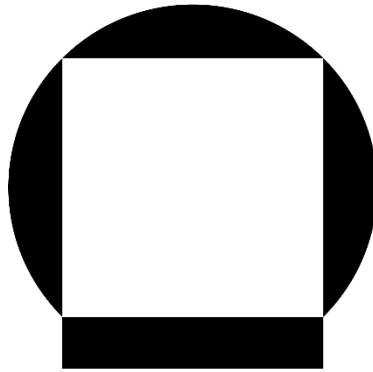


**IMPORTANT 2025 TAX RETURN INFORMATION FOR U.S. INVESTORS OF
GALAXY DIGITAL HOLDINGS LTD. (“GDHL”) ORDINARY SHARES**



galaxy

**THIS NOTICE CONTAINS IMPORTANT INFORMATION REGARDING
GDHL’S STATUS AS A PASSIVE FOREIGN INVESTMENT COMPANY (A “PFIC”)
FOR 2025 AND PRIOR TAXABLE YEARS THAT YOU SHOULD CONSIDER AND
ACT UPON BEFORE FILING YOUR 2025 U.S. FEDERAL INCOME TAX RETURN.**

**YOU ARE URGED TO CONSULT WITH YOUR TAX ADVISER
REGARDING THE MAKING OF THE ELECTIONS DESCRIBED BELOW BEFORE
FILING YOUR 2025 U.S. FEDERAL INCOME TAX RETURN**

On May 12, 2025 (the “Domestication Effective Date”), Galaxy Digital Holdings Ltd. (“GDHL”) deregistered under the Cayman Islands Companies Act (As Revised) and domesticated under Section 388 of the Delaware General Corporation Law, pursuant to which the jurisdiction of incorporation of GDHL transferred by way of continuation from the Cayman Islands to the State of Delaware (the “Domestication”) and GDHL was renamed Galaxy Digital Holdings Inc. (GDHL following the Domestication, “GDH Delaware”). In the Domestication, all of the issued and outstanding Class A ordinary shares of GDHL converted on a one-for-one basis into an equivalent number of shares of Class A common stock of GDH Delaware. On May 13, 2025, following the Domestication, GDH Delaware merged with and into Galaxy Digital Inc. (“GDI”), with GDI continuing as the surviving entity (the “Reorganization Merger” and the Reorganization Merger together with the Domestication, the “Reorganization Transactions”). In the Reorganization Merger, GDH Delaware shareholders received shares of Class A or Class B common stock of GDI (such Class A and Class B common stock together, “GDI Common Stock”) on a one-for-one basis in exchange for their shares of Class A or Class B common stock of GDH Delaware (such Class A and Class B common stock together, “GDH Delaware Common Stock”). As a result of the Reorganization Transactions, GDI succeeded GDHL as the publicly traded parent company.

Under the U.S. Internal Revenue Code of 1986, as amended (the “Code”), GDHL would have been a PFIC for any U.S. federal taxable year (including the short taxable year of GDHL that ended on May 12, 2025, the date of the Domestication) for which either (i) 75% or more of its gross income for the year constitutes “passive income” or (ii) the average value of its assets during the year that produce or are held for the production of “passive income” is at least 50% of its total assets. **Although the application of these rules is uncertain in certain respects, GDHL (or its successor, GDI) determined that GDHL was likely a PFIC for its taxable year ending May 12, 2025, and for its 2024, 2023, 2022, 2021, and 2020 taxable years. GDI is a U.S. corporation and therefore is not treated as a PFIC for any taxable year.**

If GDHL was a PFIC for any taxable year included in your holding period for GDHL ordinary shares and you do not make certain elections with respect to such stock (two of which are described below), you generally would be subject to a special set of unfavorable U.S. federal income tax rules with respect to any gain recognized on the sale or other disposition of your GDHL ordinary shares (including, if applicable, the exchange deemed to have occurred in the Domestication, as discussed further below). Under these rules, any gain you recognized upon a sale or exchange of your GDHL ordinary shares would be allocated ratably over your holding period for your GDHL ordinary shares. Gain allocated to the taxable year of sale or disposition or to the period in your holding period before the first day of GDHL’s first taxable year in which it was a PFIC would be taxed as ordinary income. Gain allocated to other taxable years (or portions thereof) and included in your holding period would be taxed at the highest tax rate in effect for that year and applicable to you (without regard to other items of income and loss for such year), and an additional amount equal to the interest charge generally applicable to underpayments of tax would be imposed with respect to the tax attributable to each such other taxable year. Similar tax rules may apply to all or a portion of any distribution received with respect to your GDHL ordinary shares. Subject to the discussion of PFIC elections below, these special rules would apply even if GDHL was no longer a PFIC in the taxable year of sale. These special rules will not apply to the sale or

other disposition of GDI Common Stock.

The rules described above regarding the recognition of gain on a sale of PFIC stock by you could also apply to the exchange of GDHL ordinary shares for GDH Delaware common stock in the Domestication, even if, as intended, the Domestication qualified as a reorganization in which you would not otherwise be required to recognize gain on your GDHL ordinary shares for U.S. federal income tax purposes. Thus, the Domestication could be a taxable event under the PFIC provisions of the Code. Certain proposed regulations, the applicability of which is unclear in certain respects, would require taxable gain recognition by a U.S. investor with respect to its deemed exchange of GDHL ordinary shares for GDH Delaware common stock in the Domestication if GDHL were classified as a PFIC at any time during such investor's holding period for its GDHL ordinary shares, unless such investor made certain elections (described below). Any such gain so recognized would effectively increase such investor's basis in its GDH Delaware common stock received to the fair market value of such GDHL ordinary shares deemed exchanged. U.S. investors of GDHL ordinary shares are urged to consult their tax advisors as to the application of the PFIC rules to the Domestication in their particular circumstances.

To mitigate or avoid the application of these unfavorable rules, we strongly encourage each U.S. investor to consider making one or both of the elections described below on its originally-filed U.S. federal income tax return for 2025. U.S. investors that seek to avoid the PFIC tax consequences in respect of the Domestication are strongly urged to consult their tax advisors regarding such elections.

1. "Qualified Electing Fund" Election. All U.S. investors who first acquired and held GDHL ordinary shares prior to May 13th, 2025 should consider making an election (a "QEF election") with respect to GDHL, effective for the 2025 taxable year (if no such election was previously made). By making a QEF election with respect to your GDHL ordinary shares, you will include in your taxable income for each year your pro rata share of GDHL's net capital gains (as long-term capital gain) and other earnings and profits (as ordinary income), on a current basis, in each case whether or not distributed, in the taxable year within which GDHL's taxable year ends. For 2025, GDHL did not have any net capital gains or other earnings and profits, and therefore you will not be required to include any amount in your income for 2025 by reason of making the QEF election.

If you make a valid QEF election with respect to your GDHL ordinary shares for 2025 and did not hold such GDHL ordinary shares in prior years, the PFIC rules described above will not apply to your sale or other disposition of such GDHL ordinary shares, including in a transaction that otherwise qualifies for nonrecognition treatment such as the Domestication.

A QEF election is made by completing IRS Form 8621 (including by checking Part II Box A and completing Part III in such form) and attaching the completed IRS Form 8621 to your timely-filed (taking into account extensions) 2025 U.S. federal income tax return. The IRS Form 8621 must reflect information provided in GDHL's PFIC Annual Information Statement for 2025. Please see Exhibit A for GDHL's PFIC Annual Information Statement for 2025.

2. *“Deemed Sale” Election.* If you acquired your GDHL ordinary shares in years prior to 2025 and did not make the QEF election described above with respect to such year, in addition to making the QEF election described above, you should strongly consider also making a “deemed sale” election, pursuant to which you will be deemed to have sold your GDHL ordinary shares on January 1, 2025, at their fair market value and any gain recognized on such deemed sale will be subject to the PFIC sale or disposition rules described above. **If you do not make a “deemed sale” election in addition to making the QEF election described above, with respect to your GDHL ordinary shares, the PFIC rules described above will continue to apply to your later sale or other disposition of such GDHL ordinary shares, including in a transaction that otherwise qualifies for nonrecognition treatment such as the Domestication.** The rules with respect to the “deemed sale” election do not provide any specific rules for determining the fair market value of stock for purposes of the “deemed sale” election. A reasonable method for valuing GDHL ordinary shares under a deemed sale election for the 2025 taxable year would be to use the closing price of GDHL ordinary shares on the Toronto Stock Exchange (TSX) as of January 2, 2025, the first trading day of 2025, which was CAD \$25.97.

A “deemed sale” election is made by completing IRS Form 8621 (including by checking Part II Box D and completing Part V in such form), reporting the gain recognized, if any, upon the stock deemed sold as an excess distribution, attaching the completed IRS Form 8621 to your 2025 U.S. federal income tax return, and paying the tax and interest due on the excess distribution.

While GDI believes that GDHL was a PFIC for its 2025 taxable year, the application of the PFIC rules is uncertain, and it is possible that GDHL may in fact not have been a PFIC for its 2025 taxable year. If GDHL was not a PFIC for its 2025 taxable year but was a PFIC for its 2024 taxable year, and you held GDHL ordinary shares in 2024, then the deemed sale election described above would be unavailable with respect to the GDHL ordinary shares you acquired in 2024 or a prior year. You could, however, consider making a different “deemed sale” election for shareholders of former PFICs, pursuant to which you would be treated as having sold your GDHL ordinary shares on December 31, 2024, with any gain recognized on such deemed sale being subject to the PFIC sale or disposition rules described above on your 2024 tax return. In order to make this election, you would need to amend your 2024 U.S. federal income tax return and include a deemed sale election. You should consult your tax adviser as to (i) the treatment of GDHL as a PFIC for its 2025 taxable year, and (ii) the advisability of making this “deemed sale” election for a former PFIC if GDHL was not a PFIC for its 2025 taxable year, but was a PFIC for its 2024 taxable year.

For additional information regarding GDHL’s PFIC status and the elections described in this notice, please see “Frequently Asked Questions about the Passive Foreign Investment Company Qualified Electing Fund and PFIC Deemed Sale Elections.” U.S. investors that seek to avoid the PFIC tax consequences in respect of the Domestication are strongly urged to consult their tax advisors regarding available elections.

EXHIBIT A

Galaxy Digital Holdings Ltd. (“GDHL”) EIN: 20-4301684

PFIC Annual Information Statement

1. This Information Statement applies to the taxable year of GDHL commencing on January 1, 2025 and ending on May 12, 2025.
2. The per-share, per-day amounts of ordinary earnings and net capital gains for each share of GDHL ordinary shares for the period specified in paragraph (1) are as follows:

<i>Company</i>	<i>Ticker</i>	<i>Ordinary Earnings per-day per-share (US\$)</i>	<i>Net Capital Gains per-day per-share (US\$)</i>
<i>Galaxy Digital Holdings Limited</i>	GLXY	\$0	\$0

To determine your pro-rata share of the amounts of ordinary earnings and net capital gains attributable to each share of GDHL ordinary shares that you held directly and indirectly, as noted above, multiply the per-day, per-share amounts indicated by the number of shares of GDHL ordinary shares held and the number of days you held the shares during the period specified in paragraph (1).

3. The per-share amounts of cash and fair market value of other property distributed or deemed distributed by GDHL to shareholders during the period specified in paragraph (1) are as follows:

<i>Company</i>	<i>Record Date</i>	<i>Cash/Property Distribution per share (US\$)</i>
<i>Galaxy Digital Holdings Limited</i>	N/A	\$0

4. GDI (as successor to GDHL) will, upon receipt of a request, permit you to inspect and copy GDHL’s permanent books of account, records, and such other documents as may be maintained in respect of GDHL to establish that its ordinary earnings and net capital gains are computed in accordance with U.S. income tax principles and to verify these amounts and your pro-rata shares thereof.

FREQUENTLY ASKED QUESTIONS ABOUT THE PASSIVE FOREIGN INVESTMENT COMPANY QUALIFIED ELECTING FUND AND PFIC DEEMED SALE ELECTIONS (“FAQs”)

General

1. *To whom are the passive foreign investment company (“PFIC”) rules relevant?*

The PFIC rules likely are relevant to you if you are a United States person for U.S. federal income tax purposes. These FAQs assume that you are a United States person for those purposes. However, the PFIC rules may also be relevant to you if you are an entity with direct or indirect owners that are United States persons. If you are such an entity, you should consult with your tax adviser regarding the application of these rules to you and your owners.

2. *What is a PFIC?*

A non-U.S. corporation is a PFIC for any U.S. federal taxable year for which either (i) 75% or more of its gross income for the year constitutes “passive income” or (ii) the average value of its assets during the year that produce or are held for the production of “passive income” is at least 50% of its total assets. “Passive income” generally includes, among other things, dividends, interest, rents and royalties (other than rents or royalties derived from the active conduct of a trade or business), the excess of gains over losses from the disposition of certain assets giving rise to passive income or which do not give rise to any income, and, subject to certain exceptions, the excess of gains over losses from transactions in commodities.

3. *Is Galaxy Digital Holdings Ltd. (“GDHL”) a PFIC?*

GDI (as successor to GDHL) has determined that GDHL was likely a PFIC for its 2025 taxable year, which ended on May 12, 2025.

4. *What are the tax consequences to me of GDHL being a PFIC?*

If GDHL was a PFIC, and if you do not make the election described below under “**QEF Election**” (and, if you first acquired and held your GDHL ordinary shares before 2025, you did not make the election described below under “**QEF Election**” with respect to such prior year and do not also make the election described below under “**PFIC Deemed Sale Election**”), you generally will be subject to a special set of unfavorable U.S. federal income tax rules with respect to any gain recognized on the sale or other disposition of your GDHL ordinary shares, and certain distributions, if any, that you receive from us on your GDHL ordinary shares. Specifically, any gain you recognize upon a sale or exchange of your GDHL ordinary shares will be allocated ratably over your holding period for your GDHL ordinary shares, and gain allocated to the taxable year of sale or disposition or to the period in your holding period before the first day of GDHL’s first taxable year in which it was a PFIC will be taxed as ordinary income. Gain allocated to other taxable years (or portions thereof) included in your holding period will be taxed at the highest tax rate in effect for that year applicable to you (without regard to other items of income and loss for such year), and an additional amount equal to the interest charge generally applicable to underpayments of tax will be imposed with respect to the tax attributable to each such other taxable year. Similar tax

rules may apply to all or a portion of any distribution received with respect to your GDHL ordinary shares. We refer to these special U.S. federal income tax rules as the “PFIC Excess Distribution Rules.”

5. Do the PFIC Excess Distribution Rules apply to the Domestication?

On May 12, 2025, GDHL deregistered under the Cayman Islands Companies Act (As Revised) and domesticated under Section 388 of the Delaware General Corporation Law, pursuant to which the jurisdiction of incorporation of GDHL transferred by way of continuation from the Cayman Islands to the State of Delaware (the “Domestication”) and GDHL was renamed Galaxy Digital Holdings Inc. (GDHL following the Domestication, “GDH Delaware”). In the Domestication, all of the issued and outstanding Class A ordinary shares of GDHL converted on a one-for-one basis into an equivalent number of shares of Class A common stock of GDH Delaware. On May 13, 2025, following the Domestication, GDH Delaware merged with and into Galaxy Digital Inc. (“GDI”), with GDI continuing as the surviving entity. In that merger (the “Reorganization Merger”), GDH Delaware shareholders received shares of Class A or Class B common stock of GDI (such Class A and Class B common stock together, “GDI Common Stock”) on a one-for-one basis in exchange for their shares of Class A or Class B common stock of GDH Delaware (such Class A and Class B common stock together, “GDH Delaware Common Stock”). As a result of the Reorganization Transactions, GDI succeeded GDHL as the publicly traded parent company. The Domestication could be a taxable event under the PFIC provisions of the Code. In particular, certain proposed regulations, the applicability of which is unclear in certain respects, would require taxable gain recognition by a U.S. investor with respect to its deemed exchange of GDHL ordinary shares for GDH Delaware common stock in the Domestication if GDHL were classified as a PFIC at any time during such investor’s holding period for its GDHL ordinary shares, unless such investor made certain elections (described below). Any such gain so recognized would effectively increase such investor’s basis in its GDH Delaware common stock received to the fair market value of such GDHL ordinary shares deemed exchanged. U.S. investors of GDHL ordinary shares are urged to consult their tax advisors as to the application of the PFIC rules to the Domestication in their particular circumstances.

6. What can I do to mitigate or avoid the application of the PFIC Excess Distribution Rules?

To avoid the application of the PFIC Excess Distribution Rules to your later sale or other disposition of your GDHL ordinary shares (which may include in a transaction that otherwise qualifies for nonrecognition treatment such as the Domestication), you should consider making a “qualified electing fund” election (a “QEF election”) with respect to your GDHL ordinary shares for 2025 on your 2025 U.S. federal income tax return and, if you first acquired and held your GDHL ordinary shares prior to 2025 and you did not make a QEF election with respect to such prior year, you should also consider making a “PFIC deemed sale election” in addition to a QEF election. These elections are described further below under “**QEF Election**” and “**PFIC Deemed Sale Election.**”

7. Should I talk to my tax adviser about GDHL’s PFIC status and these elections before I file my 2025 U.S. federal income tax return?

Yes. It is important that you talk to your tax adviser about GDHL's PFIC status, making a QEF election, and possibly a PFIC deemed sale election, with respect to your GDHL ordinary shares before you file your 2025 U.S. federal income tax return. This is because, among other things, a QEF election for 2025 can be made only on your originally-filed 2025 U.S. federal income tax return. Furthermore, as discussed above, the Domestication could be a taxable event for you under the PFIC provisions of the Code unless you make certain elections.

8. Can GDHL or GDI (as GDHL's successor public traded parent company) be a PFIC in future taxable years?

No. GDHL's U.S. federal taxable year ended on the date of the Domestication, which occurred on May 12, 2025, whereby GDHL transferred by way of continuation from the Cayman Islands to the State of Delaware, and GDHL was subsequently merged out of existence in the Reorganization Merger. Following the consummation of the Reorganization Merger, GDI is a U.S. corporation and therefore is not treated as a PFIC for U.S. federal income tax purposes for taxable years beginning after the Reorganization Transactions.

9. Do the PFIC Excess Distribution Rules apply to a sale or other disposition of GDI Common Stock that I receive as part of the Reorganization Transactions in exchange for my GDHL ordinary shares?

No. As mentioned above, following the consummation of the Reorganization Transactions, GDI is a U.S. corporation and therefore is not treated as a PFIC for U.S. federal income tax purposes for taxable years beginning after the Reorganization Transactions. The PFIC Excess Distribution Rules will not apply to the sale or other disposition of GDI Common Stock.

QEF Election

10. What is a QEF election?

A QEF election is an election to treat a PFIC as a “qualified electing fund.”

11. What are the general consequences of making a QEF election?

If you make a QEF election with respect to your GDHL ordinary shares, you will include in your taxable income for each year your pro rata share of GDHL’s net capital gains (as long-term capital gain) and other earnings and profits (as ordinary income), on a current basis, in each case whether or not distributed, in the taxable year within which GDHL’s taxable year ends. For 2025, GDHL did not have any net capital gains or other earnings and profits, and therefore you will not be required to include any amount in your income for 2025 by reason of making the QEF election.

12. How do I make a QEF election?

A QEF election is made by completing Internal Revenue Service (“IRS”) Form 8621 (including by checking Part II Box A and completing Part III in such form) and attaching the completed IRS Form 8621 to your timely-filed (taking into account extensions) 2025 U.S. federal income tax return. The IRS Form 8621 must reflect information provided in GDHL’s PFIC Annual Information Statement for 2025.

13. If I acquired my GDHL ordinary shares in 2025 and make a QEF election for 2025, am I still be subject to the PFIC Excess Distribution Rules on a later sale or disposition of my GDHL ordinary shares?

If you acquired your GDHL ordinary shares in 2025 and make a QEF election for 2025, the PFIC Excess Distribution Rules will not apply to your later sale or other disposition of your GDHL ordinary shares, which may include in a transaction that otherwise qualifies for nonrecognition treatment such as the Domestication.

14. If I acquired my GDHL ordinary shares prior to 2025, did not make a QEF election for such prior year, and make a QEF election for 2025, am I still be subject to the PFIC Excess Distribution Rules on a later sale or disposition of my GDHL ordinary shares?

Yes, unless you make a PFIC deemed sale election, as described below, with respect to GDHL ordinary shares acquired prior to 2025, in addition to making the QEF election for 2025.

15. Will the QEF election apply for years after 2025?

No. Following the consummation of the Reorganization Transactions, GDI is a U.S. corporation and therefore is not treated as a PFIC for U.S. federal income tax purposes for taxable years beginning after the Reorganization Transactions.

16. Can I revoke the QEF election?

No, a QEF election generally may not be revoked without the consent of the IRS.

17. Can I make a QEF election but defer payment of the tax on my share of the PFIC's income?

There is an option to elect to postpone payment of tax with respect to your share of the PFIC's net capital gains and other earnings and profits to the extent such income was not distributed by GDHL. This election is an annual election (made on IRS Form 8621 by checking Part II Box B and completing Part III lines 8 and 9). An interest charge (the amount generally applicable to underpayments of tax) applies with respect to the deferred taxes, and the status of prior elections must be reported annually in Form 8621 Part VI. Consult your tax adviser about whether to make this election to defer payment of tax on QEF undistributed earnings.

PFIC Deemed Sale Election

18. What is a PFIC deemed sale election?

A PFIC deemed sale election is an election to be treated as having sold your GDHL ordinary shares at its fair market value on the first day of the GDHL taxable year in which the QEF election applies.

19. Can I make a PFIC deemed sale election without also making a QEF election?

No. To be eligible to make a PFIC deemed sale election, you must also make a QEF election with respect to the PFIC.

20. Why would I make a PFIC deemed sale election?

If you acquired your GDHL ordinary shares prior to 2025 and did not make a QEF election with respect to such prior year and make a QEF election for 2025 but do not make a PFIC deemed sale election with respect to such GDHL ordinary shares, your GDHL ordinary shares purchased before 2025 will remain subject to the PFIC Excess Distribution Rules on a later sale or other disposition of your GDHL ordinary shares (which may include in a transaction that otherwise qualifies for nonrecognition treatment such as the Domestication). If you make a PFIC deemed sale election in addition to making and maintaining a QEF election, your GDHL ordinary shares will be treated as stock in a "pedigreed QEF" and the PFIC Excess Distribution Rules will no longer apply to a later sale or disposition of your GDHL ordinary shares (which may include in a transaction that otherwise qualifies for nonrecognition treatment such as the Domestication).

21. What are the general tax consequences of making the PFIC deemed sale election?

Any gain recognized by you on the deemed sale will be subject to the PFIC Excess Distribution Rules. If you held GDHL ordinary shares indirectly, the amount of gain you will recognize will equal the amount of gain a direct owner of such stock would have realized upon an actual sale or exchange of the stock indirectly owned by you.

22. How will the deemed sale election affect the basis and holding period in my GDHL ordinary shares?

The gain recognized on the deemed sale, if any, will increase your basis in your GDHL ordinary shares and your holding period will restart for purposes of applying the PFIC rules. For all other U.S. federal income tax purposes, your holding period in GDHL ordinary shares will not restart and your historical holding period continues to apply. If you held the GDHL ordinary shares indirectly, you will increase your adjusted basis in the stock or other interests in the entity through which you hold GDHL ordinary shares.

23. Can I make a deemed sale election even if I would realize a loss in the deemed sale?

Yes. A loss on the deemed sale is reported on IRS Form 8621, but is not recognized. The loss also will not decrease your basis in the GDHL ordinary shares.

24. How do I determine the fair market value of my GDHL ordinary shares for purposes of making a PFIC deemed sale election?

The relevant tax rules do not prescribe any specific method for determining the fair market value of stock for purposes of the PFIC deemed sale election. A reasonable method for determining the fair market value of GDHL ordinary shares for purposes of making the PFIC deemed sale election for the 2025 taxable year would be to use the closing price of GDHL ordinary shares on the Toronto Stock Exchange (TSX) as of January 2, 2025, the first trading day of 2025, which was CAD \$25.97.

25. How do I make a PFIC deemed sale election?

A PFIC deemed sale election is made by completing IRS Form 8621 (including by checking Part II Box D and completing Part V in such form), reporting the gain recognized, if any, upon the stock deemed sold as an excess distribution, attaching the completed IRS Form 8621 to your 2025 U.S. federal income tax return, and paying the tax and interest due on the excess distribution.