

## ASSET EXCHANGE AGREEMENT

THIS ASSET EXCHANGE AGREEMENT (the “Agreement”) is made and entered into as of February 28, 2023 (the “Closing Date”), by **NAHLA JACOBS and NAHLA SALEH JACOBS TRUST** (collectively the “Jacobs”), and **OREBITS ACQUISITION GROUP LLC**, a Wyoming limited partnership and **ION ACQUISITION CORP**, a Delaware Corp (collectively “OAG/IAC”).

### RECITALS

A. Jacobs has requested that OAG/IAC exchange approximately 180 Orebits.AU Digital Gold-Backed Certificates (“Orebites Certificates”) for a combination of cash and its currently held, or to be held, ION Digital Corporation (“ION Digital”) Common Shares (the “Shares”) as further described in this Agreement. Jacobs is willing to make such exchange available to OAG/IAC upon and subject to the provisions, terms, and conditions set forth herein.

B. Subject to the terms and conditions of this Agreement, OAG/IAC has agreed to deliver to Jacobs such cash and shares, herein described, for the purposes set forth below.

### AGREEMENT

NOW, THEREFORE, in consideration of the premises, the covenants, conditions, representations, warranties and agreements contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto covenant and agree as follows:

### ARTICLE ONE

#### **Definitions and Use of Terms**

- 1.1 Definitions. As used in this Agreement, all exhibits and schedules hereto and in any certificates, shares, transfers, assignment or pledge agreements, power of direction, trust documents, hypothecations, letters of direction or other Exchange Agreement Documents made or delivered pursuant to this Agreement, the following terms will have the meanings given such terms in Article One.
- 1.2 Certificates: As used in this Agreement, Certificates shall refer to Orebits Certificates.
- 1.3 Shares: As used in this Agreement, Shares shall refer to ION Digital Common Shares.
- 1.4 Transfer Agreement: As used in this Agreement, Transfer Agreement shall refer to any agreement to transfer Certificates or Shares on behalf of, or at the direction of Jacobs or OAG/IAC, respectively.