

**FORM 51-102F3
MATERIAL CHANGE REPORT**

1. Name and Address of Company

Bitcoin Well Inc. ("**Bitcoin Well**" or the "**Company**")
10142 82 Avenue NW
Edmonton, AB T6E 1Z4

2. Date of Material Change

September 17, 2021

3. News Release

A press release relating to the material change was issued and disseminated through GlobeNewswire on September 20, 2021.

4. Summary Of Material Change

Mr. Luke Thibodeau was appointed as interim Chief Financial Officer of the Company, effective September 17, 2021.

5. Full Description Of Material Change

Mr. Luke Thibodeau was appointed as interim Chief Financial Officer of the Company, effective September 17, 2021. Mr. Jason Vandenberg CPA, CA, who acted as Chief Financial Officer for the Company earlier in 2021, continues to be retained in an advisory capacity to provide oversight over the Company's financial operations.

6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

7. Omitted Information

No information has been omitted on the basis that it is confidential information.

8. Executive Officer

Adam O'Brien, Chief Executive Officer
Phone: 1 888 711 3866

9. Date of Report

October 13, 2021.