



**MEETING AGENDA**

**Meeting Time and Date:** 11:00 a.m. Eastern on Thursday, December 14, 2023  
**Meeting Location:** [www.virtualstockholdermeeting.com/RIOT2023SM](http://www.virtualstockholdermeeting.com/RIOT2023SM)

**A. CALL MEETING TO ORDER**

1. Chair's Welcome
2. Introductions
3. Instructions on Rules of Conduct and Procedures
4. Proof of Notice of Meeting
5. Presentation of Proxies and Certification of the Existence of a Quorum

**B. PROPOSAL AND DISCUSSION**

1. **Proposal No. 1: To approve the Fifth Amendment to the 2019 Equity Incentive Plan to increase the number of shares reserved for issuance thereunder by 13,000,000 shares.**

**C. VOTING**

1. Opening of Polls.
2. Voting on Proposal.
3. Closing of Polls.

**D. REPORT RESULTS OF VOTING**

**E. ADJOURNMENT**

**F. QUESTIONS AND ANSWERS [TIME PERMITTING]**