

**Form 51-102F3**  
**Material Change Report**

**Item 1. Name and Address of Company**

Bitcoin Well Inc. (the “**Company**”)  
10142 82 Avenue NW  
Edmonton, Alberta, Canada T6E 1Z4

**Item 2. Date of Material Change**

December 30, 2024

**Item 3. News Release**

A news release was issued by the Company on December 30, 2024 and filed on SEDAR+.

**Item 4. Summary of Material Change**

The Company has closed its previously announced offering of 2,000 convertible debenture units of Bitcoin Well (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**”). Each Debenture Unit consists of: (i) one 8% \$1,000 principal amount unsecured convertible debenture (a “**Debenture**”); and (ii) 4,347 common share purchase warrants of the Company (each, a “**Warrant**”). Pursuant to the Offering, the Company issued a total of \$2,000,000 principal amount of Debentures and 8,694,000 Warrants. For more details on the terms of the Debentures and Warrants, see the Company’s news release dated December 2, 2024.

The Brokered Offering was completed pursuant to the terms of an agency agreement dated December 30, 2024 between the Company and Haywood Securities Inc., as lead agent and sole bookrunner, and Ventum Financial Corp. (together, the “**Agents**”). In connection with the Brokered Offering, the Company: (i) paid to the Agents a cash commission of \$77,000; (ii) issued to the Agents 334,782 non-transferable compensation options (the “**Compensation Options**”), with each Compensation Option exercisable at any time prior to December 30, 2029 at \$0.23 to purchase one unit of the Company (the “**Compensation Option Units**”), with each Compensation Option Unit comprised of one common share in the capital of the Company (a “**Common Share**”) and one Warrant; and (iii) paid to Haywood Securities Inc. a corporate finance fee of \$66,000, satisfied by way of issuing 286,956 units of the Company (the “**Corporate Finance Fee Units**”) at a deemed price of \$0.23 per Corporate Finance Fee Unit, with each Corporate Finance Fee Unit comprised of one Common Share and one Warrant. The Warrants comprising the Compensation Option Units and the Corporate Finance Fee Units have the same terms as the Warrants comprising the Debenture Units.

Terry Rhode, a director of the Company acquired control over 900 Debenture Units through his wholly owned corporation, Beyond The Rhode Corp. pursuant to the Non-Brokered Offering.

Prior to the completion of the Offering, Mr. Rhode, directly and indirectly, exercised control over 15,881,000 Common Shares, representing 7.27% of the Company's then issued and outstanding Common Shares on an undiluted basis (17.39% on a partially diluted basis assuming exercise and/or conversion of his 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).

Following closing of the Offering, Mr. Rhode, directly and indirectly, exercises control over 15,881,000 Common Shares, representing 7.27% of the Company's issued and outstanding Common Shares on an undiluted basis (19.94% on a partially diluted basis assuming exercise and/or conversion of his 13,297,737 common share purchase warrants, 961,876 options and convertible debentures in the aggregate principal amount of \$5.0 million convertible into 20,313,043 Common Shares).

Participation by Mr. Rhode in the Non-Brokered Offering constitutes a "related party transaction" as defined under Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The board of directors of the Company determined that the Non-Brokered Offering is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as neither the fair market value of the securities issued to, or the consideration paid by, Mr. Rhode exceeds 25% of the Company's market capitalization.

In connection with the Non-Brokered Offering, Mr. Rhode entered into a subscription agreement with the Company containing customary provisions on substantially the same terms as the arm's length subscribers under the Brokered Offering. The Company did not file a material change report more than 21 days before the expected closing of the Offering as the details of the Non-Brokered Offering and the participation therein by Mr. Rhode were not settled until shortly prior to the closing and the Company wished to complete the Offering on an expedited basis for sound business reasons.

**Item 5.            Full Description of Material Change**

See the news releases attached as Schedule "A"

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

Not Applicable

**Item 7.            Omitted Information**

Not Applicable.

**Item 8. Executive Officer**

For further information, contact:

Adam O'Brien, Founder and CEO  
Telephone Number: 1 888 711 3866  
Email: [ir@bitcoinwell.com](mailto:ir@bitcoinwell.com)

**Item 9. Date of Report**

December 30, 2024

**SCHEDULE "A"**  
**News Release dated December 30, 2024**  
*[see attached]*

**BITCOIN WELL ANNOUNCES CLOSING OF \$2 MILLION PRIVATE PLACEMENT  
OFFERING OF CONVERTIBLE DEBENTURE UNITS WITH \$900,000 OF INSIDER  
PARTICIPATION**

*NOT FOR DISTRIBUTION TO UNITED STATES NEWS WIRE SERVICES OR FOR DISSEMINATION  
IN THE UNITED STATES.*

**Edmonton, Alberta – December 30, 2024 – Bitcoin Well Inc.** (“**Bitcoin Well**” or the “**Company**”) (TSXV:**BTCW**; OTCQB:**BCNWF**), the non-custodial bitcoin business on a mission to enable independence, is pleased to announce it has closed its previously announced offering of 2,000 convertible debenture units of Bitcoin Well (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**”). Each Debenture Unit consists 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**”).

Pursuant to the Offering, the Company issued a total of \$2,000,000 principal amount of Debentures and 8,694,000 Warrants. For more details on the terms of the Debentures and Warrants, see the Company’s news release dated December 2, 2024.

The net proceeds of the Offering will be used for working capital, general corporate purposes and for further additions to the Company’s strategic bitcoin reserve.

The Brokered Offering was completed pursuant to the terms of an agency agreement dated December 30, 2024, between the Company and Haywood Securities Inc., as lead agent and sole bookrunner, and Ventum Financial Corp. (together, the “**Agents**”). In connection with the Brokered Offering, the Company: (i) paid to the Agents a cash commission of \$77,000; (ii) issued to the Agents 334,782 non-transferrable compensation options of the Company (the “**Compensation Options**”), with each Compensation Option exercisable at any time prior to December 30, 2029 at \$0.23 to purchase one unit of the company (the “**Compensation Option Units**”), with each Compensation Option Unit comprised of one common share in the capital of the Company (the “**Common Shares**”) and one Warrant; and (iii) paid to Haywood



Securities Inc. a corporate finance fee of \$66,000, satisfied by way of issuing 286,956 units of the Company (the “**Corporate Finance Fee Units**”) at a deemed price of \$0.23 per Corporate Finance Fee Unit, with each Corporate Finance Fee Unit comprised of one Common Share and one Warrant. The Warrants comprising the Compensation Option Units and the Corporate Finance Fee Units shall have the same terms as the Warrants comprising the Debenture Units.

All securities issued in connection with the Offering are subject to a statutory hold period expiring on May 1, 2025. The Offering remains subject to final approval of the TSX Venture Exchange (“**TSXV**”).

Pursuant to the Non-Brokered Offering, Terry Rhode, through his wholly owned corporation, Beyond The Rhode Corp., 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. Mr. Rhode holds securities of the Company for investment purposes and currently does not have any plan to acquire or dispose of additional securities of the Company. However, Mr. Rhode may acquire additional securities of the Company, 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.

The foregoing disclosure is being disseminated pursuant to National Instrument 62-103 – *The Early Warning System and Related Take-Over Bid and Insider Reporting*. Copies of the early warning reports with respect to the foregoing will appear on the Company’s SEDAR profile at [www.sedarplus.ca](http://www.sedarplus.ca) and may also be obtained by contacting the Company at 1 888 711 3866 or [ir@bitcoinwell.com](mailto:ir@bitcoinwell.com).



Terry Rhode's participation in the Offering for gross proceeds of \$900,000 constitutes a "related party transaction" within the meaning of Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). The Offering is exempt from formal valuation and minority approval requirements of MI-61-101 pursuant to the exemptions set forth in sections 5.5(a) and 5.7(a) of MI 61-101, as neither the fair market value of securities being issued to insiders nor the consideration paid therefor exceeds 25% of the Company's market capitalization.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any securities in the United States. The securities offered hereby have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**1933 Act**") or any state securities laws and may not be offered or sold in the United States or to U.S. persons (as defined in Regulation S under the 1933 Act) unless the securities have been registered under the 1933 Act and all applicable state securities laws, or are otherwise exempt from such registration.

### **About Bitcoin Well**

Bitcoin Well is in the business of future-proofing money. We do this by making bitcoin useful to everyday people to give them the convenience of modern banking and the benefits of bitcoin. Our existing Bitcoin ATM business unit drives cash-flow to help fund this mission.

Join our [investor community](#) and follow us on [Nostr](#), [LinkedIn](#), [Twitter](#) and [YouTube](#) to keep up to date with our business.

### **Bitcoin Well contact information**

To book a virtual meeting with our Founder & CEO Adam O'Brien please use the following link: <https://bitcoinwell.com/meet-adam>

For additional investor & media information, please contact:

Tel: 1 888 711 3866

[ir@bitcoinwell.com](mailto:ir@bitcoinwell.com)

***Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.***



### **Forward-looking information**

*Certain statements contained in this news release may constitute forward-looking statements or forward-looking information (collectively, “forward-looking information”). Forward-looking information is often, but not always, identified by the use of words such as “anticipate”, “plan”, “estimate”, “expect”, “may”, “will”, “intend”, “should”, or the negative thereof and similar expressions. All statements herein other than statements of historical fact constitute forward-looking information, including but not limited to statements in respect of: final approval of the Offering by the TSXV; use of proceeds from the Offering; and Bitcoin Well’s business plans and outlook. Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information. Bitcoin Well’s actual results could differ materially from those anticipated in this forward-looking information as a result of regulatory decisions, inability to obtain final TSXV approval, competitive factors in the industries in which Bitcoin Well operates, prevailing economic conditions, and other factors, many of which are beyond the control of Bitcoin Well.*

*Bitcoin Well believes that the expectations reflected in the forward-looking information are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking information should not be unduly relied upon. Any forward-looking information contained in this news release represents Bitcoin Well expectations as of the date hereof, and is subject to change after such date. Bitcoin Well disclaims any intention or obligation to update or revise any forward-looking information whether as a result of new information, future events or otherwise, except as required by applicable securities legislation. For more information, see the Cautionary Note Regarding Forward Looking Information found in the Bitcoin Well quarterly Management Discussion and Analysis.*

