

PLEASE NOTE THAT THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to what action you should take, please consult your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000 immediately.

If you have recently sold or transferred all of your ordinary shares in Coinsilium Group Limited, please forward this document, together with the accompanying documents, as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

COINSILIUM GROUP LIMITED

(Incorporated and registered in the British Virgin Islands
with registered number 1842943)

NOTICE OF ANNUAL GENERAL MEETING 2021

This document should be read as a whole and in its entirety. Your attention is drawn to the letter from the Chair of Coinsilium Group Limited (the 'Company') which is set out on page 2 of this document and which recommends you to vote in favour of the resolutions to be proposed at the 2021 Annual General Meeting (the 'AGM').

Your attention is drawn to the notice of Annual General Meeting of the Company, to be held in Gibraltar at Suite 23 Portland House, Glacis Road, Gibraltar, GX11 1AA at 9:30am CET on 13 December 2021, which is set out on page 4 of this document. A Proxy Form for use at the Annual General Meeting is enclosed and available on the Company's website at <https://www.coinsilium.com/circulars>

To be valid, the Proxy Form should be completed, signed and returned in accordance with the instructions printed thereon, as soon as possible and, in any event, so as to reach Computershare Investor Services Plc by no later than 8:30 am GMT on 9th December 2021 (or, in the case of an adjournment of the AGM, 48 hours (excluding non-working days) before the time fixed for the holding of the adjourned meeting).

Further instructions relating to the proxy form are set on the notes to the notice of AGM on pages 5 and 7. A copy of this document will also be available from the Company's website at <https://www.coinsilium.com/circulars>



coinsilium

Coinsilium Group Limited

Registered in British Virgin Islands, No BC1842943

Craigmuir Chambers | PO Box 71 | Road Town | Tortola | British Virgin Islands

22nd November 2021

To the holders of existing Ordinary Shares and, for information only, to the Warrant Holders

Dear shareholder,

Annual General Meeting

I am pleased to invite you to the AGM to be held at 9:30 am CET on 13th December 2021 at Suite 23 Portland House, Glacis Road, Gibraltar, GX11 1AA. The formal notice convening the general meeting can be found on page 4 of this circular. A form of proxy for use in connection with the meeting is enclosed with this document.

At the time of writing the notice of AGM, it is unknown whether some form of COVID-19 pandemic-related restrictions on indoor gatherings may be reintroduced by the Government of Gibraltar, which would affect our ability to welcome shareholders at the meeting. In the event that new Covid-related restrictions and or guidelines are reintroduced, the Company will be required to comply with such restrictions and or guidelines to safeguard its shareholders', stakeholders' and employees' health and make the AGM as safe and efficient as possible. Given the circumstances, if any shareholders or their proxies do wish to attend the meeting in person, we would encourage them to follow closely our regulatory announcements, to obtain official information on current travel restrictions and, in the event of attendance, notify the Company at least 72 hours in advance of the meeting by email to AGM@coinsilium.com

Any such communication will not provide a guarantee of admittance to the AGM where to do so would be in breach of laws and official guidelines governing public gatherings and/or the need to protect the health and safety of those already in the meeting.

Business of the AGM

We are required under article 18 of the articles of association of the Company to lay copies of the Company's annual accounts before the shareholders of the Company (the '**Shareholders**') in general meeting (or otherwise give them to the shareholders). We have, accordingly, called this AGM as a formality to comply with the requirements of the articles of association and take this opportunity to consult the Shareholders on the following matters:

- the authority to appoint and determine the remuneration of the auditors; and
- the disapplication of pre-emption rights in relation to the issue of new ordinary shares for cash and non-cash consideration.

The authority proposed under resolution 3, would include the authority to allot new ordinary shares to directors, officers, consultants and employees (all together '**key staff**') of the Company following the grant and exercise of options. The Board may consider granting up to a maximum of 9,000,000 new share options in the Company to key staff during 2022.

Voting

We encourage all Shareholders to submit their proxy sufficiently in advance of the AGM to ensure that their votes are registered. To be valid, Forms of Proxy and any power of attorney or other authority under which it is signed must be lodged with Computershare Investor Services Plc no later than 8:30 am GMT Thursday 9th December 2021.

There are three resolutions proposed at the general meeting and we will take all of these on a poll vote, with each Shareholder having one vote for each share held.

It is usual for Shareholders to appoint the Chairman as their proxy, because his or her presence at the meeting is guaranteed, but a Shareholder may appoint any other individual who is eligible to vote as their proxy at their discretion. If a Shareholder's proxy does not attend the meeting, the Shareholder's votes will not be cast.

Recommendation

The directors of the Company (the '**Directors**') consider that all the proposals to be considered at the AGM are in the best interests of the Company and its Shareholders as a whole. The Directors unanimously recommend that you vote in favour of all the proposed resolutions as they intend to do in respect of their own beneficial holdings currently amounting to 9.19% of the issued share capital of the Company.

The results of the voting on all resolutions will be announced via the Regulatory News Service and published on our website as soon as practicable following the conclusion of the AGM.

Yours faithfully

Registered Office
Craigmuir Chambers
Road Town
Tortola,
British Virgin Islands VG1110

22nd November 2021

Malcolm Palle, Executive Chairman
by order of the Board

COINSILIUM GROUP LIMITED

(Incorporated and registered in the British Virgin Islands with registered number 1842943)

NOTICE OF ANNUAL GENERAL MEETING 2021

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting ('AGM') of shareholders of Coinsilium Group Limited (the 'Company') will be held at in Gibraltar at Suite 23 Portland House, Glacis Road, Gibraltar, GX11 1AA at 9:30 am CET on 13th December 2021. The formal notice of the AGM, which is set out in this document (the 'Notice'), sets out the business to be considered at the AGM.

The Annual General Meeting is being held for the purposes of considering and, if thought fit, approving the following resolutions:

Resolutions

1. Accounts, Directors' Report and Auditor's Report

THAT the annual report and financial statements in respect of the Company and its entities for the period ended 31 December 2020, together with the Directors' report and the auditor's report, be received and approved.

2. Appointment and Remuneration of Auditors

THAT the directors of the Company ('Directors') be and are hereby authorised to appoint such auditors of the Company as they deem fit and proper and to authorise the Directors to determine the auditor's remuneration.

3. General power to dis-apply pre-emption rights

THAT pursuant to the authority conferred by resolution 3, the Directors be generally and unconditionally authorised to:

- (a) allot for non-cash consideration such number of new ordinary shares of the Company, each of nil par value ('**Ordinary Shares**'), free from pre-emption rights, as the Directors determine provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the conclusion of the next annual general meeting of the Company (save that the Company may, before such expiry, make offer(s) or enter agreement(s) which would or might require Ordinary Shares to be allotted on a non pre-emptive basis after such expiry and the Directors may allot and issue Ordinary Shares in pursuance of such offers or agreements notwithstanding that the authority conferred by this resolution has expired).
- (b) allot for cash up to 200,000,000 Ordinary Shares of the Company, each of nil par value, free from pre-emption rights, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the conclusion of the next annual general meeting of the Company (save that the Company may, before such expiry, make offer(s) or enter agreement(s) which would or might require Ordinary Shares to be allotted on a non pre-emptive basis after such expiry and the Directors may allot and issue Ordinary Shares in pursuance of such offers or agreements notwithstanding that the authority conferred by this resolution has expired).

22nd November 2021

Registered Office
Craigmuir Chambers
Road Town
Tortola,
British Virgin Islands VG1110

Malcolm Palle, Executive Chairman
by order of the Board

Notes to the Notice of Annual General meeting (the 'meeting')

Entitlement to attend and vote

1. Only those Shareholders registered in the Company's register of members:
 - 48 hours before the time of the meeting. In calculating the period of 48 hours mentioned above no account shall be taken of any part of a day that is not a working day;
 - if this meeting is adjourned, at 6.00 pm on the day two days before the adjourned meetingshall be entitled to attend, speak and vote at the meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Information regarding the meeting available on website

2. Information regarding the meeting can be found also at <https://www.coinsilium.com/circulars>

Attending the meeting

3. At the time of writing the Notice of AGM, it is unknown whether some form of pandemic-related restrictions on indoor gatherings may be reintroduced which would affect our ability to welcome Shareholders at the meeting. If any Shareholders or their proxies do wish to attend the meeting in person, we encourage them to advise the Company at least 72 hours in advance of the meeting by email to AGM@coinsilium.com

Appointment of proxies

4. If you are a Shareholder who is entitled to attend and vote at the meeting, you are entitled to appoint one or more proxies to exercise all or any of your rights at the meeting and you should complete the proxy form enclosed or download a proxy form from our website <https://www.coinsilium.com/circulars> A proxy does not need to be a Shareholder of the Company but must attend the meeting to represent you. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
5. Shareholders can appoint a proxy AND give proxy instructions by returning the enclosed proxy form by post (see note 7).
6. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

Appointment of proxy by post

7. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

- completed and signed;
- sent or delivered to Computershare Investor Services Plc; and
- received by Computershare Investor Services Plc no later than 8:30 am GMT, Thursday 9th December 2021.

In the case of a Shareholder which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

8. If you have not received a proxy form and believe that you should have one, or if you require additional proxy forms, please download a proxy form from the following link <https://www.coinsilium.com/circulars>

Appointment of proxy by joint members

9. In the case of joint holders, where more than one of the joint holders completes a proxy appointment, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Changing proxy instructions

10. Shareholders may change proxy instructions by submitting a new proxy appointment. Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact [!ukallditeam2@computershare.co.uk](mailto:ukallditeam2@computershare.co.uk)

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointment

11. A Shareholder may terminate a proxy instruction, but to do so you will need to inform the Company in writing by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Computershare Investor Services Plc. In the case of a Shareholder which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by Computershare Investor Services Plc no later than 8:30 am GMT, Thursday 9th December 2021.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the meeting and vote in person.

Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person your proxy appointment will automatically be terminated.

Issued shares and total voting rights

12. As at 18th November 2021 (the latest practicable date before publication of this Notice), the Company's issued share capital consists of 174,748,235 ordinary shares of no par value. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 18th November is 174,748,235.

It is proposed that all votes on the Resolutions at the AGM will be taken by way of a poll. On a vote by poll, every ordinary Shareholder has one vote for every ordinary share held.

The Company's website will include information on the number of shares and voting rights.

Voting

13. Voting on all resolutions will be conducted by way of a poll. This is a more transparent method of voting as Shareholders' votes are counted according to the number of shares registered in their names.
14. As soon as practicable following the meeting, the results of the voting will be announced via a regulatory information service and posted on the Company's website.

Shareholders' right to ask questions at the AGM

15. If a Shareholder wishes to ask a question at the AGM this should be forwarded in advance of the AGM by to the chairman of the Company, Malcolm Palle, at the following email address: AGM@coinsilium.com
16. The Company must cause to be answered any such question relating to the business being dealt with at the AGM but no such answer will be given if (a) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the company or the good order of the AGM that the question be answered.

Miscellaneous

17. Except as provided above, members who have general queries about the AGM should use the following means of communication:
 - by email - at AGM@coinsilium.com; or
 - by post - at Coinsilium (Gibraltar) Limited, World Trade Center 6 Bayside Road, 1st Floor Unit 1.02, Gibraltar, GX11 1AA; or
 - by telephone - +350 2000 8223 between 8.30 am to 5.30 pm CET (excluding public holidays in England and Wales).

You may not use any form of communication provided either in this Notice of AGM or any related documents (including the Chair's letter and Proxy Form) to communicate with the Company for any purposes other than those expressly stated. A copy of this Notice, can be found on the Company's website at: <https://www.coinsilium.com/circulars>