

Natural Resources Holdings Ltd.
(“the Company”)

October 31, 2017

For the attention of:
Israel Securities Authority
www.isa.co.il

For the attention of:
Israel Securities Authority in Tel Aviv Ltd.
www.tase.co.il

Distinguished Sir/Madam:

Re: **Ad hoc report and Notice of the Convening of a Special General Assembly of the Company’s Shareholders in accordance with the Securities Regulations (Regulations on Ad hoc and Periodic Reports), 5730-1970 (“the Reports Regulations”) and the Companies Regulations 5760-2000 (Notice of General Meetings and Class Meetings in Publicly Owned Companies).**

(1) In accordance with the Reports Regulations and the Regulations of the Meeting, the Company hereby announces the convening of a special general assembly of the shareholders of the Company (“**The Meeting**”), on November 22, 2017 at 11:30 a.m. at the company’s law offices: Zitvar, Galor & Co. Law Offices, 7 Menachem Begin Street, Gibor Sport House, Ramat Gan (Tel: 03-6127778).

1. Topic on the agenda and proposed draft resolution

Change the name of the company to - **Blockchain Holdings Ltd.** and in English to, **Blockchain Holdings Ltd** or any other name approved by the Registrar of Companies.

2. Required majority

The majority required for approval of the resolution on the agenda is a simple majority of all the votes of the shareholders present at the meeting, who are entitled to vote and vote therein, without taking abstentions into account.

3. Who are entitled to participate and vote at the meeting

- 3.1. In accordance with Section 182 (b) and (c) of the Companies Law, the determining date for determining the entitlement of the shareholders to participate and vote at the meeting is the end of the trading day in the Company’s shares on the Stock Exchange on November 8, 2017 (“**the Determining Date**”).
- 3.2. In accordance with the Companies Regulations (Proof of Ownership of a Share for the Purpose of Voting at the General Assembly) 5760-2000, a shareholder in whose favor a share is registered with the member of the stock exchange and that share is included among the shares registered in the register of shareholders in the name of the nominee company shall be entitled to participate and vote at the meeting Approval regarding his ownership of the share on the determining date in accordance with Form 1 in the Schedule to the said Regulations.

- 3.3. A shareholder whose shares are registered with a stock exchange member shall be entitled to receive confirmation of ownership at the branch of the stock exchange member through whom he holds his shares or by post, if he so requests, and that a request for this matter will be given in advance to a particular securities account and that an unregistered shareholder may instruct that his confirmation of ownership will be transferred to the Company through the electronic voting system.
- 3.4. The shareholders of the Company may participate and vote personally at a meeting or by proxy or through the electronic voting system (as stated in Section 4 below), subject to proof of ownership in the Company's shares, as stated in Section 3.2 above. A vote by proxy shall be valid only if the proxy is received at the Company's law offices, Zitvar Galor & Co., Advocates, at 7 Menachem Begin Street, Ramat Gan, together with the documents to be attached thereto, including Confirmation of ownership, no later than 48 hours before the date of convening the meeting.

4. Voting by Electronic System

Additionally, the non-registered shareholders are entitled to vote in the meeting by way of a voting letter that will be sent to the Company by means of the electronic voting system. Voting through the electronic voting system will be possible up to six (6) hours before the date of convening the meeting.

5. Legal quorum and adjourned meeting

- 5.1. A quorum shall be constituted when they are present, either personally or by proxy, or by voting in the electronic voting system or otherwise permitted by the law, at least two shareholders who jointly hold shares that confer at least one quarter of the voting rights in the Company. If, within half an hour of the time set for the meeting, no quorum is present, the meeting shall be adjourned to Wednesday, November 29, 2017 at the same time and location. (**"The Adjourned meeting"**.)
- 5.2. If at the adjourned meeting no quorum is present within half an hour of the time set, then the adjourned meeting shall take place with any number of participants.

All in accordance with the Company's Articles of Association. The wording of the articles was recently published in an ad hoc report dated May 31, 2017, bearing reference no. 2001-01-503457.

6. Request to include a subject on the agenda of the meeting

An application by a shareholder under Section 66 (b) of the Companies Law to include a topic on the agenda of a General Assembly shall be furnished to the Company up to seven days after the calling for the General Assembly.

7. Reviewing Documents

The shareholders of the Company will be able to review, at their request, the full text of the draft resolution on the agenda at the company's law offices, located at 7 Menachem Begin Street in Ramat Gan, Gibor Sport House, 17th floor, during normal working hours and after prior arrangement by phone: 03-6127778.

Natural Resources Holdings Ltd

By Roy Sabag, chairman of the Board of Directors and CEO