



# Cypher Metaverse Inc.

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## CYPHER METaverse INC.

### Notice of our 2023 Annual General and Special Meeting of Shareholders and Notice of Availability of Meeting Materials

You are receiving this notice-and-access notification for the Annual General and Special Meeting (the "**Meeting**") of the holders (the "**Shareholders**") of common shares (the "**Common Shares**") of Cypher Metaverse Inc. (the "**Company**") to be held on Friday, the 1st day of December, 2023 at 9:00 a.m. (Calgary time) at the offices of Dentons Canada LLP, 15th Floor, Bankers Court, 850 – 2nd Street SW, Calgary, AB, T2P 0R8, as the Company is using the notice-and-access model for delivery of meeting materials to the beneficial holders of its Common Shares ("**Beneficial Shareholders**") and to the registered holders of its Common Shares ("**Registered Shareholders**").

The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and also will reduce the cost of printing and mailing materials, including the management information circular in respect of the Meeting (the "**Circular**"), to Beneficial Shareholders and Registered Shareholders.

#### MEETING DATE AND LOCATION

**When:** Friday, the 1st day of December, 2023 at 9:00 a.m. (Calgary time)

**Where:** In person at the offices of Dentons Canada LLP, 15th Floor, Bankers Court, 850 – 2nd Street SW, Calgary, AB, T2P 0R8

#### SHAREHOLDERS WILL BE ASKED TO CONSIDER AND VOTE ON THE FOLLOWING MATTERS:

**Financial Statements:** to receive and consider the consolidated audited financial statements of the Corporation for the year ended December 31, 2022, together with the auditor's report thereon. See the section entitled "Matters to be Acted Upon at Meeting – Receipt of the Financial Statements and Auditors' Report" in the Information Circular.

**Appointment and Remuneration of Auditor:** Shareholders will be asked to re-appoint PKF Antares Professional Corporation, Chartered Accountants, as auditors of the Company for the ensuing year, at such remuneration as may be approved by the Board. Information respecting the appointment of auditor may be found in the Circular under "Appointment of Auditors".

**Fixing the Number of Directors:** Shareholders will be asked to set the number of directors at three (3). Information respecting the number of directors may be found in the Circular under "Fixing the Number of Directors".

**Election of Directors:** Shareholders will be asked to elect directors for the ensuing year. Information respecting the election of directors may be found in the Circular under "Election of Directors".

**Proposed Transaction:** Shareholders will be asked to pass, with or without variation, an ordinary resolution, approving the proposed transaction involving the Company and Agapi Luxury Brands Inc. Information respecting the transaction may be found in the Circular under "The Proposed Transaction".

**Other Business:** Shareholders may be asked to consider other items of business that may be properly brought before the Meeting.

**SHAREHOLDERS ARE REMINDED TO REVIEW THE MEETING MATERIALS, INCLUDING THE CIRCULAR, PRIOR TO VOTING.**

#### **WEBSITES WHERE MEETING MATERIALS ARE POSTED**

Please be advised that the proxy materials for the above noted securityholder meeting are available for viewing and downloading online. This document provides an overview of these materials, but you are reminded to access and review the Circular and other proxy materials available online prior to voting. These materials are available at:

[www.cypher-meta.com](http://www.cypher-meta.com)

**OR**

[www.sedarplus.ca](http://www.sedarplus.ca)

#### **OBTAINING PAPER COPIES OF THE PROXY MATERIALS AND QUESTIONS REGARDING NOTICE AND ACCESS**

Securityholders may request to receive paper copies of the proxy materials related to the above referenced meeting by mail at no cost. Requests for paper copies must be received by 5:00 pm (Vancouver time) on November 24, 2023 in order to receive the paper copy in advance of the meeting. Shareholders may request to receive a paper copy of the materials for up to one year from the date the materials were filed on [www.sedarplus.ca](http://www.sedarplus.ca). Requests for paper copies or questions regarding notice and access may be made by contacting:

Tatiana Kovaleva, CFO: 1 604 343-2977

Registered Shareholders and Beneficial Shareholders who have previously provided standing instructions will receive a paper copies of the proxy materials. If you are a Registered Shareholder and have previously provided standing instructions indicating that you wish to receive paper copies of the proxy materials, you may revoke your instructions by calling the number above.

#### **VOTING**

To vote your securities, please refer to the instructions on the enclosed Proxy or Voting Instruction Form. Your Proxy or Voting Instruction Form must be received by November 29, 2023 at 9:00 am (Calgary time).

Beneficial Shareholders should follow the instructions on the voting instruction form or other form of proxy provided by their intermediaries with respect to the procedures to be followed for voting.

Only Registered Shareholders and duly appointed proxyholders will be entitled to vote at the Meeting. Shareholders who wish to appoint a proxyholder other than the persons designated by the Company on the form of proxy or identified on the voting instruction form (including a Beneficial Shareholder who wishes to appoint themselves) to represent them at the Meeting must carefully follow the instructions in the Circular and on their form of proxy or voting instruction form. Failure to register the proxyholder with our transfer agent will result in the proxyholder not receiving a control number to vote in the Meeting and only being able to attend as a guest. Beneficial Shareholders located in the United States must also provide Odyssey Trust Company with a duly completed legal proxy if they wish to vote at the Meeting or appoint a third party as their proxyholder.

#### **STRATIFICATION**

The Company is providing paper copies of its Circular only to those Registered Shareholders and Beneficial Shareholders that have previously requested to receive paper materials.

#### **ANNUAL FINANCIAL STATEMENTS**

The Company is providing paper copies or emailing electronic copies of its annual financial statements to Registered Shareholders and Beneficial Shareholders that have opted to receive annual financial statements and have indicated a preference for either delivery method.