

SECOND AMENDMENT TO ARRANGEMENT AGREEMENT

THIS SECOND AMENDMENT TO THE ARRANGEMENT AGREEMENT (this "Amendment") is made and entered into effect as of September 22, 2025 (the "Effective Date"), by and between The INX Digital Company, Inc., a company organized under the laws of British Columbia, Canada (the "Corporation"), Republic Strategic Acquisition Co LLC, a Delaware corporation (the "Purchaser") and OpenDeal Inc. (dba Republic), a Delaware corporation ("Republic").

Each of the Corporation, the Purchaser and Republic shall sometimes be referred to as a "Party" and collectively, as the "Parties".

WHEREAS, on April 3, 2025, the Parties entered into an Arrangement Agreement which was thereafter amended on May 6, 2025 by the Amendment to the Arrangement Agreement (as amended, the "Agreement"); and

WHEREAS, the Parties desire to further amend the Agreement, as set forth herein;

NOW, THEREFORE, in consideration of the mutual promises and covenants hereinafter set forth, the Parties agree as follows:

1. The definition of "Rollover Shares" in the Agreement shall be amended such that the following underlined language shall be added to such definition in Section 1.1 (*Defined Terms*):

""Rollover Shares" means the issued and outstanding Shares held by the Rollover Shareholders (and, in addition, in the case of Triple V, the Triple V Awards) that are to be transferred to the Purchaser pursuant to the terms of the Rollover Agreements, but only to the extent that such Shares are actually transferred to the Purchaser, prior to the Effective Time, for the consideration contemplated by the Rollover Agreements."
2. The following shall be added to the end of Section 2.12 of the Agreement (*Treatment of Incentive Securities*):

"Notwithstanding the foregoing, the vesting of any Options or RSUs (the "Triple V Awards") held by Triple V (1999) Ltd. ("Triple V") will not be accelerated as a result of the completion of the Arrangement and the Triple V Awards will be transferred by Triple V to the Guarantor in exchange for replacement options and restricted stock units of the Guarantor pursuant to the terms set forth in the Rollover Agreement between Guarantor and Triple V", as amended and restated on the date hereof.
3. The reference in the first row of Section 4.10 of the Agreement (*Rollover Agreements*) to the "Purchaser" shall be deleted and replaced by a reference to the "Guarantor".
4. Capitalized terms not otherwise defined herein shall bear the meanings ascribed to them in the Agreement.
5. Unless amended hereby, all provisions of the Agreement shall remain in full force and effect.

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[Signature Page to the Second Amendment to the Arrangement Agreement]

IN WITNESS WHEREOF the Parties have executed this Second Amendment to the Arrangement Agreement on September 22, 2025.

THE INX DIGITAL COMPANY, INC.

By: (Signed) “*Shy Datika*”

Name: Shy Datika

Title: Chief Executive Officer

OPENDEAL INC. (DBA REPUBLIC)

By: (Signed) “*Kendrick Nguyen*”

Name: Kendrick Nguyen

Title: Co-Chief Executive Officer

REPUBLIC STRATEGIC ACQUISITION CO LLC

By: (Signed) “*Kendrick Nguyen*”

Name: Kendrick Nguyen

Title: As representative of OpenDeal Inc., sole member of Republic Strategic Acquisition Co LLC