

IRREVOCABLE WAIVER

TO: Each of the shareholders of Banxa Holdings Inc. set forth in Schedule "A" hereto (the "**Shareholders**")

RE: Voting Support Agreement

Reference is made to the voting support agreement dated as of December 19, 2024 among 1493819 B.C. Ltd. (the "**Purchaser**") and the Shareholders (the "**Agreement**"). Capitalized terms used herein shall have the meaning ascribed to such terms in the Agreement unless otherwise defined herein.

Reference is also made to the arrangement agreement dated December 19, 2024 between Banxa Holdings Inc. ("**Banxa**") and the Purchaser (as amended, the "**Arrangement Agreement**").

In accordance with Section 4.7 of the Agreement, the Purchaser hereby irrevocably waives compliance with:

1. section 3.1 of the Agreement, in the event the Arrangement Agreement is terminated in accordance with its terms; and
2. section 3.2 of the Agreement, in the event any definitive transaction agreement in respect of an Alternative Transaction is terminated in accordance with its terms or the Alternative Transaction is not a supported transaction subject to a transaction agreement between the Purchaser and Banxa.

DATED as of January 30, 2025.

1493819 B.C. LTD.

(Signed) "Zafer Qureshi"

Name: Zafer Qureshi

Title: Executive Director & Co-CEO

Schedule A
SHAREHOLDERS

NAME OF SHAREHOLDER	NUMBER OF SHARES
Daniel Burke	524,350
Michael Porter	761,244
Gregor Cooney	101,128
Holger Arians	10,000
D.S.A.H. Holdings Pty Ltd	869,000
Danny Wallis	0
Jeff Budiman	260,700
Kiril Dennis Boitcheff & Suzzane Janet Boitcheff ATF Seaview Super Fund A/C	475,000
Rimoyne PTY Ltd.	206,822
Rupert Hackett	806,100
Peter Cooney	41,000
Syed Shuja Qadri	68,720
Ferdinand Gassauer-Fleissner	80,000
Christopher Gassauer-Fleissner	1,477,566
Rh Assets Ty Ltd.	359,766
Diamond Excellence Global Limited	983,708
Caroline Gassauer-Fleissner	3,210
Badar Qureshi	460,323
Faiza Ali	38,875
Chengliang Li	369,412
NGC Partners II Ltd.	1,890,000
Wayne Lee	7,850
Ghazala Ali	15,177
Tooba Inam	383,053
Sajjawal Khan	34,267
Nayab Qureshi	29,981
Syed Ali	11,162
Muhammad Umer Jamal	24,150
Fahad A. Qureshi	36,198
Andrew Smith	729,960
HB Super Holdings Pty Ltd ATF HB Super Fund	0
Simon Baker	60,000
Wellsey Pty Ltd	104,066

Jasforce Pty Ltd	278,080
Thorney Omega Pty Ltd	166,500
TIGA Trading Pty Ltd	1,584,692
Thorney Technologies Ltd	1,383,046
Blackhawk Ventures Pty Ltd ATF Arians Superfund A/C	24,500
Blackhawk Ventures Pty Ltd ATF The Arians Family Trust	10,000
Maria Luisa Fernandez Geale	869,000
Alam Group of Companies Inc.	0
Ayesha Ali	178,262
Zafer Qureshi	706,332
Gleneagle Securities (Aust) Pty Ltd	564,835
Halla G. Mixa	14,000
Maximilian Bruck	13,500
KYBOZ Consulting Pty Ltd (ATF KYBOZ Consulting Discretionary Trust)	130,611
Lorenz Winkler	5,450
Moayed Salim	23,730
Farah Qureshi	54,074
Muhammad Qureshi	60,710
Kinza Anjum	26,790
Naveen Ali	19,994
Sprint Consulting Pty Ltd ATF Sean Moynihan Family Trust	25,000
Afroz Bukhari	23,260
Jan-Torsten Tews	266,837
Prashanth Puspanathan	205,084
Muhammad Taha Durrani	12,120
General Research GmbH	540,254
TOTAL:	18,409,449