



## Notice of Availability of Proxy Materials for Bitcoin Well Inc. Annual General and Special Meeting of Shareholders

**Meeting Date and Time: June 24, 2024 at 1:00 pm (Mountain time)**

**Location: Virtual meeting by way of Google Meet at:**

**Video call link:** <https://meet.google.com/ncr-ikpx-sxf>

**Or dial:** +1 587-787-8972 (PIN: 302183223)

**More phone numbers:** <https://tel.meet/ncr-ikpx-sxf?pin=1874596077105>

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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 at 1:00 p.m. (Mountain time) on Monday June 24, 2024.

Please be advised that the management information circular (the “**Information Circular**”) and other proxy materials (together with the Information Circular, the “**Materials**”) for the Meeting are available for viewing and downloading online. This document provides an overview of these Materials, but you are reminded to access and review the information circular and other Materials available online prior to voting. These Materials are available at:

[bitcoinwell.com/investors/](https://bitcoinwell.com/investors/)

OR

[www.sedarplus.ca](https://www.sedarplus.ca)

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### **Obtaining Paper Copies of the Proxy Materials**

We have elected to use notice-and-access to deliver the Materials. Notice-and-access is a set of rules that allows issuers to post electronic versions of proxy materials on SEDAR and on one additional website, rather than mailing paper copies. The use of notice-and-access is more environmentally friendly as it helps reduce paper use.

Shareholders may request to receive paper copies of the Materials related to the above referenced Meeting by mail at no cost. Requests for paper copies must be received by **June 10, 2024**, in order to receive the paper copy in advance of the Meeting. Shareholders may request to receive a paper copy of the Materials for up to one year from the date the Materials were filed on [www.sedar.com](https://www.sedar.com).

For more information regarding notice-and-access or to obtain a paper copy of the Materials you may contact our transfer agent, Odyssey Trust Company, via [www.odysseycontact.com](https://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).

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## **Notice of Meeting**

The resolutions to be voted on at the Meeting, described in detail in the Management Information Circular, are as follows:

1. to set the number of directors to be elected at the Meeting at four (4), as more fully described in the section of the Information Circular entitled “Fixing the Number of Directors”;
2. to elect the board of directors of the Corporation (the “**Board**”) to hold office until the next annual meeting of Shareholders or until their successors are duly elected or appointed, as more fully described in the section of the Information Circular entitled “Election of Directors”;
3. to approve the appointment of Kingston Ross Pasnak LLP as auditors of the Corporation for the ensuing year at such remuneration as may be determined by the Board, as more fully described in the section of the Information Circular entitled “Appointment of Auditors”; and
4. to consider and, if thought fit, to approve by ordinary resolution the Corporation’s Omnibus Equity Incentive Plan, including all unallocated awards thereunder, as more fully described in the section of the Information Circular entitled “Approval of Omnibus Equity Incentive Plan”.

## **Voting**

To vote your securities, please refer to the instructions on the enclosed proxy or voting instruction form. Your proxy or voting instruction form must be received by June 20, 2024.

## **Stratification**

We are providing paper copies of the Information Circular only to those registered shareholders and beneficial shareholders that have previously requested to receive paper materials.

## **Annual Financial Statements**

We are providing paper copies or emailing electronic copies of the annual financial statements to registered shareholders and beneficial shareholders that have opted to receive annual financial statements and have indicated a preference for either delivery method.