IMPORTANT NOTICE REGARDING:

<u>IONIC DIGITAL INC.</u>
650 Massachusetts Avenue Northwest, 6th Floor
Washington, District of Columbia, 20001

NOTICE OF 2026 ANNUAL MEETING OF STOCKHOLDERS

Dear Stockholder:

The Annual Meeting of Stockholders of Ionic Digital Inc., a Delaware corporation (the "Company"), will be held on July 13, 2026, at 9:00 a.m. Eastern Time, virtually-only via live webcast, with the format and instructions for attendance available at www.proxydocs.com/IONICDigital, for the following purposes:

1. To elect two individuals to serve as Class II directors, each for a term of three years until the annual meeting at which such director's term expires and until such director's successor is duly elected and qualified, or until such director's earlier death, resignation, disqualification or removal;

2. To transact any other business that properly comes before the meeting or any adjournment or postponement thereof.

The Board of Directors has nominated Scott Flanders and Oliver Wiener for election as Class II directors.

Only holders of our outstanding shares of Class A common stock, par value $0.00001 per share ("Common Stock"), and our Series Z Preferred Stock, par value $0.00001 per share ("Series Z Preferred Stock") at the close of business on June 23, 2026 (the "Record Date") may vote at the Annual Meeting. As of the Record Date, the holders of Common Stock are entitled to one vote per share of Common Stock and the holder of Series Z Preferred Stock is entitled to 1,000 votes per share of Series Z Preferred Stock. The holder of our Series Z Preferred Stock will vote together with the holders of our Common Stock as a single class on the matters set forth above. As of the Record Date, an aggregate of 37,374,261 shares of Common Stock and 40,000 shares of Series Z Preferred Stock were outstanding. The holder of our Series Z Preferred Stock has agreed that it will vote such stock in the same proportion as votes cast by holders of our Common Stock on any matter submitted to stockholders.

Your vote is important. Whether or not you expect to attend the Annual Meeting, please read the Stockholder Letter and the other materials available at www.proxydocs.com/IONICDigital (such materials, together with this notice, the "Proxy Materials") and vote so that your shares can be represented at the Annual Meeting.

You can vote your shares:

(i) In Person Digitally: by attending the Annual Meeting through http://www.proxydocs.com/IONICDigital;

(ii) By Internet: if you received an electronic mail (Email) or printed copy of the Proxy Materials, follow the instructions in the Email or on the proxy card;

(iii) By Mail: if you received a printed copy of the Proxy Materials, complete, sign, date, and mail your proxy card in the enclosed, postage-prepaid envelope;

(iv) By Telephone: if you received an electronic mail (Email) or printed copy of the Proxy Materials, follow the instructions in the Email or on the proxy card.

This notice, Stockholder Letter and the other Proxy Materials are being distributed and made available on or about June 24, 2026.

By Order of the Board of Directors,

/s/ Richard Carson
General Counsel
Ionic Digital Inc.