

QUANTUM BLOCKCHAIN TECHNOLOGIES PLC
NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of **Quantum Blockchain Technologies plc** will be held at 22 Great James Street, London WC1N 3ES at 12:00 p.m. on 24 July 2023 for the purpose of considering and, if thought fit, passing the following resolutions as ordinary or special resolutions.

ORDINARY RESOLUTIONS

- i. To receive and adopt the Company's audited financial statements for the period ending 31 December 2022 and the associated Directors' and Auditors' reports thereon.
- ii. To appoint MHA MacIntyre Hudson LLP as auditors and authorise the Directors to fix their remuneration.
- iii. To confirm the appointment of Mark Michael Trafeli as a director of the Company.
- iv. To confirm the appointment of Peter Fuhrman as a director of the Company
- v. To confirm the appointment of Francesco Gardin as a director of the Company.
- vi. To amend the expiration of the authority conferred on the AGM dated November 2020 to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an aggregate nominal amount equal to £500,000 (ca. 56 % of which hasn't been issued and allotted yet, and would otherwise expire on 12/11/2023) to the conclusion of the Company's annual general meeting in 2026 unless previously renewed, varied or revoked by the Company in general meeting save that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares or grant Rights in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.
- vii. That the Directors be and are hereby generally and unconditionally authorised for the purposes of Section 551 of the Act, to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an aggregate nominal amount equal to £1,250,000 provided that the authority hereby conferred shall expire at the close of the Company's annual general meeting in 2026 unless previously renewed, varied or revoked by the Company in general meeting save that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares or grant Rights in pursuance of any such offer or agreement as if the authority conferred hereby had not expired. The Company may allot such equity securities for the purpose of carrying out its Investing Policy, convert part of the outstanding debt, and finance its legal action and running costs.

This authority shall be in addition and shall not revoke or replace any existing authority pursuant to the said Section 551 to the extent not utilised at the date this resolution is passed.

SPECIAL RESOLUTION

- viii. That, subject to the passing of Resolutions (vi) and (vii) above and in accordance with section 570 of the Act, the Directors be and are hereby generally empowered to allot equity securities (as defined in Section 560 of the Act) for cash, either pursuant to the authority conferred by Resolutions (vi) and (vii) above or by way of a sale of treasury shares, as if Section 561(1) of the Act did not apply to any such allotment.

The meeting will also consider s656 Companies Act 2006 so far as it relates to the Company.

By Order of the Board

James Douglas Gordon
Secretary

30 June 2023

*Registered Office: 22
Great James Street
London WC1N3ES*

Notes:

1. As a member of the Company, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the Annual General Meeting and you should have received a proxy form with this notice of Annual General Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
2. A proxy does not need to be a member of the Company but must attend the Annual General Meeting to represent you. Details of how to appoint the Chairman of the Annual General Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Annual General Meeting, you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
3. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share.
4. If you do not give your proxy an indication of how to vote on the resolution, 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 Annual General Meeting.
5. The notes to the proxy form explain how to direct your proxy how to vote on the resolution or withhold their vote.
6. You can register your vote(s) for the Annual General Meeting either:
 - by logging on to www.shareregistrars.uk.com, clicking on the “Proxy Vote” button and then following the on-screen instructions (you can locate your log-in details on the top of the proxy form);
 - by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX using the proxy form accompanying this notice;
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in notes 13-15 below.

In order for a proxy appointment to be valid the proxy must be received by Share Registrars Limited by 12:00 p.m. on 20 July 2023.

7. To appoint a proxy using the proxy form, the form must be (i) completed and signed; (ii) sent or delivered to Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX clearly marked “Proxy Return”; and (iii) received by theregistrars no later than 48 hours (ignoring any part of a day that is not a working day) before the appointed time of the Annual General Meeting.
8. To be entitled to attend and vote at the Annual General Meeting (and for the purpose of the determination by the Company of the votes they may cast), Shareholders must be registered in the Register of Members of the Company by 12:00 p.m. 20 July 2023 or, in the event of any adjournment, in the Register of Members 48 hours (ignoring any part of a day that is not a working day) prior to the time of the adjourned 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.
9. 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.
10. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
11. 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 the Company’s registrar, Share Registrars Limited. 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.
12. In order to revoke a proxy instruction you will need to inform the Company using one of the following methods (i) by sending a signed hard copy notice revoking your proxy appointment to Share Registrars Limited; (ii) in the case of a member 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; and (iii) in either case, the revocation notice must be received by the Company no later than 48 hours (excluding non-business days) before the appointed time of the Annual General Meeting.
13. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual (available via www.euroclear.com). CREST personal members or other CREST sponsored members and those CREST members who have appointed a voting service provider should refer to their CREST sponsor or voting service provider who will be able to take the appropriate action on their behalf.
14. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a “CREST Proxy Instruction”) must be properly authenticated in accordance with Euroclear UK & International Limited’s specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy, the revocation of a proxy appointment or an amendment to the

instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 7RA36) by the latest time(s) for receipt of proxy appointments specified in this notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to a proxy appointed through CREST should be communicated to the appointee by other means.

15. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider take) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
16. Appointment of a proxy does not preclude you from attending the Annual General Meeting and voting in person. If you have appointed a proxy and attend the Annual General Meeting in person and vote, your proxy appointment will automatically be terminated.
17. Except as provided above, members who have general queries about the Annual General Meeting should contact the Company Secretary by email at james@gordonsols.co.uk (no other methods of communication will be accepted).
18. As at the close of business on 29 June 2023 (being the last business day prior to the date of this Notice) the Company's issued share capital consists of 1,068,980,422 ordinary shares of 0.25p, carrying one vote each and therefore the total voting rights in the Company, as at the close of business on 29 June 2023 are 1,068,980,422.