

BITCOIN WELL INC.
NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON WEDNESDAY, JUNE 14, 2023

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (“**Common Shares**”) of Bitcoin Well Inc. (the “**Corporation**”) will be held in a virtual-only format by way of Google Meet meeting at 1:00 p.m. (Edmonton time) on Wednesday June 14, 2023, and at any adjournment or postponement thereof for the following purposes, as more particularly described in the accompanying management information circular (the “**Information Circular**”):

1. to receive the audited financial statements of the Corporation as at and for the financial year ended December 31, 2022, together with the notes thereto and the auditor’s report thereon (the “**Financial Statements**”);
2. to fix the number of directors to be elected at the Meeting at five (5);
3. to elect the board of directors of the Corporation (the “**Board**”);
4. to approve the auditors of the Corporation at such remuneration as may be determined by the Board;
5. to approve the Corporation’s stock option plan as more particularly described in the Information Circular; and
6. to transact any other business as may properly be brought before the Meeting or any adjournment(s) or postponement thereof.

Shareholders of record at the close of business on April 28, 2023 will be entitled to vote at the Meeting. Shareholders whose names have been entered in the register of Shareholders at the close of business on that date will be entitled to receive notice of and to vote at the Meeting, provided that, to the extent a Shareholder transfers the ownership of any of such Shareholder’s Common Shares after such date and the transferee of those Common Shares establishes that the transferee owns the shares and requests, by 4:30 p.m. (Edmonton time) not later than ten (10) days before the Meeting, to be included in the list of Shareholders eligible to vote at the Meeting, such transferee will be entitled to vote those Common Shares at the Meeting. If you are a non-registered Shareholder and receive these materials through your broker or another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or other intermediary. If you are a non-registered Shareholder and do not complete and return the materials in accordance with such instructions, you may lose the right to vote at the Meeting.

The Corporation has decided to use notice and access to deliver the Information Circular and the Financial Statements and related Management’s Discussion and Analysis (collectively, the “**Meeting Materials**”) to Shareholders. Notice and access is a set of rules developed by the Canadian Securities Administrators that allows companies to post meeting materials online, reducing paper and mailing costs. However, together with this Notice of Annual General Meeting (the “**Notice of Meeting**”), Shareholders continue to receive a proxy (in the case of registered Shareholders) or voting instruction form (in the case of beneficial Shareholders), enabling them to vote at the Meeting. The Corporation encourages and reminds all Shareholders to review the Information Circular before voting.

If you have given the Corporation instructions to send you printed copies of the Meeting Materials, the Information Circular accompanies this Notice of Meeting, and the Corporation has mailed you a copy of its Financial Statements and related Management’s Discussion and Analysis. All other Shareholders can download the Meeting Materials from the Corporation’s website at bitcoinwell.com or from the Corporation’s profile on SEDAR at www.sedar.com.

For more information regarding notice-and-access or to obtain printed copies of the Meeting Materials, please contact the transfer agent, Odyssey Trust Company, via www.odysseycontact.com or by phone at 1-888-290-1175 (toll-free within North America) or 1-587-885-0960 (direct from outside North America).

The Corporation is holding the Meeting in a virtual-only format by way of Google Meet meeting. While Shareholders will not be able to attend the Meeting in person, the online platform will provide each Shareholder with an equal opportunity to participate in real time and vote at the Meeting, regardless of geographic location or particular circumstances. The Meeting will be held in a virtual-only format by way of Google Meet meeting:

Topic: Bitcoin Well Inc.: Annual General Meeting
Time: Wednesday, June 14, 2023 1:00 PM (Edmonton time)

Google Meet joining info:

Video call link: <https://meet.google.com/jih-vsgp-zsq>
Or dial: (CA) +1 587-688-9336 PIN: 818 656 385#
More phone numbers: <https://tel.meet/jih-vsgp-zsq?pin=1329148098568>

If you are unable to attend the Meeting virtually, Shareholders are encouraged to vote by the form of proxy pursuant to the instructions in this Notice. To be effective, you must date, sign and return the enclosed form of proxy to the Corporation's transfer agent, Odyssey Trust Company, Trader's Bank Building, Suite 702, 67 Yonge St., Toronto, Ontario, M5E 1J8, Attention: Proxy Department in the enclosed self-addressed envelope not later than 1:00 p.m. (Edmonton time) on June 12, 2023 or not less than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the time set for the Meeting or any adjournment or postponement thereof.

The instrument appointing a proxy shall be in writing and shall be executed by the Shareholder or the Shareholder's attorney authorized in writing or, if the Shareholder is a company, under its corporate seal by an officer or attorney thereof duly authorized.

The persons named in the enclosed form of proxy are directors and/or officers of the Corporation. **Each Shareholder has the right to appoint a proxyholder other than such persons, who need not be a Shareholder, to attend and to act for such Shareholder and on such Shareholder's behalf at the Meeting.** To exercise such right, the names of the nominees of management should be crossed out and the name of the Shareholder's appointee should be legibly printed in the blank space provided.

In the event of a strike, lockout or other work stoppage involving postal employees, all documents required to be delivered by a Shareholder should be delivered to Odyssey Trust Company at:

Email: proxy@odysseytrust.com
Fax: 1-800-517-4553
Internet: <https://login.odysseytrust.com/pxlogin>

DATED this 1st day of May, 2023.

BY ORDER OF THE BOARD OF DIRECTORS

A handwritten signature in black ink, appearing to read 'A. O'Brien', positioned above a horizontal line.

Adam O'Brien
Chair of the Board of Directors