

**EARLY WARNING REPORT FILED PURSUANT TO
PART 3 OF NATIONAL INSTRUMENT 62-103**

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.

Cathedra Bitcoin Inc. (the “**Company**”)
#320 - 638 Broughton Street, Vancouver,
British Columbia, V6G 3K3, Canada

This report relates to multiple voting shares (“**Multiple Voting Shares**”) of the Company.

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.

The Company, Kungsleden Inc., and the shareholders of Kungsleden, Inc. (“**Kungsleden**”) entered into a share exchange agreement dated March 6, 2024, as amended on June 18, 2024, pursuant to which the Company acquired all the issued and outstanding shares of Kungsleden in exchange for 6,253,429 Multiple Voting Shares (the “**Transaction**”). On June 23, 2024, the Transaction closed and Thomas Masiero (the “**Acquiror**”) acquired, through Thy Kingdom Trust (“**Kingdom**”) which was a shareholder of Kungsleden and a trust of which the Acquiror exercises control and direction over, 2,993,829 Multiple Voting Shares, (which are convertible into 299,382,900 Subordinate Voting Shares of the Company) (the “**Acquisition**”). The Acquiror held 478,750 common shares of Kungsleden.

The Multiple Voting Shares are not listed on any exchange and were created to assist the Company in maintaining the Company’s foreign private issuer status under as defined in Rule 405 of the United States Securities Act of 1933.

Item 2 – Identity of the Acquiror

2.1 State the name and address of the acquiror.

Thomas Masiero (through Thy Kingdom Trust)

3205 Election Rd., Pall Mall, TN, 38577

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.

See item 1.2.

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 securityholding percentage in the class of securities.

Prior to the Acquisition, the Acquiror owned 163,676 Subordinate Voting Shares, 629,795 RSUs and 88,841 stock options representing 0.07% of the issued and outstanding Subordinate Voting Shares on a non-diluted basis and 0.37% of the issued and outstanding Subordinate Voting Shares on a partially-diluted basis assuming the exercise of the Acquiror's stock options into Subordinate Voting Shares.

Immediately following the Acquisition, the Acquiror now owns 163,676 Subordinate Voting Shares, 2,993,829 Multiple Voting Shares, 88,841 stock options and 2,325,950 RSUs, representing 34.73% of the issued and outstanding Subordinate Voting Shares on a non-diluted basis (assuming the conversion of all outstanding Multiple Voting Shares into Subordinate Voting Shares) and 34.92% of the issued and outstanding Subordinate Voting Shares on a partially-diluted basis assuming the exercise of the Acquiror's options and RSUs into Subordinate Voting Shares (and assuming the conversion of all outstanding Multiple Voting Shares into Subordinate Voting Shares).

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.

See Item 3.1.

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.

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.

- (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 transferred 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.

See item 1.2. The deemed price per Multiple Voting Share is \$10 per Multiple Voting Share (\$0.10 per Subordinate Voting Share on a converted basis).

- 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. The aggregate value of the Multiple Voting Shares acquired by the Acquiror is \$29,938,290.

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

The Multiple Voting Shares were acquired pursuant to the Transaction. See Item 1.2.

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 security holders;
- (k) an action similar to any of those enumerated above.

The Multiple Voting Shares are held for investment purposes. The Acquiror will review his holdings from time to time and may increase or decrease his position as future circumstances may dictate.

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

The acquiror must certify that the information in this report is true and complete in every respect. In the case of an agent, the certification is based on the agent's best knowledge, information and belief but the acquiror is still responsible for ensuring that the information filed by the agent is true and complete.

This report must be signed by each person on whose behalf the report is filed or his or her authorized representative.

It is an offence to submit information that, in a material respect and at the time and in the light of the circumstances in which it is submitted, is misleading or untrue.

Certificate

The certificate must state the following:

I, as the acquiror, certify, or I, as the agent filing this 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.

Date: August 2, 2024

Per: Signed "Thomas Masiero"
Thomas Masiero
Authorized Signatory