

## Nasdaq Statement of Corporate Governance Differences

Sol Strategies Inc. (the “Company”) is a “foreign private issuer” as defined in Rule 3b-4 under the U.S. Securities Exchange Act of 1934, as amended, and the Company’s common shares are listed on the Nasdaq Stock Market LLC (the “Nasdaq”) and the Canadian Securities Exchange. Rule 5615(a)(3) of the listing rules of the Nasdaq (the “Nasdaq Stock Market Rules”) permits foreign private issuers to follow home country practices in lieu of certain provisions of Nasdaq Stock Market Rules.

A description of the ways in which the Company's governance practices differ from those followed by domestic companies pursuant to Nasdaq Stock Market Rules are as follows:

***Compensation Committee Charter:*** The Company does not follow Nasdaq Stock Market Rule 5605(d)(1), which requires companies to adopt a formal written compensation committee charter specifying certain items. In particular, the Compensation Committee does not, nor does the Compensation Committee Charter specify that the Compensation Committee must, select, or receive advice from, a compensation consultant, legal counsel or other adviser to the Compensation Committee, other than in-house legal counsel, only after taking into consideration the factors specified in Nasdaq Stock Market Rule 5605(d)(3)(D). Additionally, the Compensation Committee does not annually review and reassess the adequacy of the formal written Compensation Committee Charter as required by Nasdaq Stock Market Rule 5605(d)(1) and rather limits their annual review to the performance of their duties under the Compensation Committee Charter. In lieu of following Nasdaq Stock Market Rule 5605(d)(1), the Registrant follows the guidance of National Policy 58-201 – *Corporate Governance Guidelines* (“NP 58-201”) Section 3.16, which suggests that “reporting issuers” (as defined in the *Securities Act (Ontario)*) adopt a written compensation committee charter that establishes the committee's purpose, responsibilities, member qualifications, member appointment and removal, structure and operations (including any authority to delegate to individual members or subcommittees), and the manner of reporting to the board.

***Independent Director Oversight of Director Nominations:*** The Registrant does not follow Nasdaq Stock Market Rule 5605(e)(1), which requires independent director involvement in the selection of director nominees, by having a nominations committee comprised solely of Independent Directors. The Registrant’s process for the selection of director nominees is overseen by the full Board of Directors, with input from management and, where appropriate, external advisors. The Registrant notes that there are no formal requirements under Canadian securities laws with respect to the process for a reporting issuer to select director nominees. NP 58-201 Sections 3.10 and 3.13 suggest that reporting issuers appoint a nominating committee composed entirely of independent directors, who will be responsible for the identification of qualified individuals to become new board members and recommending those qualified individuals to the board as director nominees for the next annual meeting of shareholders, but while NP 58-201 provides guidance to reporting issuers, it does not impose requirements.

***Nominations Committee Charter:*** The Registrant does not follow Nasdaq Stock Market Rule 5605(e)(2), which requires companies to adopt a formal written nominations committee charter or board resolution, as applicable, addressing the director nomination process and such related

matters as may be required under the federal securities laws. While NP 58-201 Section 3.11 suggests that reporting issuers form a nominations committee and adopt a written nomination committee charter that clearly establishes the committee's purpose, responsibilities, member qualifications, member appointment and removal, structure and operations (including any authority to delegate to individual members and subcommittees), and manner of reporting to the board, it does not impose any requirements. Consistent with NP 58-201, the Registrant does not have a formal written nominations committee charter or board resolution addressing the director nomination process.

***Shareholder Meeting Quorum Requirements:*** The Registrant does not follow Nasdaq Stock Market Rule 5620(c) which requires that the minimum quorum requirement for a meeting of shareholders be 33 1/3 % of the outstanding common shares. In addition, Nasdaq Stock Market Rule 5620(c) requires that an issuer listed on Nasdaq state its quorum requirement in its by-laws. In lieu of following Nasdaq Stock Market Rule 5620(c), the Registrant follows the rules of the *Business Corporations Act (Ontario)* (the “Act”) Section 101, which provides a default quorum threshold for a meeting of shareholders be a majority of shares entitled to vote, however, Section 101 of the Act permits companies to override the default quorum threshold through provisions in the bylaws of the company, which the Company has done. The Company’s minimum quorum requirement is two (2) shareholders present in person or by proxy at a meeting of shareholders, unless there is only one shareholder of the Company, in which case quorum would be the sole shareholder.

All of the foregoing items are consistent with applicable laws, customs and practices in Canada.