. The purpose of the Code of Conduct is to establish a workspace with integrity and ethical standards, and it applies in addition to any legal, contractual obligations or regulatory obligations. The Chief Financial Officer is responsible for reporting any material issues relating to the Code of Ethics to the Audit Committee.

### Nomination of Directors

Management of the Company are in contact with individuals involved in the technology and blockchain sector. From these sources management has made a number of contacts and in the event that the Company requires any new directors, such individuals will be brought to the attention of the Board. Management will conduct reference and background checks on suitable candidates. New nominees generally must have public company board experience and a track record in business management, areas of strategic interest to the Company, the ability to devote the time required to carry out the obligations and responsibilities of a director and a willingness to serve in that capacity.

## Compensation Committee

The Company has a compensation committee (the "**Compensation Committee**") to assist the board of directors of the Company in fulfilling its responsibilities for compensation philosophy and guidelines, and fixing compensation levels for the Company's executive officers.

The members of the Compensation Committee, among other things:

- consider and recommend for approval by the Board the appointment of the executive officers of the Company;
- review existing management resources and plans for ensuring that qualified personnel will be available as required and to report on this matter to the Board;
- review and assess annually the performance of the Chief Executive Officer and other officers of the Company against pre-set specific corporate and individual goals and objectives;
- oversee and recommend for approval by the Board the executive compensation principles, policies, programs, grants of equity-based incentives and processes and specifically consider and recommend annually or as required;
- review the compensation discussion and analysis and related executive compensation disclosure for inclusion in the Company's public disclosure documents, in accordance with applicable rules and regulations; and
- review, monitor, report and where appropriate, provide recommendations to the Board on the Company's exposure to risks related to executive compensation policies and practices, if any, and identify compensation policies and practices that mitigate any such risk.

The Compensation Committee has the authority to engage outside counsel or other outside advisors as it deems appropriate to assist the Compensation Committee in the performance of its functions.

The Compensation Committee may also recommend to the Board further changes to the existing executive compensation regimes and severance pay practices, employment agreements for executive officers and adoption of stock ownership guidelines.

The members of the Compensation Committee of the Company include the following three directors: Mr. Thomas Lewis, Mr. Nicholas Thadane and Mr. David Weid, each of whom has a working familiarity with human resources and compensation matters.

The full text of the Compensation Committee charter (the "**Compensation Charter**") is attached as Schedule "C" to this Information Circular.

## Governance and Nominating Committee

The Company has a governance and nominating committee (the "**Governance and Nominating Committee**"). The overall purpose of the Governance and Nominating Committee is to develop and monitor the Company's approach to: (i) matters of governance, and (ii) the nomination of directors to the board of the Company. The members of the corporate Governance and Nominating Committee of the Company include the following three directors: Mr. Thomas Lewis, Mr. Nicholas Thadane and Ms. Hilary Kramer.

The full text of the Governance and Nominating Committee charter (the "**Governance and Nominating Committee Charter**") is attached as Schedule "D" to this Information Circular.

## Other Board Committees

The Board has no committees other than the Audit Committee, the Compensation Committee and the Governance and Nominating Committee.

## Assessments

The Board regularly monitors the adequacy and effectiveness of information given to directors, communications between the Board and management, and the strategic direction and processes of the Board and its committees.

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

Except as disclosed elsewhere in this Information Circular, no director or executive officer of the Company who was a director or executive officer since the beginning of the Company's last financial year, no proposed nominee for election as a director of the Company, or any associate or affiliate of any such directors, officers or nominees,



has any material interest, direct or indirect, by way of beneficial ownership of Shares or other securities in the Company or otherwise, in any matter to be acted upon at the Meeting other than the election of directors.

#### **ADDITIONAL INFORMATION**

Additional information relating to the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com). Shareholders may contact the Company at its registered office at #2900 - 550 Burrard Street Vancouver, BC V6C 0A3, to request copies of the Company's financial statements and related Management's Discussion and Analysis (the "**MD&A**"). Financial information is provided in the Company's comparative annual financial statements and MD&A for its most recently completed financial year and in the financial statements and MD&A for subsequent financial periods, which are available at [www.sedar.com](http://www.sedar.com).

#### **OTHER MATTERS**

Other than as set out in this Information Circular, management of the Company knows of no other matters to come before the Meeting. However, if any other matters that are not known to management should properly come before the Meeting, the accompanying form of proxy confers discretionary authority upon the persons named therein to vote on such matters in accordance with their best judgment.

## **APPROVAL OF THE BOARD OF DIRECTORS**

The contents of this Information Circular have been approved, and the delivery of it to each Shareholder entitled thereto and to the appropriate regulatory agencies has been authorized, by the Board.

Dated as of this 31<sup>st</sup> day of May, 2023.

**ON BEHALF OF THE BOARD OF DIRECTORS OF**

**THE INX DIGITAL COMPANY, INC.**

(signed) "Shy Datika"

Shy Datika

President, Chief Executive Officer and Director

**SCHEDULE "A"**

**THE INX DIGITAL COMPANY, INC.**

**MAJORITY VOTING POLICY**

**THE INX DIGITAL COMPANY, INC.**

**MAJORITY VOTING POLICY FOR ELECTION OF DIRECTORS**

**Approved by the Board of Directors  
January 10, 2022**

**THE INX DIGITAL COMPANY, INC.**

**This majority voting policy does not apply in respect of the election of directors at a contested meeting, meaning a meeting at which the number of directors nominated for election is greater than the number of seats available on the board.**

## **1. Definitions**

**“Board”** means the board of directors of The Inx Digital Company, Inc.

**“Contested Election”** means all other circumstances than an Uncontested Election.

**“Corporation”** means The Inx Digital Company, Inc.

**“Director”** means a member of the Board.

**“Majority of the Votes Cast”** means that the number of shares voted “for” a Director’s election exceeds 50% of total the number of Votes Cast with respect to that Director’s election.

**“NEO Exchange”** means Neo Exchange Inc.

**“Policy”** means this majority voting policy for election of Directors on the Board.

**“Uncontested Election”** means any shareholder meeting called for, either alone or with other matters, the election of Directors, with respect to which (i) the number of Director nominees for election is equal to the number of positions on the Board to be filled through the election to be conducted at such meeting and/or (ii) proxies are being solicited for such election of Directors solely by the Corporation.

**“Votes Cast”** means, with respect to that Director’s election, all votes express in favor or to withhold authority, but shall exclude abstentions and failures to vote with respect to that Director’s election.

## **2. Purpose**

The Board is committed to the principle that thorough review and consideration should be undertaken if Director nominees for election do not receive the vote of a majority of the shares voted in an Uncontested Election. The Board has, in light of the rules and policies of the NEO Exchange, adopted this Policy providing for majority voting in Director elections at any meeting of the Corporation’s shareholders where an Uncontested Election is held.

## **3. Policy Statement**

If a nominee for Director in an Uncontested Election of Directors does not receive the affirmative vote of at least the Majority of the Votes Cast at any meeting for the election of Directors at which a quorum has been confirmed (a **“Resigning Director”**), the Resigning Director must immediately tender his or her resignation to the Board.

For purposes of this Policy, in a Contested Election, a plurality vote standard will continue to apply.

If a majority of the members of the Board are Resigning Directors, then the Directors of the Board who received the vote of at least the majority of the votes cast (such Board members the “**Independent Members**”) may appoint a special committee amongst themselves to consider the resignations and recommend to the Board whether to accept them.

#### **4. Nominees for Directorship**

The Board shall nominate for election or re-election as Directors only candidates who agree to tender, promptly following such person’s failure to receive in an Uncontested Election the required vote for election or re-election, an irrevocable resignation that will be effective upon Board acceptance of such resignation.

#### **5. Decision by the Board**

The Independent Members of the Board shall consider the resignation and consider the action to be taken with respect to such offered resignation, which may include:

- (a) accepting the resignation;
- (b) maintaining the Resigning Director but addressing what the Board believes to be the underlying cause of the withheld votes;
- (c) resolving that the Resigning Director will not be re-nominated in the future for election; or
- (d) rejecting the resignation and explaining the basis for such determination.

The Board shall accept the resignation absent exceptional circumstances. The Board in making its decision, may consider any factors or other information that they consider appropriate and relevant, including but not limited to:

- (a) the underlying reasons why shareholders withheld their votes from such Resigning Director (if ascertainable);
- (b) any alternatives for curing the underlying cause of the withheld votes;
- (c) the Resigning Director’s tenure;
- (d) the Resigning Director’s qualifications;
- (e) the Resigning Director’s past and expected future contributions to the Corporation and Board;
- (f) the overall composition of the Board, including relative mix of skills and experience;
- (g) whether by accepting such resignation the Corporation would no longer be in compliance with any applicable law, rule, or regulation, or securities exchange listing or other governance requirements; and
- (h) whether or not accepting the resignation is in the best interest of the Corporation and its shareholders.

The Board will consider the tendered resignation and announce promptly by news release its decision whether or not to accept that resignation and the reasons for its decision (in the case that

the Board determines not to accept a resignation) no later than 90 days after the date of the relevant shareholders' meeting (and will provide a copy of the news release to the NEO Exchange or any other applicable regulatory authority).

If the Board accepts any tendered resignation in accordance with the this Policy, then the Board may (i) proceed to fill the vacancy through the appointment of a new Director, or (ii) determine not to fill the vacancy and instead decrease the size of the Board.

## **6. Rejection of Resignation**

If a Resigning Director's resignation is not accepted by the Board, such Director will continue to serve until the next annual meeting and until his or her successor is duly elected, or shall otherwise serve for such shorter time and under such other conditions as determined by the Board, considering all of the relevant facts and circumstances.

## **7. Contested Director**

Any Resigning Director who tenders his or her resignation pursuant to this Policy shall not participate in any portion of the meeting of the Board or any sub-committee of the Board at which the resignation is considered.

## **8. Disclosure of Policy and Form of Proxy**

The Corporation will describe the foregoing Policy in any management information circular.

Forms of proxy for the vote at a shareholder meeting where Directors are to be elected will enable shareholders to vote in favor of, or to withhold from voting, separately for each nominee.

## **9. Compliance with Law**

The Board may adopt such procedures as it deems necessary or advisable to assist it in determinations with respect to the implementation and administration of this Policy. To the extent any provision in this Policy conflicts with the Corporation's constating documents or applicable law, such provision in the constating documents or applicable law, as applicable, will govern.

*[Remainder of page intentionally left blank]*

**THE INX DIGITAL COMPANY, INC.**

By: “Shy Datika”  
Shy Datika, President and Chief Executive  
Officer, Director



**SCHEDULE "B"**  
**THE INX DIGITAL COMPANY, INC.**  
**AUDIT COMMITTEE CHARTER**

**THE INX DIGITAL COMPANY, INC.**  
**CHARTER OF THE AUDIT COMMITTEE**  
**OF THE BOARD OF DIRECTORS**  
(the “Charter”)

If any provision of this Charter contradicts the applicable requirements under applicable law, then the terms and provisions of the applicable law shall prevail.

**I. PURPOSES.**

The purposes of the audit committee (the “Audit Committee”) of the board of directors (the “Board”) of The INX Digital Company, Inc. (the “Company”) shall be as provided under applicable law, and subject to the provisions of applicable law, to:

1. Oversee the accounting and financial reporting processes of the Company and audits of the financial statements of the Company, including considering and making recommendations to the Board with respect to the financial statements, reviewing and discussing the financial statements and presenting its recommendations with respect to the financial statements to the Board prior to the approval of the financial statements by the Board;
2. Recommend to the Board to recommend to the shareholders of the Company to appoint and approve the compensation of the independent registered public accounting firm engaged to audit the Company’s financial statements, including oversight of the independent registered public accounting firm and recommending the engagement, compensation or termination of engagement of the independent registered public accounting firm to the Board;
3. Recommend the terms of audit and non-audit services provided by the independent registered public accounting firm for pre-approval by the Board;
4. Oversee and monitor (i) the integrity of the Company’s financial statements, (ii) the Company’s compliance with legal and regulatory requirements as they relate to financial statements or accounting matters, (iii) the independent registered public accounting firm’s qualifications, independence and performance, and (iv) the Company’s internal accounting and financial controls;
5. Provide the Board with the results of its monitoring and recommendations derived therefrom;
6. Review and monitor, if applicable, legal matters with significant impact, finding of regulatory authorities’ findings, receive reports regarding irregularities and legal compliance, acting according to “whistleblower policy” and recommend to the Board if so required, and oversee the Company’s policies and procedures regarding compliance to applicable financial and accounting related standards, rules and regulations;
7. Provide to the Board such additional information and materials as it may deem necessary to make the Board aware of significant financial matters that require the attention of the Board;

8. Monitor deficiencies in the management of the Company, inter alia, in consultation with the independent registered public accounting firm and internal auditor, and advise the Board on how to correct the deficiencies;
9. Decide whether to approve and recommend to the Board to approve engagements or transactions that require audit committee approval under applicable law, relating generally to certain related party transactions;
10. Decide whether to approve certain related party transactions or transactions in which a Board member or other Officers of the Company has a personal interest and whether such transaction is material to the Company;
11. Meet and receive reports from both the internal auditors and independent registered public accounting firm dealing with matters that arise in connection with their audits; and
12. Conduct any investigation appropriate to fulfilling its responsibilities, and have direct access to the independent registered public accounting firm as well as anyone in the organization;
11. Prepare any report required to be included under applicable law, or that the Company otherwise elects to include, in the Company's information circular for the annual meeting of the Company's shareholders.

In addition, the Audit Committee will undertake those specific duties and responsibilities required under the rules and regulations of any future marketplace on which its securities are to be listed, and such other duties as the Board may from time to time prescribe.

The purposes and provisions specified in this Charter are meant to serve as guidelines, and the Committee is delegated the authority to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities.

Unless otherwise prescribed in this Charter, the rules and procedures applicable to the operation of the Board shall apply to the operation of the Committee with any necessary changes. Nothing herein is intended to expand applicable standards of liability under applicable law for directors of a corporation.

## **II. MEMBERSHIP.**

Subject to applicable law concerning the appointment and qualifications required from the Audit Committee members, such members will be appointed by, and will serve at the discretion of, the Board. The Audit Committee will consist of at least three members of the Board. Members of the Audit Committee must meet the following criteria (as well as any other criteria required by applicable law):

1. Each member will be an independent director, in accordance with National Instrument 52-110-*Audit Committee* (“**NI 52-110**”) and the independence standard that is applied under to non-investment company issuers under Rule 10A-3 of the Exchange Act;
2. Each member will be financially literate and will be able to read and understand fundamental financial statements, in accordance with the Securities Exchange Commission (the “SEC”) regulations and NI 52-110;

3. No member has participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years; and
4. At least one member of the Committee shall be an "audit committee financial expert" consistent with SEC rules and regulations.

To the extent required and subject to the provisions of NI 52-110 concerning the appointment and qualifications required from Audit Committee members, unless otherwise determined or there is continuity in office, the Board shall annually appoint the members of the Audit Committee as soon as practical after the Company's annual meeting of shareholders, and the Audit Committee members may elect a chairman.

Without limiting the foregoing, the following persons may not serve on the Audit Committee:

1. Any controlling shareholder or a relative of such a person;
2. Any person who has any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Audit Committee;
3. Any member of the Board who is employed by the Company, by a controlling shareholder of the Company or by a corporation under the control of any such controlling shareholders or executive in the Company; and
4. Any member of the Board who provides services to the Company (other than as a Board member), to any controlling shareholder thereof, or to a corporation under the control of a controlling shareholder.

Subject to applicable law, (i) Committee members shall be appointed by and serve at the discretion of the Board, (ii) Committee members shall serve until their successors are duly designated and qualified, (iii) any member of the Committee may be removed at any time, with or without cause, by a resolution of the Board, and (iv) any vacancy on the Committee occurring for any cause whatsoever may be filled by a resolution of the Board.

Subject to applicable law, the Committee's Chairperson shall be designated by the Board. A majority of the members of the Committee present shall constitute a quorum for the transaction of business, and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee.

### **III. RESPONSIBILITIES.**

The responsibilities of the Audit Committee shall include the following:

1. Reviewing on a continuing basis the adequacy of the Company's system of internal controls, including meeting periodically with the Company's management and the independent registered public accounting firm to review the adequacy of such controls, and to review before release the disclosure regarding such system of internal controls required under applicable law to be contained in the Company's periodic filings and the attestations or reports by the independent registered public accounting firm relating to such disclosure (to the extent such attestations or reports are required under applicable law);
2. Pre-approving audit and non-audit services provided to the Company by the independent registered public accounting firm. The Audit Committee shall consult with management but

shall not delegate these responsibilities to management. The Audit Committee shall also review and approve disclosures relating to fees and non-audit services required to be included in any disclosure documents required under applicable law. Subject to the Board and shareholder approval if and to the extent required by applicable law, the Audit Committee shall have the authority to approve all audit engagement fees and terms and all non-audit engagements, as may be permissible, with the independent registered public accounting firm and to establish pre-approval policies and procedures for the engagement of independent accountants to render services to the Company, including a delegation of authority to one or more of its members. The pre-approval of auditing and non-auditing services can be carried out with input from, but no delegation of authority to, management;

3. Reviewing on a continuing basis the activities, organizational structure and qualifications of the Company's internal audit/financial control function;
4. Reviewing and providing guidance with respect to the independent audit and the Company's relationship with its independent registered public accounting firm by (i) reviewing the independent registered public accounting firm's proposed audit scope and approach; (ii) obtaining on a periodic basis a formal written statement from the independent registered public accounting firm regarding relationships and services with the Company which may impact independence and presenting this statement to the Board; (iii) actively engaging in a dialogue with the independent registered public accounting firm with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent registered public accounting firm and recommending that the Board take appropriate action to satisfy itself with regard to the registered public accounting firm's independence; (iv) discussing with the Company's independent registered public accounting firm the financial statements and audit findings, including any significant adjustments, management judgments and accounting estimates, significant new accounting policies and disagreements with management and any other matters required to be discussed by applicable auditing standards; (v) reviewing reports submitted to the Audit Committee by the independent registered public accounting firm in accordance with any applicable law; and (vi) meeting periodically (not less than annually) in separate executive sessions with the Company's independent auditor;
5. Reviewing and evaluating the qualifications, performance and independence of the Company's independent registered public accounting firm; and of members of the independent auditor's team, in particular, the lead audit partner and the reviewing partner. Discussing with management the timing and process for the rotation of the lead audit partner and the reviewing partner as required by applicable law and rules.
6. Reviewing with management and the Company's independent registered public accounting firm such accounting policies (and changes therein) of the Company, including any financial reporting issues and financial reporting pronouncements and proposals which could have a material impact on the Company's financial statements, as are deemed appropriate for review by the Audit Committee prior to any interim or year-end filings with the SEC, any securities commission in Canada, or any other regulatory body;
7. Reviewing and discussing with management and the independent registered public accounting firm the annual audited financial statements and quarterly unaudited financial statements, prior to filing (or submission, as the case may be), to the extent required, with the SEC (whether filed as part of a Form 20-F, 10-K, or 10-Q or filed or submitted under cover of Form 6-K) or any securities commission in Canada;

8. Conducting a post-audit review of the financial statements and audit findings, including any significant suggestions for improvements provided to management by the independent registered public accounting firm;
9. Reviewing before release the unaudited interim (quarterly/semi-annual) operating results and annual audited operating results in the Company's interim (quarterly/semi-annual) earnings release;
10. Reviewing before release the disclosure regarding the Company's system of accounting and internal controls required under applicable law to be contained in the Company's periodic filings and the attestations or reports, if required under applicable law, by the independent registered public accounting firm relating to such disclosure;
11. Overseeing compliance with the requirements of applicable law for disclosure of registered public accounting firm's services and Audit Committee members, member qualifications and activities;
12. Receiving periodic reports from the Company's independent registered public accounting firm and management of the Company to review (i) the selection, application and disclosure of the Company's significant accounting policies and to assess the impact of other financial reporting developments that may have a bearing on the Company; (ii) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management of the Company, ramifications of the use of alternative disclosures and accounting treatments and the accounting treatment preferred by the independent auditor; and (iii) other material written communications between the independent auditor and management, including any management letter or schedule of adjusted differences;
13. Discuss with management generally the types of financial information (including earnings guidance) to be disclosed in earnings press releases and earnings calls, as well as to analysts and rating agencies.
14. Reviewing with management and the independent registered public accounting firm the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements;
15. Reviewing with management and the independent registered public accounting firm any correspondence with regulators or governmental agencies and any employee complaints or published reports that raise material issues regarding the Company's financial statements, internal controls, auditing matters, or accounting policies;
16. Enforcing the Company's independent registered public accounting firm's accountability to the Audit Committee and instructing the independent registered public accounting firm that they are to directly report to the Audit Committee. The Audit Committee shall be responsible for the resolution of any disagreement between management and the registered public accounting firm regarding financial reporting, for the purpose of preparing or issuing an audit report or related work;
17. Reviewing the findings of any examination by regulatory agencies regarding the Company's financial statements or accounting policies;
18. Reviewing, in conjunction with counsel, any legal matters that could have a significant impact on the Company's financial statements;
19. Reviewing the Company's policies relating to the avoidance of conflicts of interest and reviewing past or proposed transactions between the Company, members of the Board and management as well as internal control policies and procedures with respect to officers' use of

expense accounts and perquisites, including the use of corporate assets. The Audit Committee shall consider the results of any review of these policies and procedures by the Company's independent registered public accounting firm;

20. Meeting periodically (not less than annually) in separate executive sessions with the Company's chief financial officer and chief executive officer;
21. Recommending to the Board the retention and termination of the internal auditor, and the internal auditor's engagement fees and terms, in accordance with applicable law;
22. Approving the yearly or periodic work plan proposed by the internal auditor;
23. Reviewing and discussing the work of the internal auditor on a quarterly/semi-annually/other periodic basis;
24. Reviewing whether the Company should implement an internal audit function consisting of employees of the Company and, if so, review the internal audit function, including its independence, effectiveness, proposed control review plans and resources for the coming year (determining whether the internal auditor has sufficient resources and tools to dispose of its responsibilities, taking into consideration the Company's special needs and size), and the coordination of such plans with the independent public accountant;
25. Reviewing any auditing or accounting issues concerning the Company's employee benefit plans;
26. If necessary, instituting special investigations relating to financial statements or accounting policies with full access to all books, records, facilities and personnel of the Company;
27. As appropriate, obtaining advice and assistance from outside legal, accounting or other advisors, and retaining such persons to provide such services. The Company shall provide appropriate funding to the Audit Committee to pay the advisors;
28. Reviewing and approving in advance any proposed related party transactions involving an a director or other officer of the Company that may present a conflict of interest between the duties of such officer to the Company and his or her personal interests, in each case in accordance with applicable law or as referred by the Board (each, a "Related Party Transaction"). In order to assist it in carrying out such role, the Committee may apply criteria for classification of transactions and actions as extraordinary transactions and material actions and shall classify certain transactions or actions accordingly, and, if involving conflicts of interests or Related Party Transactions, shall review and consider their approval, in accordance with applicable law;
29. Establishing and maintaining free and open means of communication between the Audit Committee, the Company's independent registered public accounting firm, the Company's internal audit/financial control department and management with respect to auditing and financial control matters, including providing such parties with appropriate opportunities to meet privately with the Audit Committee;
30. Establishing procedures for receiving, retaining and treating complaints received by the Company regarding accounting, internal accounting controls or auditing matters and procedures for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters;
31. Reviewing and assessing on an annual basis the adequacy of its own charter, structure, processes and membership requirements;

32. Determining the appropriate funding to be provided by the Company for payment of compensation to any legal, accounting or other advisors employed by the Audit Committee;
33. Reviewing and discussing periodically with management all material off-balance sheet transactions, arrangements, obligations (including contingent obligations) and other relationships of the Company with unconsolidated entities or other persons, that may have a material current or future effect on financial condition, changes in financial condition, results of operations, liquidity, capital resources, capital reserves or significant components of revenues or expenses;
34. Inquiring about the application of the Company's accounting policies and its consistency from period to period, and the compatibility of these accounting policies with generally accepted accounting principles, and (where appropriate) the Company's provisions for future occurrences which may have a material impact on the financial statements of the Company;
35. Discussing periodically with the independent registered public accounting firm, without management being present, (i) their judgments about the quality, not just the acceptability of the Company's accounting principles and financial disclosure practices, as applied in its financial reporting, and (ii) the completeness and accuracy of the Company's financial statements;
36. At least annually, reviewing and discussing with management (i) the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures (including management's risk assessment and risk management policies including its investment policies and performance for cash and short-term investments); and (ii) the processes followed for assessment of internal control over financial reporting under applicable law, the disclosure regarding such assessment and any attestation by the independent auditor thereon, to the extent applicable to the Company;
37. Discuss with the independent auditor the matters required by applicable law relating to the conduct of the audit, to the extent applicable to the Company's financial statements, including any difficulties encountered in the course of the audit effort, restrictions on the scope of procedures or access to requested information and any significant disagreements with management;
38. Prepare a "Report of the Audit Committee" to be included in the Company's annual information circular, if the Company is then subject to the U.S. proxy rules;
39. Review and monitor, as appropriate, (i) litigation or other legal matters that could have a significant impact on the Company's financial results; (ii) significant findings of any examination by regulatory authorities or agencies, in the areas of securities, accounting or tax; and (iii) the Company's disclosure controls and procedures. The Committee shall be fully entitled to rely on reports that it receives and shall be under no obligation to conduct any independent investigation or verification;
40. Receive reports of suspected business irregularities and legal compliance issues through periodic and, when appropriate, immediate reporting by members of the Company's management, legal counsel, the independent or internal auditor or pursuant to any "whistleblower policy" adopted by the Committee. In the event that the Committee is informed of any irregularities, it will suggest to the Board remedial courses of action. The Committee shall be fully entitled to rely on reports that it receives and shall be under no obligation to conduct any independent investigation or verification, including reviewing and monitoring, if applicable, legal matters with significant impact, finding of regulatory authorities' findings, receive reports regarding irregularities and legal compliance, acting according to



“whistleblower policy” and recommend to our Board of Directors if so required, and oversee our policies and procedures regarding compliance to applicable financial and accounting related standards, rules and regulations;

41. Oversee the Company's policies and procedures regarding compliance with applicable financial and accounting related standards, rules and regulations;
42. Reviewing and approving any material change or waiver in the Company's ethics codes regarding directors or senior executive officers, and disclosures made in the Company's annual report in such regard;
43. Overseeing the hiring policies for partners, employees and former partners and employees of the present and former independent registered public accounting firm, so that such hiring shall be in compliance with any applicable laws and regulations; and
44. Performing such additional activities and consider such other matters within the scope of its responsibilities or duties according to applicable law and/or as the Audit Committee and/or the Board deems necessary or appropriate.

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with U.S. generally accepted accounting principles, International Financial Reporting Standards or such other accounting standards adopted by the Company, and applicable rules and regulations.

#### **IV. MEETINGS.**

The Audit Committee will meet as often as it determines, but not less frequently than once in each financial year.

The Audit Committee, in its discretion, will ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary. The Audit Committee will, at such times as it deems appropriate, meet separately with the chief executive officer and separately with the chief financial officer of the Company at such times as are appropriate to review the financial affairs of the Company. The Audit Committee will meet periodically in separate executive session with the independent registered public accounting firm as well as any financial controllers of the Company, at such times as it deems appropriate to fulfill the responsibilities of the Audit Committee under this charter.

The independent registered public accounting firm shall be invited to every meeting of the Audit Committee that relates to the financial statements of the Company. The internal auditor shall be invited to all Audit Committee meetings. In addition, the internal auditor may request that the chairperson of the Audit Committee convene a meeting to discuss a particular issue, and the chairperson shall convene the Audit Committee within a reasonable period of time, if the chairperson finds it appropriate to do so.

Notwithstanding the foregoing, any person who is, pursuant to applicable law, prohibited from serving as a member of the Committee, shall not be present at any meeting of the Committee (during its discussions or its decision making), unless the Committee's Chairperson has determined that such person is required during the presentation of a certain topic to the Committee, provided, however, that an employee of the Company, who is not a controlling shareholder or relative thereof, is permitted to be present for the discussions, but not the decision making, that take place at a meeting, and provided,

furthermore, that the Company's legal counsel and the Company's secretary, who are not controlling shareholders or relatives thereof, are permitted, if the Committee so requests, to be present at a meeting (during discussions or decision making).

The Company's internal auditor shall be provided with notices of all meetings of the Committee, and the Company's independent auditor shall be provided with notice of meetings in which a matter related to the audit of the financial statements or a discussion of the interim (quarterly/semi-annual) results of operation of the Company is to be discussed, and shall be entitled to attend such meetings, subject to a determination by the Committee to exclude it from all or any part of the meeting to the extent permitted under applicable law. The internal auditor may request that the Committee's Chairperson call a meeting in order to discuss a matter detailed in his or her request for a meeting, and the Chairperson shall call the meeting within a reasonable time, if the Chairperson deems fit, at his or her discretion.

The Committee shall have the power to retain, without Board approval and at the Company's expense, the services of outside counsel and other experts and consultants to assist the Committee in connection with its responsibilities and shall have the sole authority to approve such firms' fees and other retention terms.

## **V. MINUTES.**

The Audit Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

## **VI. COMPENSATION.**

Members of the Audit Committee may receive compensation for their service as Audit Committee members, subject to the provisions of applicable law.

Members of the Audit Committee may not receive any compensation from the Company except the fees that they receive for service as members of the Board or any committee thereof.

## **VII. REPORTING**

The Committee will apprise the Board regularly of its decisions and recommendations and of significant developments in the course of performing the above responsibilities and duties. Without derogating from the aforesaid, the Committee shall submit any recommendation or resolution which is subject to Board approval a reasonable time prior to the contemplated Board meeting.

## **VIII. DELEGATION OF AUTHORITY.**

Subject to the provisions of applicable law, the Audit Committee may delegate to one or more designated members of the Audit Committee the authority to pre-approve audit and permissible non-audit services, provided such pre-approval decision is presented to the full Audit Committee at its first scheduled meeting following such pre-approval.

**SCHEDULE "C"**

**THE INX DIGITAL COMPANY, INC.**

**COMPENSATION COMMITTEE CHARTER**

# **The INX Digital Company, Inc.**

## **CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS** (the “Charter”)

*Approved by the Board of Directors of The INX Digital Company, Inc. on February 8, 2022*

If any provision of this Charter contradicts the applicable requirements under Canadian Law (as further defined), then the terms and provisions of the Canadian Law shall prevail.

### **PURPOSES:**

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of The INX Digital Company, Inc. (the “Company”) shall be (i) to assist the Board in setting the compensation of the Company’s executive officers. In addition, the Committee shall review the performance of management and make recommendations to the Board on matters relating to their remuneration and terms of employment, review and evaluate the compensation plans, policies and programs of the Company, and make recommendations to the Board and shareholders of the Company relating to compensation to be provided to directors, and, if applicable, executive officers; (ii) assist the Board in administering the Company's equity incentive plan; and (iii) review all disclosure of executive compensation, including compensation philosophy, prior to public release and prepare any executive compensation report required by regulatory requirements for inclusion in the Company’s annual report, proxy statement, information circular or other regulatory filings, to the extent required under applicable securities laws and the rules and regulations promulgated thereunder. The Committee has the authority to undertake the specific duties and responsibilities listed below and will have the authority to undertake such other specific duties as the Board from time to time prescribes, subject to any limitations set under the *Business Corporations Act* (British Columbia), the *Securities Act* (British Columbia) and under any other Canadian substantive law (the “Canadian Law”), and subject to the provisions of Canadian Law and any applicable law.

This Charter shall not derogate from nor supersede, and instead will be read in conjunction with, any terms set forth under Company’s internal compensation policies, as adopted by the Committee or the Board from time to time. If any term of this Charter contradicts the requirements under the Canadian Law, then Canadian Law will prevail.

The purposes and further provisions specified in this Charter are meant to serve as guidelines, are subject to applicable law, and the Committee is delegated the authority to adopt such additional procedures and standards as it deems necessary or advisable from time to time to fulfill its responsibilities. Unless otherwise prescribed in this Charter, the Notice of Articles of the Company or applicable law, the rules and procedures applicable to the operation of the Board shall apply to the operation of the Committee with any necessary changes. Nothing herein is intended to expand applicable standards of liability under Canadian Law, the laws of Gibraltar or U.S. federal law for directors of a corporation.

### **MEMBERSHIP:**

The Committee will be appointed by, and will serve at the discretion of the Board. The Committee shall consist of as many members as the Board shall determine, but in any event no fewer than three

(3) members. The members of the Committee shall be independent in accordance with the independence standard under section 1.4 of National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (an “Independent Director”). All members of the Committee must also be Board members. Any director who is employed by the Company, by a controlling shareholder or by a corporation controlled by a controlling shareholder, or any director who otherwise provides the Company, a controlling shareholder or a corporation controlled by a controlling shareholder with services on a regular basis (other than in his/her capacity as a Board member) or whose main livelihood is dependent on a controlling shareholder, nor a controlling shareholder or any relative thereof, shall be members of the Committee.

The members of the Committee must meet the independence requirements of any exchange listing rules (to the extent relevant to the Company). In determining whether a director is eligible to serve on the Committee, the Board shall also consider (i) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Company to such director, and (ii) whether the director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company to determine whether such affiliation would impair the director’s judgment as a member of the Committee. Compensatory fees shall not include: (A) fees received as a member of the Committee, the Board or any other Board committee; or (B) the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Company (provided that such compensation is not contingent in any way on continued service). Subject to applicable law (i) Committee members shall be appointed by and serve at the discretion of the Board, (ii) Committee members shall serve until their successors are duly designated and qualified, (iii) any member of the Committee may be removed at any time, with or without cause, by a resolution of the Board, and (iv) any vacancy on the Committee occurring for any cause whatsoever may be filled by a resolution of the Board.

Unless otherwise determined or there is continuity in office, the Board shall annually appoint the members of the Committee and elect the Chair of the Committee, as soon as practical after the Company’s annual meeting of shareholders shall not hold such position for a period exceeding nine years.

## **RESPONSIBILITIES:**

The responsibilities of the Committee shall include the following:

1. Without derogating from the Committee's obligations under Canadian Law, the Committee shall annually review and recommend to the Board, for the chief executive officer (“CEO”) and other executive officers of the Company (a) the annual base compensation as employee or other structure of engagement, (b) the annual incentive bonus, including the specific goals and amount, (c) equity and/or token compensation, (d) employment agreements, severance arrangements, and change in control agreements/provisions, and (e) any other benefits, compensation, compensation policies or arrangements. In reviewing and recommending such matters, the Committee shall consider such matters as it deems appropriate, including the Company’s financial and operating performance, the alignment of the interests of the executive officers and the Company’s shareholders, the performance of the Company’s securities and the Company’s ability to attract and retain qualified individuals, and in each case taking into account any compensation practices or policies of the Company.

2. The Committee shall annually review and make recommendations to the Board regarding the compensation policy for officers of the Company as directed by the Board and based on relevant data and information provided to it.
3. The Committee shall act as Plan Administrator (as defined therein) of the Company's equity compensation plans (to the extent allowed by applicable law and the relevant plan) and any subsequent employee benefit plans adopted and approved by the Company's Board and shareholders, if appropriate. In its administration of the plans, the Committee may, pursuant to authority delegated by the Board, exercise all rights, authority and functions of the Board under all of the Company's equity compensation plans, including without limitation, the authority to interpret the terms thereof, to grant options thereunder and to make stock and/or token awards thereunder; provided, however, that, except as otherwise expressly authorized to do so by a plan or resolution of the Board, the Committee shall not be authorized to amend any such plan. The Committee shall also make recommendations to the Board with respect to equity incentive plans and, amendments to the plans, including changes in the number of shares reserved for issuance thereunder.
4. The Committee may review and make recommendations to the Board regarding other plans that are proposed for adoption or adopted by the Company for the provision of compensation to employees of, directors of and consultants to the Company.
5. The Committee may recommend a compensation philosophy, strategy and plan to the Board. In recommending such matters, the Committee shall consider and refer to the following criteria, in accordance with Canadian Law and any other applicable laws: (a) the executive officer's education, skills, expertise, professional experience and achievements, (b) the executive officer's position, responsibilities and his or her previous compensation arrangements, (c) the ratio between the executive officer's office and employment terms and the salary of other Company employees and contractors, and in particular the ratio between the average salary and the median salary of such employees and the effect of differences between such on work relations in the Company, (d) if office and employment terms include variable components - the possibility of reducing such variable components at the discretion of the Board and the possibility of setting a limit to the realizable value of variable components of equity which are non-cash disposed, (e) if office and employment terms include a severance arrangement - the officer's term of office or employment, the office and employment terms during this period, the Company's performance during this period, the officer's contribution to achieve Company goals and for maximizing profits and circumstances of retirement.
6. The Committee shall approve (subject to additional required Board approvals if any and applicable law) the employment terms and compensation of executive officers as required under Canadian Law and shall further approve any exemption from the need to obtain shareholders' approval with respect to employment terms and compensation of a potential officers, in accordance with Canadian Law, evaluating the performance of the CEO and other officers in light of such goals and objectives, and determining the compensation of the officers of the Company based on such evaluation.

7. The Committee shall determine whether to approve transactions with officers that include employment or retention terms that require approval of the Company's organs as set under Canadian Law.
8. The Committee shall oversee compliance with the compensation reporting requirements of Canadian securities laws to the extent applicable.
9. The Committee may authorize the repurchase of shares, options or tokens from terminated employees or former directors or consultants subject to additional required Board approvals if any, and applicable law.
10. The Committee shall review any issues concerning the legal compliance and maintenance of the Company's employee benefit plans.
11. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

#### **MEETINGS:**

The Committee shall meet as often as necessary to carry out its responsibilities.

The Committee Chairman shall preside at each meeting. In the event the Committee Chairman is not present at a meeting, the Committee members present at that meeting shall designate one of its members as the acting chair of such meeting. Those who may not be members of the Committee shall not be present at Committee meetings during discussion and resolution-making, unless the Committee Chairman has determined such individual is required for the presentation of a certain topic. However – (a) a Company employee who is not a controlling shareholder or its relative may be present at Committee meetings during discussion, so long as the resolution be made in his absence; (b) without derogating from section (a) above, the legal counsel and Company's secretary who are not a controlling shareholder or its relative may be present at Committee meetings during discussion and resolution-making. The CEO shall not be present during voting or deliberations on his or her compensation.

The chairman of the Committee shall develop and set the Committee's agenda, in consultation with other members of the Committee, the Board and Company management. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent practicable, be communicated to the members of the Committee sufficiently in advance of each meeting to permit meaningful review.

At least once a year the Committee will consider equity compensation plans, performance goals and incentive awards, and the overall coverage and composition of the compensation package to the Company's executive officers.

A majority of the Committee members shall constitute a quorum. The action of a majority of those present at a meeting, at which a quorum is present, shall be the act of the Committee.

Subject to applicable law, the Committee may delegate its authority to subcommittees established from time to time by the Committee. Such subcommittees shall consist of one or more members of the Committee or the Board and shall report to the Committee.

**MINUTES:**

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

**REPORTS:**

The Committee will provide written reports to the Board regarding recommendations of the Committee submitted to the Board for action.

Any decisions or recommendations made by the Committee and requiring the Board's approval shall be communicated to the members of the Board sufficiently in advance before the Board's meeting in order to permit meaningful review. In the event of any extraordinary and material findings within the scope of the Committee's duties, the chairman of the Committee shall without delay inform the chairman of the Board of such findings.

**AUTHORITY:**

The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser and shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser retained by the Committee. The Committee shall have sole authority to approve the payment of reasonable compensation to a compensation consultant, legal counsel or other adviser retained by the Committee, and other retention terms, and the Company shall provide for the funding for such compensation. Subject to the foregoing authority, the Committee may select, or receive advice from a compensation consultant, legal counsel or other adviser to the Committee (other than in-house legal counsel) only after taking into consideration the factors regarding independence assessments of compensation advisers (if relevant), which factors are, as of the date of adoption of this charter, as follows:

- (a) The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
- (b) The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenues of the person that employs the compensation consultant, legal counsel or other adviser;
- (c) the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- (d) any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
- (e) any stock of the Company owned by the compensation consultant, legal counsel or other adviser; or
- (f) any business or personal relationship of the compensation consultant, legal counsel or other adviser or the person employing the adviser with an executive officer of Company;



provided, however, that the Committee need not conclude that the compensation consultant, legal counsel or other adviser is independent after considering such factors; and provided, further, that the Committee need not consider such factors if an adviser's role is limited to either (i) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company and is available to all salaried employees of the Company and/or (ii) providing information that either is not customized for the Company or that is customized based on parameters that are not developed by the adviser, and about which the adviser does not provide advice.

The Committee may form and delegate authority to subcommittees when appropriate, subject to applicable law.

**COMPENSATION:**

Members of the Committee may receive compensation for their service as Committee members, subject to applicable law.

**REVIEW:**

The Committee shall from time to time review and assess the adequacy of this Charter (including the structure, processes and membership requirements of the Committee) and recommend any proposed changes to the Board for approval. In addition, the Committee shall annually review its own performance.

**SCHEDULE "D"**

**THE INX DIGITAL COMPANY, INC.**

**GOVERNANCE AND NOMINATING COMMITTEE CHARTER**

## **The INX Digital Company, Inc.**

### **CHARTER OF THE GOVERNANCE AND NOMINATING COMMITTEE (the “Committee”)**

*Approved by the Board of Directors of The INX Digital Company, Inc. on February 8, 2022*

1. The Committee is a standing committee of the Board of Directors of the Company (the “Board”) charged with assisting the Board in fulfilling its responsibility to:
  - 1.1 establish the Company’s corporate governance policies and practices generally;
  - 1.2 identify individuals qualified to become members of the Board; and
  - 1.3 review the composition and effectiveness of the Board.
2. The Committee membership shall be structured as follows:
  - 2.1 The Board shall annually appoint a minimum of three directors to the Committee all of whom shall be directors of the Company who are independent as defined in National Instrument 52-110 – *Audit Committees*, unless otherwise determined by the Board.
  - 2.2 The members of the Committee shall have appropriate post-secondary education and professional training including as a lawyer, professional accountant, or other relevant professional qualifications.
  - 2.3 Members of the Committee shall typically be appointed at the first meeting of the Board held following each annual meeting of the shareholders of the Company.
  - 2.4 A member may resign or be removed from the Committee at any time and thereafter shall be replaced by the Board. A member of the Committee will automatically cease to be a member at such time as that individual ceases to be a director of the Company.
3. The Committee shall be responsible to:
  - 3.1 approve all transactions involving the Company and “related parties” (collectively, “Related Party Transactions”) and if required by the Board, to monitor any Related Party Transactions and report to the Board on a regular basis regarding the nature and extent of the Related Party Transactions;
  - 3.2 monitor the appropriateness of implementing structures from time to time to ensure that the directors can function independently of management;
  - 3.3 respond to, and if appropriate, to authorize requests by, individual directors to engage outside advisors at the expense of the Company;

- 3.4 develop the process for the assessment of the Board;
  - 3.5 oversee the assessment of the functioning of the Board, its committees and individual directors on an annual basis;
  - 3.6 consider on a regular basis the appropriate size of the Board;
  - 3.7 identify and recommend to the Board from time to time new nominees as directors of the Company, based upon the following considerations:
    - 3.7.1 the competencies and skills necessary for the Board as a whole to possess;
    - 3.7.2 the competencies and skills necessary for each individual director to possess;
    - 3.7.3 the competencies and skills each existing director possesses;
    - 3.7.4 competencies and skills which each new nominee to the Board is expected to bring; and
    - 3.7.5 whether the proposed nominees to the Board will be able to devote sufficient time and resources as a director to the Company;
  - 3.8 developing and recommending to the Board policies regarding Board diversity;
  - 3.9 review and assess the orientation and education program for new appointees to the Board and identify appropriate continuing education opportunities for all directors;
  - 3.10 oversee the development of the Company's approach to corporate governance, including, developing, reviewing and approving the Company's key corporate governance policies, in compliance with regulatory requirements and current best practice; and
  - 3.11 review and approve the annual disclosure of the Company's corporate governance practices in accordance with applicable legal requirements, including the requirements of National Instrument 58-101 – *Disclosure of Corporate Governance Practices*.
4. The Chair of the Committee
- 4.1 The Board shall in each year appoint a chair of the committee ("Chair") from among the members of the Committee. In the Chair's absence, or if the position is vacant, the Committee may select another member to act as interim Chair.
  - 4.2 The Chair shall be responsible to ensure the Committee meets regularly and performs its duties as set out herein and to report to the Board on the activities of the Committee.

5. The meetings of the Committee shall proceed as follows:
  - 5.1 The Chairman will appoint a secretary who will keep minutes of all meetings (the “Secretary”). The Secretary does not have to be a member of the Committee or a director and can be changed by simple notice from the Chair. The approved minutes of the Committee shall be circulated to the Board forthwith and shall be duly entered in the books of the Company.
  - 5.2 No business shall be transacted by the Committee unless a quorum of the Committee is present or the business is transacted by resolution in writing signed by all members of the Committee. A majority of the Committee shall constitute a quorum provided that, if the number of members of the Committee is an even number, one half of the number of members plus one shall constitute a quorum.
  - 5.3 The Committee shall meet as often as it deems necessary to carry out its responsibilities but not less frequently than twice per year.
  - 5.4 The time at which and the place where the meetings of the Committee shall be held, and the procedure in all respects of such meetings, shall be determined by the Committee, unless otherwise provided for in the articles or by-laws of the Company or otherwise determined by resolution of the Board.
  - 5.5 Meetings may be held in person, by teleconferencing or by videoconferencing.
  - 5.6 Any decision made by the Committee shall be determined by a majority vote of the members of the Committee present. A member will be deemed to have consented to any resolution passed or action taken at a meeting of the Committee unless the member dissents.
6. The Committee shall have access to management and outside advisors as follows:
  - 6.1 The Committee shall have full, free and unrestricted access to management and employees and to the relevant books and records of the Company.
  - 6.2 The Committee may invite such other persons (i.e. the CEO, CFO) to its meetings, as it deems necessary.
  - 6.3 The Committee shall have the authority to:
    - 6.3.1 retain independent legal, accounting or other relevant advisors as it may deem necessary or appropriate to allow it to discharge its responsibilities; and
    - 6.3.2 set and pay the compensation of any such advisors, at the expense of the Company.
  - 6.4 Any advisors retained by the Committee shall report directly to the Committee.

7. The Committee's reporting requirements shall be to make regular reports to the Board, through the Chair, following meetings of the Committee.
8. The Committee shall review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall review and evaluate the functioning and effectiveness of the Committee and its members annually and report to the Board.
9. The members of the Committee shall be entitled to receive such remuneration for acting as a member of the Committee as the Board may from time to time determine.