

## Form 62-103F1

### Required Disclosure under the Early Warning Requirements

#### Item 1 – Security and Reporting Issuer

**1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.**

This report relates to the acquisition of convertible debenture units (each, a “**Debenture Unit**” and collectively, “**Debenture Units**”) of Bitcoin Well Inc. (the “**Issuer**”).

The address of the head office of the Issuer is:

#203, 10138 82 Avenue  
Edmonton, AB T6E 1Z4

**1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.**

Not applicable

#### Item 2 – Identity of the acquiror.

**2.1 State the name and address of the acquiror.**

Terry Rhode, through his wholly owned corporation, Beyond the Rhode Corp. (the “**Acquiror**”)

193-53038 Range Road 225  
Sherwood Park, AB T8A 4T7

**2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.**

On December 30, 2024 the Acquiror acquired control over 900 Debenture Units pursuant to an offering of 2,000 convertible debenture units of the Issuer (the “**Debenture Units**”) at a price of \$1,000 per Debenture Unit for aggregate gross proceeds of \$1,100,000 on a brokered basis (the “**Brokered Offering**”) and \$900,000 on a non-brokered basis (the “**Non-Brokered Offering**”) and together with the Brokered Offering, the “**Offering**”). The Debenture Units consist of: (i) one 8% \$1,000 principal amount unsecured convertible debenture (each, a “**Debenture**”); and (ii) 4,347 common share purchase warrants of the Company (each, a “**Warrant**”).

Each \$1,000 principal amount of Debentures are convertible into common shares of the Company (the “**Common Shares**”) at the option of the holder thereof, at a conversion price of \$0.23 per Common Share. Each Warrant is exercisable to acquire one Common Share

at an exercise price of \$0.30 for a period of 60 months following the closing date, subject to accelerated expiry.

**2.3 State the names of any joint actors.**

Not applicable.

**Item 3 – Interest in Securities of the Reporting Issuer**

**3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror's security holding percentage in the class of securities.**

Pursuant to the Non-Brokered Offering, the Acquirer acquired control over 900 Debenture Units. Prior to the Offering, Mr. Rhode, directly and indirectly, exercised control over 15,881,000 Common Shares, 9,385,437 common share purchase warrants, 961,876 options and convertible debentures in the principal amount of \$4.1 million convertible into 16,400,000 Common Shares, representing an aggregate of 42,628,313 Common Shares on a partially diluted basis and approximately 17.39% of the issued and outstanding Common Shares on a on a partially-diluted basis.

Following closing of the Offering, Mr. Rhode, directly and indirectly, exercises control over 15,881,000 Common Shares, 13,297,737 common share purchase warrants, 961,876 options and convertible debentures in the principal amount of \$5.0 million convertible into 20,313,043 Common Shares, representing an aggregate of 50,453,656 Common Shares on a partially diluted basis and approximately 19.94% of the issued and outstanding Common Shares on a partially-diluted basis.

**3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.**

The Acquiror acquired ownership and control over the securities that triggered the requirement to file this report.

**3.3 If the transaction involved a securities lending arrangement, state that fact.**

Not applicable.

**3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.**

See item 3.1 above.

**3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which**

**(a) the acquiror, either alone or together with any joint actors, has ownership and control,**

See Item 3.1 above.

- (b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and**

Not applicable.

- (c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

Not applicable.

- 3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.**

Not applicable.

- 3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been or lent under the arrangement.**

**State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.**

Not applicable.

- 3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.**

Not applicable.

#### **Item 4 – Consideration Paid**

- 4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.**

Pursuant to the terms of the Offering, the Debenture Units were acquired at a price of \$1,000 per Debenture Unit.

- 4.2 **In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.**

See Item 4.1 above.

- 4.3 **If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.**

Not applicable.

#### **Item 5 – Purpose of the Transaction**

**State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:**

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;**
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;**
- (e) a material change in the present capitalization or dividend policy of the reporting issuer;**
- (f) a material change in the reporting issuer's business or corporate structure;**
- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;**
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;**
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;**
- (j) a solicitation of proxies from securityholders;**
- (k) an action similar to any of those enumerated above.**

The Acquiror acquired the securities pursuant to the Offering. The Acquiror holds securities of the Issuer for investment purposes. The Acquiror currently does not have any plan to acquire or dispose of additional securities of the Issuer. However, the Acquiror may acquire additional securities of the Issuer, dispose of some or all of the existing or additional securities he holds or will hold, or may continue to hold his current position, depending on market conditions, reformulation of plans or other relevant factors.

**Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer**

**Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder’s fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.**

Not applicable.

**Item 7 – Change in Material Fact**

**If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer’s securities.**

Not applicable.

**Item 8 – Exemption**

**If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.**

Not applicable.

**Item 9 – Certification**

**Certificate**

I, as the Acquiror, certify, or I, as the agent filing the report on behalf of an Acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

DATED as of the 30<sup>th</sup> day of December, 2024.

**BEYOND THE RHODE CORP.**

By: “Terry Rhode”  
Terry Rhode  
*Authorized Signing Officer*