

BITCOIN WELL ANNOUNCES BITCOIN PURCHASE AND BROKERED PRIVATE PLACEMENT OFFERING OF UP TO \$2.0 MILLION OF CONVERTIBLE DEBENTURE UNITS LED BY HAYWOOD SECURITIES INC. WITH \$500,000 OF INSIDER PARTICIPATION

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Edmonton, Alberta – December 2, 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 that it has entered into an agreement with Haywood Securities Inc. (“**Haywood**”) to act as lead agent and sole bookrunner, together with a syndicate of agents (the “**Agents**”), in connection with a best-efforts private placement of up to approximately \$2,000,000 convertible debenture units (the “**Debenture Units**”) at a price of \$1,000 per Debenture Unit (the “**Offering**”). Each Debenture Unit shall 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**”).

Further, the Company announces the purchase of approximately 7.53088112 BTC for \$1,035,882.82 CAD at an average price of \$137,551.34 CAD per bitcoin.

The Company intends to use the net proceeds from the Offering for working capital, general corporate purposes and for further additions to the strategic bitcoin reserve. The Offering is expected to close on or about December 17, 2024, or such other date as the Company and Haywood may agree, each acting reasonably (the “**Closing Date**”).

“Adding bitcoin to the balance sheet feels great!” said Adam O’Brien, founder and CEO of the Company. “We look forward to closing a successful Offering which will afford us access to additional capital to add more bitcoin to our treasury. I am excited to offer our shareholders exposure to bitcoin alongside our growing bitcoin business. We have seen good growth so far this quarter and we expect that adding bitcoin to the balance sheet will continue to give the Company opportunities in the future.”

The Debentures will bear interest of 8% per annum, payable semi-annually in arrears, on the first business day in July and January of each year, with the first interest payment to

be made on July 2, 2025 (the “**Interest Payment Date**”) and maturing on the date that is 60 months following the Closing Date (the “**Maturity Date**”). The Company shall pay, on each Interest Payment Date, all interest in the form of common shares of the Company (the “**PIK Interest Payment**”) or in cash, at the sole discretion of the Company. In the event the Company elects to make a PIK Interest Payment, it shall deliver such number of Common Shares, within 10 business days of the Interest Payment Date, as is determined by dividing the accrued and unpaid interest due and payable on the Interest Payment Date by the 10 day volume weighted average trading price (“**VWAP**”) of the Common Shares on the TSX Venture Exchange (the “**TSXV**”), immediately preceding the Interest Payment Date.

The Debentures will be unsecured obligations of the Company and subordinated in right of payment to the prior payment in full of all secured indebtedness of the Company. The Debentures will rank *pari passu* with all existing subordinated debentures and all additional subordinated debentures issued by the Company from time to time. The Debentures will also be effectively subordinated to claims of creditors of the Company’s subsidiaries except to the extent the Company is a creditor of such subsidiaries ranking at least *pari passu* with such other creditors.

Each \$1,000 principal amount of Debentures will be convertible into 4,347 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 (the “**Conversion Price**”), at any time prior to the close of business on the earlier of: (i) the Maturity Date; (ii) the business day immediately preceding the date fixed by the Company pursuant to the Debenture Conversion Notice (as hereinafter defined), and (iii) the business day immediately preceding the payment date if subject to repurchase pursuant to a change of control, subject to adjustment in certain circumstances pursuant to a trust indenture to be entered into between the Company and trust company. Beginning on the date that is four months and one day following the Closing Date, if the VWAP of the Common Shares on the TSXV is greater than \$0.32 for a period of 10 consecutive trading days, the Company may, within 10 business days of the occurrence of such event, force the conversion of the Debentures by giving notice (the “**Debenture Conversion Notice**”) to the holders of the Debentures, and issuing a concurrent press release, and, in such case, the conversion date of the Debentures shall be the date specified by the Company in the Debenture Conversion Notice, provided such date shall not be less than 30 trading days following delivery of the Debenture Conversion Notice.

Each Warrant will be exercisable to acquire one Common Share for an exercise price of \$0.30 for a period of 60 months following the Closing Date. If, at any time following the Closing Date and prior to the expiry date of the Warrants, the VWAP of the Common Shares on the TSXV is greater than \$0.42 for a period of 10 consecutive trading days, the Company may, within 10 business days of the occurrence of such event, accelerate the expiry date of the Warrants by giving notice (the "**Warrant Acceleration Notice**"), and issuing a concurrent press release, and, in such case, the expiry date of the Warrants shall be the date specified by the Company in the Warrant Acceleration Notice, provided such date shall not be less than 30 trading days following delivery of the Warrant Acceleration Notice.

The Agents will have an option (the "**Agent's Option**") to offer for sale up to an additional \$300,000 of Debenture Units, by Haywood, on behalf of the Agents providing notice to the Company at any time up to 48 hours prior to the Closing Date.

The Company has agreed to (a) pay to the Agents a commission of 7% cash (3.5% in respect of presidents list orders); (b) issue to the Agents compensation options entitling the Agents to acquire that number of Debenture Units equal to 7% (3.5% in respect of presidents list orders) of the aggregate number of Debenture Units sold pursuant to the Offering at an exercise price of each such Debenture Unit of \$1,000; and (c) issue to Haywood such number of Debenture Units as is equal to the greater of \$100,000 and 7% of the gross proceeds of the Offering (3.5% in respect of presidents list orders) at a deemed price per such Debenture Unit of \$1,000.

All securities issued pursuant to the Offering will be subject to a statutory hold period of four months and one day following the Closing Date. The Offering remains subject to certain conditions including, but not limited to, receipt of all necessary regulatory approvals, including the approval of the TSXV.

It is anticipated that certain directors of the Company will participate in the Offering for minimum gross proceeds of \$500,000. Such participation will be considered to be a "related party transaction" within the meaning of Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). The Company intends to rely on the exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101 in respect of the related party participation in the Offering as neither the fair market value (as determined under MI 61-101) of the subject matter of, nor the fair market value of the

consideration for, the transaction, insofar as it will involve interested parties, is expected to exceed 25% of the Company's market capitalization (as determined under MI 61-101).

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 on a mission to enable independence. We do this by making bitcoin useful to everyday people to give them the convenience of modern banking and the benefits of bitcoin. We like to think of it as future-proofing money. Our existing Bitcoin ATM and Online Bitcoin Portal business units drive 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>

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Forward-looking information

Certain statements contained in this news release may constitute 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: closing of the Offering; TSXV approval of the Offering; exercise of the Agent's Option; use of proceeds from the Offering; and Bitcoin Well's business plans, strategy 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 actual results could differ materially from those anticipated in this forward-looking information as a result of inability to obtain TSXV approval, regulatory decisions, 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's 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's quarterly Management Discussion and Analysis.