

SOL STRATEGIES INC.

CHARTER OF THE INVESTMENT COMMITTEE OF THE BOARD OF DIRECTORS

1. Purpose

An investment committee ("**Committee**") of the board of directors ("**Board**") of Sol Strategies Inc. (the "**Corporation**") is established to assist the Board in overseeing all investment activities at the Corporation.

2. Composition and Operation

2.1 Composition of Committee

The Committee shall be composed of a minimum of three directors as the Board may appoint, one of whom shall be appointed by the Board as Chairperson of the Committee ("**Chairperson**"). If the position of Chairperson is vacant or if the Chairperson is absent or unable to act at a meeting, the Chairperson of the Board may designate, or the Committee may elect an acting Chairperson for the meeting. Each member of the Committee shall be appointed by the Board to hold office on the Committee until such time as a successor is appointed, unless the member resigns, is removed, or ceases to be a director.

Each member of the Committee shall be "financially literate" as defined in National Instrument 52-110 – *Audit Committees* and shall, to the extent possible, have relevant experience to the mandate of the Committee.

2.2 Operation of the Committee

The Committee may engage legal counsel, other professional advisors and consultants, on terms and conditions that the Committee deems reasonably appropriate to assist it in carrying out its duties and responsibilities.

2.3 Meetings

The Committee shall meet at the call of its Chairperson at least quarterly.

For the transaction of its business, three members of the Committee shall constitute a quorum ("**Quorum**").

Matters presented to the Committee for decision at any meeting shall be decided by a majority of votes. In the case of an equality of votes at a meeting of the Committee, the Chairperson shall, in addition to the Chairperson's original vote, have the deciding vote.

The Corporation's Corporate Secretary or, in his or her absence, one of the Committee members shall be secretary to the Committee (the "**Secretary**"). The Secretary shall give notice of Committee meetings to Committee members and the Chairperson of the Board.

Minutes of the Committee meetings shall be prepared by the Secretary, who shall, subsequent to the Committee's approval, keep them in a book of minutes.

The Corporation's Chief Executive Officer ("CEO") may attend Committee meetings and, upon the Committee's request, any other officer or employee of the Corporation or any special advisor may attend Committee meetings to assist and advise the Committee as required.

The Committee will from time to time meet "in camera" without the CEO or members of the Corporation's management, as it determines necessary or appropriate.

The Committee shall report to the Board on its activities, findings and recommendations at the first meeting of the Board following each Committee meeting.

2.4 Governance of the Committee

On an annual basis, the Committee shall:

- outline a schedule of activities and an annual agenda for its meetings;
- report to the Board as to whether all responsibilities outlined in this Charter and the annual agenda have been carried out;
- assess its performance against this Charter and provide the results and make recommendations to the Board; and
- assess this Charter and evaluate its mandate to ensure that the Charter reflects best practices and is relevant to the Corporation's business and associated risks and make recommendations to the Board with respect to any proposed modifications.

On a quarterly basis and otherwise as appropriate, the Committee shall:

- develop an agenda for all regular and ad hoc meetings of the Committee;
- hold meetings in accordance with the agenda prepared therefor and to fulfill the matters set out in this Charter; and
- report all relevant matters to the Board.

3. **Responsibilities and Duties of the Investment Committee**

3.1 Strategy

The Committee's strategic responsibilities and duties are to:

- review and recommend to the Board for approval strategies for investing and investments, capital allocations, portfolio allocations, investment thresholds and limits, minimum working capital requirements, and for all material investment activities;
- review and evaluate strategic initiatives within the blockchain and cryptocurrency ecosystems, and
- review ways to leverage external capital for the benefit of the Corporation.

3.2 Risk

The Committee shall review and assess all risks associated with the Corporation's investments and financial assets (including cryptocurrencies), and the management thereof on an ongoing and regular basis, as it deems appropriate. Each member of the Committee shall inform all the directors of the Corporation of any significant financial or internal control risks related to the Corporation's investment and treasury management activities and assets without delay upon first becoming aware of such risk and upon learning of any material related developments or changes.

3.3 Compliance

The directors of the Corporation are responsible for managing or supervising the management of the business and affairs of the Corporation. In furtherance of these duties, the Committee has the specific mandate to help the Corporation maintain compliance with applicable laws and its investment policies.

To this end, from time to time as appropriate (but no less than annually), the Committee shall, in consultation with the Corporation's legal counsel, assess whether:

- the Corporation's investment and treasury management activities are being carried out in accordance with its investment policies and procedures approved by the Board;
- the Corporation's investments and holdings of cryptocurrencies and other financial assets have been structured in such a way so that the Corporation would not be deemed to be either an investment fund or mutual fund (as such terms are defined by applicable securities laws), thereby avoiding the requirement to register as a dealer, adviser and/or investment fund manager;
- any business carried on or proposed to be carried on by the Corporation requires registration under applicable securities laws; and
- any business carried on or proposed to be carried by the Corporation involves trading in, or the issuance of a security and/or derivative, including, without limitation, any cryptocurrency staking or similar activities.

The Committee shall report the results of these assessments to the Board and make any related recommendations that it considers appropriate.

4. **Policies**

The Committee shall review and recommend for approval to the Board from time to time the Corporation's investment policies and any other policies incidental to the Committee's mandate and any proposed amendments, substitutions or replacements of such policies, as it deems necessary or appropriate to satisfy the Corporation's objectives.

5. **Monitoring and Reports**

The Committee shall review quarterly reports on investment activities, portfolio performance and capital requirements and usage.

6. Delegation of Authority

The Committee shall review and recommend to the Board for approval, on an annual basis and from time to time, the delegation of authority to the Committee and senior management for investments and treasury management, including appropriate parameters.

7. Transaction Approval

The Committee shall approve, if appropriate, all investment transactions that exceed management's delegation of authority and recommend to the Board those that exceed its own delegation of authority. The Committee may approve investment transactions in which a Board member, an Interested Party (as defined in Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions*) or an officer of the Company has declared an interest and report such investment transactions to the Board.

This Investment Committee Charter was approved by the Board of Directors on October 23, 2025.