CORPORATE GOVERNANCE GUIDELINES OF

DIGIBYTE CAP,LLC.

Effective Sept 21, 2022

Section 1 Introduction

(1) The board of directors (the "Board") of DIGIBYTE CAP, LLC. (the "Company") is commied to adhering to the highest standards in its corporate governance practices.

(2) The Board has approved the following corporate governance guidelines (the "**Corporate Governance Guidelines**") which, together with the mandate of the Board (the "**Board Mandate**"), the charters for the committees of the Board, the Majority Voting Policy, the Diversity Policy, the position descriptions for the chair of the Board, lead director, committee chairs and President and Chief Executive Officer, and such other governance policies as may be adopted by the Board from time to time, provide the general framework for the governance of the Company. The Board intends that these guidelines will continue to evolve to address all applicable regulatory and stock exchange requirements relating to corporate governance and will be modified and updated as circumstances warrant.

Section 2 Board and Committees

(1) **Board and Committee Mandates.** The Board is responsible for the stewardship of the Company and has adopted the Board Mandate setting out the Board's responsibilities with respect to the stewardship and oversight of the Company and providing for the establishment of standing committees of the Board (which committees currently consist of the Audit Committee and the Governance and Compensation Committee). The mandates of the Audit Committee and the Governance and Compensation Committee are set out in the Audit Committee Charter and the Governance and Compensation Committee Charter, respectively. The Board shall review or may delegate to the Governance and Compensation Committee to review and assess the adequacy of the Board and committee mandates and recommend any proposed changes to the Board for consideration.

(2) **Corporate Governance.** The Board has delegated responsibility to the Governance and Compensation Committee for developing the Company's approach to corporate governance for the Board's approval, including recommending modifications to these Corporate Governance Guidelines for consideration by the Board.

Section 3 Board Organization & Membership

(1) **Board Size.** The Board has the ability to increase or decrease its size within the limits set out in the constating documents of the Company (the "**Constating Documents**"). The Board will determine its size with regard to the best interests of the Company. The Board believes that the size of the Board should be sufficient to provide a diversity of expertise and opinions and to allow effective committee organization, yet small enough to enable efficient meetings and decision-making and maximize full Board attendance.

(2) **Independence.** The Board shall review and make a determination on the independence of each member of the Board (each a "**Director**" and collectively, the "**Directors**") as required under applicable securities laws and rules of any stock exchange upon which the securities of the Company are listed, including National Instrument 52-110 – *Audit Committees*. The determination of independence of the Directors will be publicly disclosed in accordance with applicable securities laws.

(3) **Selection Criteria**

(a) The Governance and Compensation Committee is required under the Governance and Compensation Committee Charter to review the characteristics, qualities, skills and experience which form the criteria for candidates to be considered for nomination to the Board. The objective of this review will be to maintain the composition of the Board in a way that provides, in the judgment of the Board, the best mix of skills and experience to provide for the overall stewardship of the Company. All Directors are required to possess fundamental qualities of intelligence, honesty, integrity, ethical behavior, fairness, and responsibility, and be committed to representing the long-term interests of the shareholders. They must also have a genuine interest in the Company and be able to devote sufficient time to discharge their duties and responsibilities effectively.

(b) The Governance and Compensation Committee is mandated to identify qualified candidates for nomination as Directors and to make recommendations to the Board. When identifying candidates to nominate for election to the Board, the primary objectives of the Governance and Compensation Committee are to ensure consideration of individuals who are highly qualified, based on their talents, experience, functional expertise and personal skills, character and qualities, having regard to the Company's current and future plans and objectives, as well as anticipated industry and market developments.

(4) **Selection of Chair of the Board.** The chair of the Board (the "**Chair**") shall be determined from among the Board's members. The Board has adopted and will periodically review the position description for the Chair.

(5) **Lead Director.** The Board may have an independent Director to carry out the functions of a lead director (the "**Lead Director**"). The Board has adopted and will periodically review the position description for the Lead Director.

(6) **Term Limits for Directors.** The Board has determined that fixed term limits for Directors should not be established. The Board is of the view that such a policy would have the effect of forcing Directors off the Board who have developed, over a period of service, increased insight into the Company and who, therefore, can be expected to provide an increasing contribution to the Board. At the same time, the Board recognizes the value of Board renewal and for changes to its composition as may be appropriate from time to time, and shall consider annual Board assessments and changes to Board composition together with recommendations by the Governance and Compensation Committee with respect to competencies and skills assessment and the performance and effectiveness of the Board as a whole.

Section 4 Board Committees.

(1) **Board Committees.** The Board has determined that there should be two standing committees of the Board: (i) the Audit Committee; and (ii) the Governance and Compensation Committee. The Board may amend the Board committee structure and authorize and appoint other committees as it considers.

(2) **Committee Charters and Responsibilities.** The Board shall approve a written charter for each standing committee of the Board, which written charter shall set forth the purpose, authority, duties and responsibilities of each committee.

(3) **Membership of Committees.**

(a) The Board has determined that the Governance and Compensation Committee shall be comprised of a minimum of 3 (three) Directors, of whom at least 2 (two) shall be determined by the Board to be independent, and that the Audit Committee shall be comprised of a minimum of 3 (three) Directors determined by the Board to be independent. In addition, all members of the Audit Committee shall be financially literate and if required by applicable laws, rules and regulations, at least one member will be a financial expert.

(b) The Board shall appoint the members of the committees from time to time and as necessary to fill vacancies, and shall appoint the chair of each committee. Members of the committees will hold office at the pleasure of the Board.

(4) **Oversight of Committee Functions.** The committees shall assist the Board in discharging its responsibilities. Notwithstanding the delegation of responsibilities to a Board committee, the Board is ultimately responsible for all matters assigned to a Board committee. Except as may be explicitly provided in the charter of a Board committee or a resolution of the Board, the role of a Board committee is to review and make recommendations to the Board for the Board's approval of matters considered by the Board committee. Each Director will have access to minutes of committee meetings, regardless of whether the director is a member of such committee.

Section 5 Board Meetings & Materials

(1) **Meeting Agendas.** The Chair in consultation with the chair of any applicable committee and other Directors, as appropriate, shall establish the agenda for Board meetings.

(2) **Meeting Materials.** Board and committee meeting materials will be provided to Directors, to the extent possible, before each Board or committee meeting in sufficient time to ensure adequate opportunity exists for review.

(3) **Meetings of Independent Directors.** The independent Directors of the Board may hold in camera meetings as required from time to time before or after any meeting of the Board.

Section 6 Director Responsibilities & Performance

(1) **Director Responsibilities.** Directors are expected to use their skill and experience to provide oversight over the business and affairs of the Company. Directors have a statutory duty to act honestly and in good faith with a view to the best interests of the Company and to exercise the care, diligence and skill that a reasonably prudent person would in comparable circumstances.

(2) **Attendance at Meetings.** Directors are expected to attend all Board and committee meetings either in person or by conference call. A Director shall notify the Chair or the chair of a committee or

committee secretary if the Director will not be able to attend or participate in a meeting. The Company is required to publicly disclose the Directors' attendance record on an annual basis.

(3) **Board and Committee Meeting Materials.** To the extent possible, Directors are expected to review and be familiar with Board and committee meeting materials which have been provided in sufficient time for review prior to a meeting. Directors may advise the Chair or the chair of a committee of matters which they believe should be added to a meeting agenda.

(4) **Outside Advisors for Individual Directors.** Any Director who wishes to engage an independent advisor to assist on matters involving the discharge of his duties and responsibilities as a Director at the expense of the Company should review the request with, and obtain the authorizations of the Governance and Compensation Committee.

(5) **Assessment of Board and Committee Performance.** The Governance and Compensation Committee is mandated to undertake assessments of the overall performance and effectiveness of the Board and each standing committee of the Board and report on such assessments to the Board. The purpose of the assessments is to ensure the continued effectiveness of the Board in discharging its duties and responsibilities and the effective operation of the governance framework and to contribute to a process of continuing improvement.

(6) **Conflicts of Interest.** Directors have a statutory responsibility to disclose all actual or potential conflicts of interest and generally to abstain from voting on matters in which the Director has a conflict of interest. A Director will recuse himself or herself from any discussion or decision on any matter in which the Director is precluded from voting as a result of a conflict of interest or which otherwise affects his or her personal, business or professional interests.

Section 7 Code of Conduct

(1) The Company's policy is that all its activities be conducted with honesty and integrity and in compliance with all legal and regulatory requirements. The Company's Code of Conduct ("**Code**") sets out the guidelines and principles for ethical conduct.

(2) The Board shall review the Code to consider whether to approve changes in the Company's standards and practices. Compliance with the Code is monitored by the Board through its Governance and Compensation Committee, which receives regular reports on any non compliance issues from the Company's internal auditor. The Code is posted on the Company's website.

Section 8 Disclosure

(1) Certain documents and information referred to in these Corporate Governance Guidelines may be accessed through the Company's website. As required by applicable law, certain information is included in the Company's annual information form and management proxy circular.

(2) The Board may, from time to time, permit departures from the terms of these Corporate Governance Guidelines, either prospectively or retrospectively. These Corporate Governance Guidelines are not intended to give rise to civil liability on the part of the Company or its Directors or officers to shareholders, security holders, customers, suppliers, competitors, employees or other persons, or to any other liability whatsoever on their part.

Dated: Sept 21, 2022
Approved by: Board of Directors of the Company