



Stock Exchange Tower
1230, 300 5th Ave SW
Calgary, AB T2P 3C4

Form of Proxy – Annual General Meeting to be held on June 14, 2023

Appointment of Proxyholder

I/We being the undersigned holder(s) of **Bitcoin Well Inc.** hereby appoint **Adam O’Brien, the Founder and CEO of Bitcoin Well Inc. or, failing him, David Bradley, the Chief Revenue Officer of Bitcoin Well Inc.**

OR

Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein:

Please print appointee name

as my/our proxyholder with full power of substitution and to attend, act, and to vote for and on behalf of the holder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Annual General Meeting of Bitcoin Well Inc. to be held in a virtual-only format by way of Google Meet at <https://meet.google.com/jih-vsqp-zsq> (or by dial (CA) +1 587-688-9336 PIN: 818 656 385#) on June 14, 2023 at 1:00 PM (Edmonton time) or at any adjournment or postponement thereof, to the same extent and with the same power as if the undersigned were personally present at said meeting or such adjournment or postponement thereof in accordance with voting instructions, if any, provided below.

MANAGEMENT WILL BE VOTING FOR EACH OF THE BELOW RESOLUTIONS

1. Number of Directors. To set the number of directors to be elected at the Meeting at five (5).		For <input type="checkbox"/>	Against <input type="checkbox"/>					
2. Election of Directors.	For	Withhold	For	Withhold	For	Withhold		
a. Adam O'Brien	<input type="checkbox"/>	<input type="checkbox"/>	b. Terry Rhode	<input type="checkbox"/>	<input type="checkbox"/>	c. David Bradley	<input type="checkbox"/>	<input type="checkbox"/>
d. Mitchell Demeter	<input type="checkbox"/>	<input type="checkbox"/>	e. Allen Stephen	<input type="checkbox"/>	<input type="checkbox"/>			
3. Appointment of Auditors. Appoint Kingston Ross Pasnak LLP as auditors of Bitcoin Well Inc.		For <input type="checkbox"/>	Withhold <input type="checkbox"/>					
4. Stock Option Plan. As described in the Bitcoin Well Inc. Management Information Circular dated May 1, 2023.		For <input type="checkbox"/>	Against <input type="checkbox"/>					

Authorized Signature(s) – This section must be completed for your instructions to be executed.

Signature(s):

Date

I/we authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, **this Proxy will be voted as recommended by Management.**

/ /
MM / DD / YY

Interim Financial Statements – Check the box to the right if you would like to **RECEIVE** Interim Financial Statements and accompanying Management’s Discussion & Analysis by mail. See reverse for instructions to sign up for delivery by email.

Annual Financial Statements – Check the box to the right if you would like to **RECEIVE** the Annual Financial Statements and accompanying Management’s Discussion and Analysis by mail. See reverse for instructions to sign up for delivery by email.

Proxies must be received by 1:00 pm, Edmonton Time, on June 12, 2023.

Notes to Proxy

1. **THIS PROXY IS SOLICITED BY MANAGEMENT OF THE CORPORATION.**
2. **THIS PROXY SHOULD BE READ IN CONJUNCTION WITH THE MEETING MATERIALS PRIOR TO VOTING.**
3. If you appoint the Management Nominees to vote your shares, they will vote in accordance with your instructions or, if no instructions are given, in accordance with the Management Voting Recommendations for each Resolution on the previous page. If you appoint someone else to vote your securities, they will also vote in accordance with your instructions or, if no instructions are given, as they in their discretion choose.
4. This Proxy confers discretionary authority on the person named to vote in his or her discretion with respect to amendments or variations to matters identified in the Notice-and-Access Statement accompanying the Proxy or such other matters which may properly come before the Meeting or any adjournment or postponement thereof.
5. **Each holder has the right to appoint a person, who need not be a holder, to attend and represent him or her at the Annual General Meeting.** Such right may be exercised by inserting in the space labeled “*Please print appointee name*”, the name of the person to be appointed, who need not be a security holder of the Company.
6. If the securities are registered in the name of more than one holder (for example, joint ownership, trustees, executors, etc.) then all of the registered owners must sign this proxy in the space provided on the reverse. If you are voting on behalf of a corporation or another individual, you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
7. This proxy should be signed in the exact manner as the name appears on the proxy.

If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.

INSTEAD OF MAILING THIS PROXY, YOU MAY SUBMIT YOUR PROXY USING SECURE ONLINE VOTING:



To Vote Your Proxy Online please visit:

<https://login.odysseytrust.com/pxlogin>

You will require the **CONTROL NUMBER** printed with your address to the right.

If you vote by Internet, do not mail this proxy.

To request the receipt of future documents via email and/or to sign up for Securityholder Online services, you may contact Odyssey Trust Company at www.odysseycontact.com.

Shareholder Address and Control Number Here

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual. A return envelope has been enclosed for voting by mail.

NOTICE AND ACCESS. The Canadian securities regulators have adopted rules which permit the use of notice-and-access for proxy solicitation instead of delivering printed copies of proxy materials to each shareholder. This process provides Bitcoin Well Inc. the ability to post meeting related materials including management information circulars on a website in addition to SEDAR. Under notice-and-access, proxy materials will be available for viewing up to one (1) year from the date of posting and a paper copy of the materials can be requested at any time during this period.

Disclosure regarding each matter or group of matters to be voted on is in the information circular in the section with the same title as each Resolution found on the previous page. You should review the information circular before voting.

Bitcoin Well Inc. has elected to utilize notice-and-access and provide you with the following information:

1. Meeting materials are available electronically at www.sedar.com and also at <https://bitcoinwell.com/investors/>
2. If you wish to receive a paper copy of the proxy materials or have questions about notice-and-access, please call Odyssey Trust Company at 1-888-290-1175 (toll-free within North America) or 1-587-885-0960 (direct from outside North America). In order to receive a paper copy in advance of the meeting, your request should be received no later than June 1, 2023.