DIGI POWER X INC.
(the "Corporation")
Form of Proxy ("Proxy")

Record Date: October 27, 2026

Control Number:

Meeting Date: December 21, 2026

Proxy Deadline: December 17, 2026

Shares to Vote:

FORM OF PROXY - ANNUAL AND SPECIAL MEETING TO BE HELD ON MONDAY, DECEMBER 21, 2026

Please vote your shares prior to Deadline listed below using one of the following options:

1. Online at www.voteproxy.ca and by registering using your control number provided above;
2. By fax by sending your voting instructions to 416-360-7812; or
3. By emailing info@marrellitrust.ca; or
4. By returning the completed proxy form via letter mail to Marrelli Trust Company Limited, c/o DSA Corporate Services LP., 82 Richmond Street East, 2nd Fl., Toronto, Ontario M5C 1P1.

NOTICE AND ACCESS

The Canadian and United States securities regulators have adopted rules which permit the use of notice-and-access for proxy solicitation instead of delivering printed copies of proxy materials to each shareholder. This process provides the Corporation the ability to post meeting related materials including management information circulars, proxy statements, and financial statements and management's discussion and analysis on a website in addition to SEDAR+ and EDGAR. Under notice-and-access, proxy materials will be available for viewing up to one (1) year from the date of posting and a paper copy of the materials can be requested at any time during this period. There is no charge to you for requesting a copy.

Disclosure regarding each of the matters to be voted on is in the information circular You should review the information circular before voting.

Digi Power X Inc. has elected to utilize notice-and-access and provide you with the following information:

1. Meeting materials including Proxy Statement, Information Circular, Annual Report on Form 10-K for the year ended December 31, 2025, and proxy card are available at https://marrellitrust.ca/2026/11/09/Digi-Power-X-Inc/, the Corporation's website, www.digipowerx.com, the SEC's website at www.sec.gov, and the Corporation's profile at www.sedarplus.ca.

2. If you wish to receive a paper copy of the proxy materials or have questions about notice-and-access, please call 1-844-MTCL-888 (682-5888) or email info@marrellitrust.ca. In order to receive a paper copy in time to vote before the meeting, your request should be received no later than November 30, 2026 by 10:00 am (Eastern time).

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS AND MANAGEMENT.

Notes to the proxy

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).

2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.

3. This proxy should be signed in the exact manner as the name appears on the proxy.

4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.

5. The securities represented by this proxy will be voted as directed by the holder, however, IF NO DIRECTION IS GIVEN, THIS PROXY WILL BE VOTED FOR ALL NOMINEES IN PROPOSAL 1 AND FOR PROPOSALS 2, 3, 4, 5 AND 6.

6. The securities represented by this proxy will be voted or withheld from voting, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.

7. This proxy confers discretionary authority in respect of amendments to matters identified in the Notice of Meeting or other matters that may properly come before the meeting.

8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

PROXIES SUBMITTED MUST BE RECEIVED BY 10:00 AM, EASTERN TIME, ON DECEMBER 17, 2026

APPOINTEE(S)

We, being holder(s) of securities of DIGI POWER X INC. hereby appoints Michel Amar, Chief Executive Officer, whom failing, Alec Amar, Director of the Corporation, or instead of any of them, the following appointee:

OR

If you wish to attend and vote at the virtual meeting or appoint someone else to attend on your behalf, print your name or the name of your appointee in this space.

as my/our appointee to attend, act and to vote in accordance with the following direction (or if no directions have been given, as the appointee sees fit) and all other matters that may properly come before the Annual and Special Meeting of shareholders of DIGI POWER X INC. to be held Monday, December 21, 2026, at 10:00 a.m. (Eastern Time), virtually via webcast online at https://linkstar.marrellitrust.ca/pxlogin and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES.

1. Election of Five (5) Directors

	For	Withhold
a.) Michel Amar	☐	☐
b.) Alec Amar	☐	☐
c.) Ajay Gupta	☐	☐
d.) Adam Rossman	☐	☐
e.) Gerard Rotonda	☐	☐

2. Appointment of Auditors

To ratify the appointment of Davidson & Company LLP ("Davidson") to serve as the independent registered public accounting firm of the Corporation for the fiscal year ending December 31, 2026 and to authorize the directors of the Corporation to fix their remuneration ("Proposal 2").

For	Against	Abstain
☐	☐	☐

3. Approval of Amendment and Restatement of the Articles of Incorporation

To pass a special resolution to approve: a) the amendment of the existing Articles of Incorporation of the Corporation, as amended (the "Articles"), to consolidate the Corporation's two classes of voting shares—subordinate voting shares and proportionate voting shares—into one class of common shares and thereafter cancelling the subordinate voting shares and proportionate voting shares as authorized share classes of the Corporation; and b) the alteration of the Corporation's Notice of Articles to reflect the amended share capital structure ("Proposal 3").

For	Against	Abstain
☐	☐	☐

4. Approval of Amendment and Restatement of the Articles of Incorporation to Increase Quorum Requirement for Meetings of Shareholders

To pass a special resolution to approve the amendment and restatement of the Articles to increase the quorum requirement for a meeting of Shareholders from five percent (5%) to thirty-three and one-third percent (33⅓%) of the issued and outstanding shares entitled to vote at such meeting ("Proposal 4").

For	Against	Abstain
☐	☐	☐

5. Approval of Amendments to the Existing Restricted Share Unit Plan of the Corporation

To approve, by ordinary resolution, the amendment and restatement of the restricted share unit plan (the "RSU Plan") of the Corporation to, among other amendments, (i) replace the existing fixed maximum number of shares issuable under the RSU Plan with a new fixed maximum of 10,139,668 shares (representing approximately 10% of the issued and outstanding shares as of October 27, 2026) and provide that, subject to approval by the Board, such maximum will increase on January 1 of each year during the term of the RSU Plan, beginning on January 1, 2028, by up to 10% of such maximum in effect immediately prior to such increase (commonly referred to as an "evergreen provision"), (ii) add special provisions applicable to U.S. taxpayers via a "Schedule A" to the RSU Plan, and (iii) remove certain provisions previously mandated by legacy venture issuer provisions restricting the issuance of awards thereunder and make certain other amendments to reflect the Corporation's listings on the Nasdaq Stock Market and Cboe Canada ("Proposal 5").

For	Against	Abstain
☐	☐	☐

6. Approval of Amendments to the Existing Stock Option Plan of the Corporation

To approve, by ordinary resolution, the amendment and restatement of the stock option plan (the "Option Plan") of the Corporation to, among other amendments, (i) replace the existing rolling limit of 10% of the issued and outstanding shares with a fixed maximum of 10,139,668 shares (representing approximately 10% of the issued and outstanding shares as of October 27, 2026) and provide that, subject to approval by the Board, such maximum will increase on January 1 of each year during the term of the Option Plan, beginning on January 1, 2028, by up to 10% of such maximum in effect immediately prior to such increase (commonly referred to as an "evergreen provision"), (ii) add a fixed term to the Option Plan terminating on January 18, 2034, consistent with the RSU Plan, (iii) amend the special provisions applicable to U.S. taxpayers in "Schedule B" to the Option Plan, including the maximum number of shares issuable pursuant to incentive stock options, and (iv) remove certain provisions previously mandated by legacy venture issuer provisions restricting the issuance of awards and make certain other amendments to reflect the Corporation's listings on the Nasdaq Stock Market and Cboe Canada ("Proposal 6").

For	Against	Abstain
☐	☐	☐

This PROXY MUST BE SIGNED. This signed PROXY revokes and supersedes all previously dated and signed proxies.

Signature of Registered Holder	Please Print Name	Date (mm/dd/yyyy)

FINANCIAL STATEMENTS REQUEST

In accordance with securities regulations, shareholders may elect annually to receive financial statements, or a notice advising how to access financial statements, if they so request. If you wish to receive such mailings, please mark your selection.

INTERIM FINANCIAL REPORTS

Mark the box to the right if you would like to RECEIVE Interim Financial Statements and accompanying Management's Discussion & Analysis by mail. ☐

ANNUAL FINANCIAL REPORT

Mark the box to the right if you would like to RECEIVE Annual Financial Statements and accompanying Management's Discussion and Analysis by mail. ☐

To request the receipt of future documents via email, you may contact Marrelli Trust Company Limited at info@marrellitrust.ca.