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Edmonton, AB, T6E 1Z4

Bitcoin Well Inc.

Management's Discussion and Analysis

For the three months ended March 31, 2022 and 2021

(Expressed in Canadian Dollars)

INTRODUCTION

This Management's Discussion and Analysis ("MD&A") for Bitcoin Well Inc. ("Bitcoin Well", the "Company", "we", "us", or "our") was prepared as of May 17, 2022 to assist readers in understanding our financial performance for the three months ended March 31, 2022. This MD&A should be read in conjunction with the condensed consolidated interim financial statements and notes thereto for the three months ended March 31, 2022 ("Financial Statements"), and the audited consolidated financial statements and notes thereto for the year ended December 31, 2022. Such interim condensed consolidated financial statements have been prepared in accordance with IAS 34, and the audited consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All dollar amounts are expressed in Canadian dollars unless otherwise indicated.

The principal business of the Company is to acquire, own and operate cryptocurrency ATM machines throughout Canada. The address of the Company's registered office is 2500 Stantec Tower, 10220 – 103 Avenue NW, Edmonton, Alberta.

The Company's common shares are traded on the TSXV under the ticker symbol "**BTCW**".

ADDITIONAL INFORMATION

Additional information about the Company is available on SEDAR at http://www.sedar.com.

BOARD APPROVAL

The board of directors of the Company has approved this MD&A.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

The information provided in this MD&A, including information incorporated by reference, may contain "forward-looking statements" about the Company. In addition, the Company may make or approve certain statements in future filings with Canadian securities regulatory authorities, in press releases, or in oral or written presentations by representatives of the Company that are not statements of historical fact and may also constitute forward-looking statements. All statements, other than statements of historical fact, made by the Company that address activities, events or developments that the Company expects or anticipates will or may occur in the future are forward-looking statements, including, but not limited to, statements preceded by, followed by or that include words such as "may", "will", "would", "could", "should", "believes", "estimates", "projects", "potential", "expects", "plans", "intends", "anticipates", "targeted", "continues", "forecasts", "designed", "goal", or the negative of those words or other similar or comparable words. Forward-looking statements contained herein include, but are not limited to: (i) statements regarding the future acquisition of cryptocurrency ATMs; and (ii) statements regarding the expansion plans for the Company's business.

Forward-looking statements may relate to future financial conditions, results of operations, plans, objectives, performance or business developments. These statements speak only as at the date they are made and are based on information available as at such date and on the then current expectations of the party making the statement and assumptions concerning future events, which are subject to a number of known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from that which was expressed or implied by such forward-looking statements, including, but not limited to, risks and uncertainties related to:

(a) the availability of financing opportunities, risks associated with economic conditions, dependence on management or directors and conflicts of interest, sources of income to generate cash flow, risks relating to maintenance of required licences, potential transaction and legal risks, risks relating to regulation and sale of cryptocurrency; and

(b) other risks described in this MD&A and described from time to time in documents filed by the Company with Canadian securities regulatory authorities.

With respect to the forward-looking statements contained herein, although the Company believes that the expectations and assumptions on which the forward-looking statements are based are reasonable, undue reliance should not be placed on the forward-looking statements, because no assurance can be given that they will prove to be correct.

Consequently, all forward-looking statements made in this MD&A and other documents of the Company, as applicable, are qualified by such cautionary statements and there can be no assurance that the anticipated results or developments will actually be realized or, even if realized, that they will have the expected consequences to or effects on the Company. The cautionary statements contained or referred to in this section should be considered in connection with any subsequent written or oral forward-looking statements that the Company and/or persons acting on its behalf may issue. The Company does not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, other than as required under securities legislation.

NON-GAAP MEASURES

References to Adjusted EBITDA in this MD&A refer to the non-GAAP ("Generally Accepted Accounting Principles") financial measure reconciled in the section "Selected Financial Information". Adjusted EBITDA is not an earnings measure recognized by IFRS and does not have a standardized meaning prescribed by IFRS. Management believes that Adjusted EBITDA is an alternative measure in evaluating the Company's business performance. Readers are cautioned that Adjusted EBITDA should not be construed as an alternative to net income as determined under IFRS; nor as an indicator of financial performance as determined by IFRS; nor a calculation of cash flow from operating activities as determined under IFRS; nor as a measure of liquidity and cash flow under IFRS. The Company's method of calculating Adjusted EBITDA may differ from methods used by other Companies and, accordingly, the Company's Adjusted EBITDA may not be comparable to similar measures used by any other Company.

Throughout this MD&A, the following terms are used, which do not have a standardized meaning under IFRS.

EBITDA (Earnings before Interest, Taxes, Depreciation, and Amortization)

- "EBITDA" represents net income or loss excluding net finance income or expense, income tax or recovery, depreciation, and amortization.
- "Adjusted EBITDA" represents EBITDA adjusted to exclude share-based compensation, unrealized gain or loss on the revaluation of digital assets, unrealized gain or loss on the fair value adjustment of cryptocurrency loans and derivative instruments, impairment of goodwill, and costs associated with one-time transactions (such as listing fees or acquisition-related costs).
- "Adjusted EBITDA Margin" represents Adjusted EBITDA as a percentage of revenue.

EBITDA, Adjusted EBITDA, and Adjusted EBITDA Margin are used to show ongoing profitability without the impact of non-cash or non-recurring items. We believe that Adjusted EBITDA, a non-GAAP measure, is useful in evaluating our operating performance. We use Adjusted EBITDA to evaluate our ongoing operations and for internal planning and forecasting purposes. However, Adjusted EBITDA is presented for supplemental informational purposes only, has limitations as an analytical tool, and should not be considered in isolation or as a substitute for financial information presented in accordance with IFRS.

KEY HIGHLIGHTS OF THE QUARTER

- Revenue decreased by 51% to $13.5 million in Q1 2022 compared to Q1 2021. The movement was largely due to a decrease in ATM sales, as well as a decrease in over-the-counter ("OTC") customer sales. Our normalized average revenue generated per machine in Q1 2022 decreased by 60% from Q1 2021. The decrease from the prior year was due to a number of factors, including (i) implementation of new KYC regulations in June 2021; and (ii) higher machine saturation in certain regions. We are continuing to deploy new ATMs with capital cost-effective strategies, such as the Partner Program outlined below.

- A total of 34 ATMs were added to our fleet in Q1 2022, which contributed to a total of 239 machines installed across Canada as of March 31, 2022. Of the machines described above, 67 of the ATMs are operating under our Partner Program, which allows us to scale our ATM count quicker, without significant capital expenditures. This is evidenced by our current partners, RapidCash ATM Ltd. ("RapidCash") planning to expand by over 100 locations in 2022, and Northstar Ventures ("Northstar") who are also actively expanding.

- We generated Adjusted EBITDA of negative $1.7 million in the three months ended March 31, 2022 (March 31, 2021 – positive $0.8 million). This negative Adjusted EBITDA was largely a result of hiring a larger team required to support the technology growth initiatives that we are pursuing. This team also empowers us to take on growth initiatives as they arise, such as the recently announced addition of an anticipated 100+ machines (+42% of our existing network) through a single partner in our Partner Program, which should not require additional resources to operate. We plan to expand our Partner Program through to the end of the year, increasing both the number of partners and the number of machines in the Partner Network, showcased by the addition of a new partner in Q1 2022, Northstar.

- We reported a net loss of $2.1 million for the quarter ended March 31, 2022, representing an increase from a net loss of $4.4 million in Q1 2021. The net loss in Q1 2022 was slightly offset by an unrealized gain on the revaluation of cryptocurrency-based loans in the amount of $0.1 million.

Convertible Debt Financing

On February 23, 2022, we entered into an agreement to issue up to $5.0 million in secured convertible debentures (the "Convertible Debenture"), convertible into common shares of the Corporation at a conversion price of $0.30. The Convertible Debenture may be issued in up to three tranches, the first of which was issued to Beyond The Rhode Corp. ("BTR") on February 23, 2022 in the principal amount of CDN$1.5 million, and the second of which was issued on March 17, 2022 in the amount of $2.0 million. The Convertible Debenture bears interest at a rate of 10% per annum and matures on February 23, 2025, subject to two automatic one year extensions (the "Maturity Date").

The Convertible Debenture provides for the payment of a monthly royalty to the holder equal to: (A) 20% of the gross profit, defined as the revenue generated less the cost of the coins generated from the new products built for the online ecosystem of the Company and affiliates from February 23, 2022, until August 23, 2023; and (B) between 12-20% of gross profit from August 23, 2023 until the latter of three months after the most recent conversion date or the Maturity Date. No royalty payment shall be made if the aggregate amount of all interest payments, future interest payments and royalty payments would exceed 24%. No royalties were paid on online revenues in Q1 2022.

Additionally, subject to TSX Venture Exchange approval and the consent of BTR, the Corporation may request a third tranche in one or more advances not to exceed the principal amount of $1.5 million on or before June 30, 2022.

The Convertible Debenture is being used to fund the enhancement of the existing Bitcoin Well online product, and for user acquisition and general working capital.

SELECTED FINANCIAL INFORMATION

Three months ended March 31	2022		2021
Revenue	13,528,804	$	27,525,181
Cost of coins	(12,564,014)		(25,222,020)
Gross profit	**964,790**		**2,303,161**
Gross profit margin	**7%**		**8%**
Operating expenses	(2,990,139)		(1,474,795)
Business acquisition and QT transaction costs	(24,367)		(97,571)
Depreciation and accretion	(681,298)		(268,469)
(Loss) income before other items	**(2,731,014)**	**$**	**462,326**
Fair value change - cryptocurrency	138,403		(5,253,618)
Gain (loss) on debt settlement	28,277		4,975
Share based compensation	(72,556)		(75,181)
Current income tax recovery (expense)	598,292		(109,178)
Deferred income tax (expense) recovery	(21,151)		604,730
Other	(1,584)		2,481
Net loss	**(2,061,333)**	**$**	**(4,363,465)**
EBITDA Adjustments			
Business acquisition and QT transaction costs	24,367		97,571
Financing fees	262,120		-
Bad debt allowance	93,665		-
Depreciation and accretion	681,298		268,469
Fair value change - cryptocurrency	(138,403)		5,253,618
Income tax recovery	(577,141)		(495,552)
Share based compensation	72,556		75,181
Gain on debt settlement	(28,277)		(4,975)
Other	1,584		(2,481)
Adjusted EBITDA	**(1,669,564)**	**$**	**828,366**
Adjusted EBITDA Margin	-12.3%		3.0%

As at	March 31, 2022	December 31, 2021
Cash	9,436,126	4,799,849
Working capital	(847,507)	(2,412,150)
Total assets	28,297,327	23,560,561
Shareholders' equity (deficit)	4,003,356	5,989,639
Long-term financial liabilities	3,846,529	346,204

RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED MARCH 31, 2022

Revenue in Q1 2022 decreased to $13.5 million from $27.5 million in Q1 2021, representing a 51% decrease. The lower revenues largely resulted from a decrease in exchange sales, due to a change in our flow of funds that occurred in Q4 2021. Contributing to the decrease in of our revenue streams volumes were the following factors:

- Implementation of new Know Your Customer ("KYC") regulations in June 2021.
  - Ghostlab and ghostATM have been key in ensuring the new KYC requirements were implemented into operations without creating unnecessary friction.
- Increased bitcoin ATM saturation in certain regions.
  - We have refined our targeted deployment strategy to ensure geographically less saturated locations with high potential are prioritized.
  - We are continuing to deploy new ATMs to offset the impact of declining volumes due to saturation with capital cost-effective strategies, such as the Partner Program outlined above.

Total operational expenses were $3.0 million in Q1 2022 compared to $1.5 million in Q1 2021. A portion of these increased costs relate to operating our ATM fleet that nearly doubled from Q1 2021 to Q1 2022. Also contributing to higher operating expenses was an increased headcount. Our headcount grew to over 51 in Q1 2022, compared to 35 in Q1 2021, resulting in a cost of $1.1 million in Q1 2022 (Q1 2021 - $0.6 million). Incurring these investments will allow us to accelerate our growth initiatives over the coming year as we work to significantly grow our online offerings, add to our ATM network, expand into additional OTC locations, and pursue targeted business acquisition opportunities.

The above factors contributed to a negative Adjusted EBITDA of $1.7 million in Q1 2022 (Q1 2021 – positive $0.8 million), and a net loss of $2.6 million in Q1 2022 (Q1 2021 – net loss $4.4 million). We continue to secure significant cost savings in legal and salary & wages among others, in line with our commitment to continue to strengthen our Adjusted EBITDA going forward.

Non-operating costs in Q1 2022 included a gain on the revaluation of the cryptocurrency loans and inventory in the amount of $0.1 million (Q1 2021 - $5.3 million loss) that resulted from a decrease in the value of bitcoin during the quarter. IFRS requires that we revalue our cryptocurrency loans at fair value at the end of each reporting period with the change recognized in the Statement of Income and Comprehensive Income. While this mark-to-market accounting treatment recognizes the unrealized gain or loss at a specific moment in time, it does not reflect a realized gain or loss.

Conversely, we also revalue our digital assets at fair value at the end of each reporting period with increases in value recognized in other comprehensive income. During the three months March 31, 2022 we recognized a revaluation loss on digital assets, net of tax, of $0.1 million (March 31, 2021 – gain of $6.9 million). This gain also related to the decrease in the price of bitcoin during the quarter. However, unlike the revaluations of the cryptocurrency loans, which are recognized in profit or loss, the revaluation of our digital assets is recognized outside profit or loss in other comprehensive income.

Further, the cryptocurrency loans offset the holding of cryptocurrency digital assets on our statement of financial position. This means the revaluation of the cryptocurrency loans is largely offset by the revaluation gains and losses on digital assets, thus having a minimal impact to the business.
As a result, changes in the unrealized value of our cryptocurrency loans and digital assets may result in significant swings in net income (loss) which are not indicative of the underlying operational performance of the business. As a result, we present Adjusted EBITDA to exclude the variability caused by the revaluations.

In Q1 2022, we recognized an income tax recovery of $0.6 million, representing an effective income tax rate of 13% on a loss before income taxes of $4.6 million. Although our statutory combined federal-provincial corporate income tax rate in Alberta is currently 24%, our actual effective rate was impacted by various items, including non-deductible expenses such as share-based compensation and capital losses.

SUMMARY OF QUARTERLY RESULTS

	2020 - Q2	2020 - Q3	2020 - Q4	2021 - Q1
Revenue	$ 8,267,887	$ 14,615,193	$ 22,865,643	$ 27,525,181
Gross profit	1,139,570	1,826,042	3,834,970	2,303,161
Gross profit %	14%	12%	17%	8%
Expenses including non-cash items	(1,102,984)	(1,068,514)	(7,190,062)	(6,666,626)
Income (loss) for the quarter	36,586	757,528	(3,355,092)	(4,363,465)
EPS - basic	$ 0.00	$ (0.01)	$ (0.02)	$ (0.04)
EPS - diluted	$ 0.00	$ (0.01)	$ (0.02)	$ (0.04)
Adjusted EBITDA	$ 541,569	$ 397,396	$ 2,066,627	$ 828,366
Common shares outstanding				
Basic	111,010,900	112,074,100	116,775,700	116,981,990
Diluted	111,010,900	112,074,100	116,775,700	116,981,990

	2021 - Q2	2021 - Q3	2021 - Q4	2022 - Q1
Revenue	$ 41,733,509	$ 15,942,597	$ 14,411,473	$ 13,528,804
Gross profit	1,156,827	744,511	968,130	964,790
Gross profit %	3%	5%	7%	7%
Expenses including non-cash items	(1,126,758)	(4,641,735)	(6,340,317)	(3,026,123)
Income (loss) for the quarter	30,069	(3,897,224)	(5,372,187)	(2,061,333)
EPS - basic	$ 0.00	$ (0.02)	$ (0.03)	$ (0.01)
EPS - diluted	$ 0.00	$ (0.02)	$ (0.03)	$ (0.01)
Adjusted EBITDA	$ (845,431)	$ (2,003,268)	$ (2,332,722)	$ (1,669,564)
Common shares outstanding				
Basic	131,029,537	165,948,916	172,915,211	173,657,371
Diluted	139,209,551	165,948,916	172,915,211	173,657,371

Revenue in Q1 2022 decreased by 6% to $13.5 million from $14.4 million in the previous quarter ended December 31, 2021. In addition, average ATM volumes also declined in Q1 2022 compared to the previous quarter as a result of the factors impacting the ATMs, discussed above. Gross profit remained consistent at $1.0 million in Q1 2022 from $1.0 million in the previous quarter ended December 31, 2021. Net loss in Q1 2022 decreased to $2.1 million from $5.4 million last quarter. Adjusted EBITDA in the first quarter of 2022 improved compared to the fourth quarter of 2021 mainly due to strategic cost containment actions that will have an ongoing positive impact on Adjusted EBITDA. Lower adjusted EBITDA compared to the first quarter of 2021 was mainly due to lower gross profit and higher operating expenses resulting from an increased headcount for strategic investments in online and mobile app-based scalable growth and additions to our ATM network in both Canada and abroad.

Revenue in Q3 2021 decreased by 62% to $15.9 million from $41.7 million in the previous quarter ended June 30, 2021. In the prior quarter we generated revenue of $22.0 million from a single customer that is not expected to reoccur in future periods. In addition, average ATM volumes also declined in Q3 2021 compared to the previous quarter as a result of the factors impacting the ATMs, discussed above, that are actively being monitored and addressed. Gross profit declined to $0.7 million in Q3 2021 from $1.2 million in the previous quarter ended June 30, 2021 due to the lower revenues. Net loss in Q3 2021 increased to $3.9 million from net income of $30,069 last quarter as a result of a loss on revaluation of cryptocurrency loans of $1.9 million (Q2 2021 – gain of $3.3 million).

Revenue in Q2 2021 increased by 52% to $41.7 million from $27.5 million in Q1 2021 due to significantly higher OTC and exchange sales. However, gross profit in Q2 2021 declined to $1.1 million from $2.3 million in the previous quarter ended March 31, 2021. A significant change in sales mix towards OTC and exchange sales (including non-recurring sales of $22.0 million with one customer) from ATM revenue caused the decline. OTC and exchange sales typically represent larger transactions at a lower fee than ATM related sale transactions. Net income for the three months ended June 30, 2021 increased to $30,069 from a $4.4 million loss in Q1 2021. In Q2 2021, we recognized an unrealized gain on revaluation of cryptocurrency loans in the amount of $3.3 million due to a decline in the value of bitcoin during that three-month period. Conversely, in Q1 2021, we reported an unrealized loss on revaluation of cryptocurrency loans of $5.3 million.

Prior to Q1 2021, we experienced a general quarterly trend of high revenues and higher gross profits commensurate with the significant expansion of our business over the past two years, with much of the noted volume at the higher ATM margins.

LIQUIDITY & CAPITAL RESOURCES

We define the capital that we manage as our shareholders' equity, loans payable – cryptocurrency and line of credit. Our objectives when managing capital are:

- Maintaining healthy liquidity reserves and access to capital.
- Ensuring sufficient liquidity to support our corporate and administrative functions as well as being able to execute on strategic initiatives.
- Minimizing the impact of the current market and economic conditions through active capital management.

We manage our capital structure in a manner that provides sufficient funding for operational and capital expenditure activities. Funds are secured, when necessary, through debt funding or equity capital raised by means of private placements. However, there can be no assurances that we will be able to obtain debt or equity capital in the future.

Cash increased to $9.4 million as at March 31, 2022 from $4.8 million at December 31, 2021. This increase in cash is primarily due to $4.0 million of unearned revenue, in which cash has been received from customers and has not been locked into cryptocurrency purchases at quarter end, and $3.5 of convertible debt funding received from BTR (described above). In addition, we had a working capital deficit of $1.4 million at March 31, 2022 compared to a working capital deficit of $2.4 million at December 31, 2021.

Our ability to continue as a going concern and realize our assets and discharge our liabilities in the normal course of business is dependent upon maintaining a positive level of cash and working capital as well as keeping our cryptocurrency loans in good standing. A portion of our cryptocurrency loans are from Adam O'Brien, the Chief Executive Officer of the Company, and the risk of the Company defaulting on the loan, or the loan being called by the creditor, are remote.

There are various risks and uncertainties affecting our operations including, but not limited to, the liquidity of bitcoin and other cryptocurrencies, our ability to keep our digital assets and physical machine assets secure, and our ability to maintain the host relationships required to execute our business plan. These risk factors could negatively impact our financial condition and liquidity in the future.

Our strategy to mitigate these risks and uncertainties is to execute a business plan with a focus on operational excellence, positive customer experience, revenue growth through additional partnerships, monitoring and adjusting sales margins to optimize competitiveness, managing operating expenses and working capital requirements, and securing additional means of financing for operations and inventory, as needed. However, given the limitations embedded within the financial markets, it may be difficult to raise traditional financing when needed. We have structured host location contracts extending up to 12-months into the future, which supports our ability to execute the business plan required to maintain adequate cash flows.

The prices of most cryptocurrencies are expected to remain volatile, due to continued speculation, conflicting media coverage, potential regulatory actions, and lawsuits against industry participants. This gives the Company and our investors exposure to the transactional side of the industry, which provides stability against any volatile swings of cryptocurrency. This has proved advantageous to the Company, as volatility can lead to increased speculative buying and selling of cryptocurrencies which provides us with additional revenue opportunities. We are non-custodial in that all inventory held is owned by the Company, and once bitcoin and other cryptocurrencies are sold to the consumer, we immediately transfer ownership of those bitcoin or other cryptocurrencies to the consumer.

OFF-BALANCE SHEET ARRANGEMENTS

We have not entered into any off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS

Our related party transactions include:

- As at March 31, 2022, we had loans payable in cryptocurrency valued at $2,846,623 outstanding with the Chief Executive Officer of the Company.

Further details of all these related party transactions, and their financial impact is provided in the Financial Statements.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

Unless otherwise noted, it is management's opinion that we are not exposed to significant interest rate, currency or credit risks arising from the financial instruments. The fair values of all of the financial instruments approximate their carrying values due to the relatively short-term maturity of these instruments, except for the loans denominated in cryptocurrency, which are revalued at their fair value using the market rate using CoinMarketCap.com. Refer to Note 13 of our unaudited condensed consolidated interim financial statements for the three ended March 31, 2022 for further information on the Company's financial instruments.

RISK MANAGEMENT

We may be exposed to various financial risks, which could affect our ability to achieve our strategic objectives. The main objectives of our risk management processes are to ensure that risks are properly identified and that the capital base is adequate in relation to those risks. The principal risks to which we are exposed are described below.

a) Credit Risk

Credit risk is the risk that a counterparty will be unable to pay any amounts owed to the Company. Assets that potentially subject us to a concentration of credit risk consist primarily of cash and digital assets. We limit our exposure to credit loss by placing our cash with high credit quality financial institutions. In addition, we hold only a small amount of bitcoin with a counterparty, as to avoid any counter-party risk. Instead, we have implemented rigorous levels of internal controls to ensure the safety and security of our digital assets, including but not limited to multi-signature wallets, the use of cold storage wallets, and signing authority limitations.

b) Liquidity Risk

Liquidity risk is the risk that we are not able to meet our financial obligations as they fall due. Specific liquidity risk is discussed in the Financial Statements.

c) Market Risk

Market risk incorporates a range of risks. Movements in risk factors, such as market price risk and currency risk affect the fair values of financial assets and liabilities. Specific market risk is discussed in the Financial Statements.

DISCLOSURE OF OUTSTANDING SHARE DATA

Common Shares

As of the date of this MD&A, Bitcoin Well has issued and outstanding 174,382,887 common shares. In addition, the company had the following securities potentially convertible into common shares:

i) 8,347,998 stock options to purchase common shares;
ii) 14,569,000 Warrants to purchase common shares at an exercise price of $0.375 per share;
iii) 1,960,000 agent options to acquire Units of the company at an exercise price of $0.25 per share. Each Unit entitles the holder thereof to receive, without payment of any additional consideration or further action on the part of the holder, one common share of the Company and one half of one Warrant.

RISK FACTORS

Our business, operating results and financial condition could be adversely affected by any of the risks outlined and discussed in the Financial Statements and this MD&A.

COMPETITION

We are exposed to the risk of increased competition in the bitcoin ATM industry. We have addressed this risk by developing proprietary software for our ATMs, which operationally set them apart from our competitors, offering a superior customer experience, as well as partnering and contracting with top-tier hosts to place ATMs in the best possible locations, with exclusivity terms.

The regulatory environment in which we operate is always changing and presents new challenges. We have established ourself as a leader in regulatory understanding and compliance, and through our strategic partnerships with industry leading compliance and regulatory experts, we understand the regulatory landscape and the expected changes to the playing field. This proactive approach allows us to plan ahead and adapt our service offerings accordingly. Having invested time and resources in understanding this risk has allowed us to operate at a significant advantage over any of the competition in the bitcoin ATM industry.

ADDITIONAL FUNDING REQUIREMENTS

Further expansion of our business in Canada and internationally will require additional capital, and the ongoing costs of operations may not generate positive cash flow for the near or long term. Although we believe we have adequate funds to operate for the foreseeable future, there is no assurance that we will be successful in obtaining the required financing for these or other purposes, including for general working capital. Our ability to secure any required financing to sustain operations will depend in part upon prevailing capital market conditions and business success. There can be no assurance that we will be successful in our efforts to secure any additional financing or additional financing on terms satisfactory to management. If additional financing is raised by issuance of additional shares from treasury, control may change, and shareholders may suffer dilution. If adequate funds are not available, or are not available on acceptable terms, we may be required to scale back our current business plan or cease operating.

MARKET RISK FOR SECURITIES

The market price for our common shares may be subject to wide fluctuations. Factors such as government regulation, cryptocurrency price fluctuations, share price movements of peer companies and competitors, as well as overall market movements, may have a significant impact on the market price of our securities. The stock market has, from time to time, experienced extreme price and volume fluctuations, which have often been unrelated to the operating performance of particular companies. There also can be no assurance that an active trading market for our common shares will be sustained in the future.

BITCOIN AND CRYPTOCURRENCY INDUSTRY

The further development and acceptance of the bitcoin and other cryptocurrency industry is subject to a variety of factors that are difficult to anticipate and evaluate. The use of bitcoin and other cryptocurrencies to buy and sell goods and services, among other things, is a new and rapidly evolving industry. Although it is widely predicted that bitcoin and other cryptocurrencies will become a leading means of digital payment, it cannot be assured that this will in fact occur. Any slowing or stopping of the development in the acceptance of bitcoin and other cryptocurrencies may adversely affect an investment in us. For a number of reasons, including for example the lack of recognized security technologies, inefficient processing of payment transactions, problems in the handling of warranty claims, limited user-friendliness, inconsistent quality, and lack of clear universally applicable regulation as well as uncertainties regarding proprietary rights and other legal issues, bitcoin and other cryptocurrency activities may in fact prove in the long run to be an unprofitable means for businesses. Factors affecting the further development of the bitcoin and other cryptocurrency industry include: (i) continued worldwide growth in the adoption and use of bitcoin and other cryptocurrencies; (ii) government and quasi-government regulation of bitcoin and other cryptocurrencies and their use, or restrictions on or regulation of access to and operation of bitcoin and other cryptocurrency systems; (iii) changes in consumer demographics and public tastes and preferences; (iv) the availability and popularity of other forms or methods of buying and selling goods and services; and (v) the regulatory environment and general economic conditions and the regulatory environment related to bitcoin and other cryptocurrencies. A decline in the popularity or acceptance of bitcoin and other cryptocurrencies would harm our business.

SUBJECTION TO REGULATORY ACTIONS OR CHANGES

As cryptocurrencies have grown in both popularity and market size, governments around the world have reacted differently to bitcoin and other cryptocurrencies, with certain governments deeming them illegal while others have allowed their use and trade. Ongoing and future regulatory actions may alter, perhaps to a materially adverse extent, our ability to continue to operate. The effect of any future regulatory change on the ability to buy and sell bitcoin and other cryptocurrencies is impossible to predict, but such change could be substantial and have a material adverse effect on us.

Governments may in the future take regulatory actions that prohibit or severely restrict the right to acquire, own, hold, sell, use or trade bitcoin or other cryptocurrencies or to exchange cryptocurrencies for fiat currency. By extension, similar actions by other governments, may result in the restriction of the acquisition, ownership, holding, selling, use or trading in our common shares. Such a restriction could result in us having to liquidate our cryptocurrency inventory at unfavorable prices and may adversely affect our shareholders.

IMPACT OF BITCOIN AND OTHER CRYPTOCURRENCY VALUE MAY AFFECT OPERATIONS

The markets for bitcoin and other cryptocurrencies have experienced much larger fluctuations than other markets, and there can be no assurances that erratic swings in price will slow in the future. In the event that the price of bitcoin or other cryptocurrencies declines, the value of an investment in us will likely decline. Several factors may affect the price and volatility of bitcoin and other cryptocurrencies including, but not limited to: (i) global bitcoin and other cryptocurrency demand, depending on the acceptance of bitcoin and/or other cryptocurrencies by retail merchants and commercial businesses; (ii) the perception that the use and holding of bitcoin or other cryptocurrencies is safe and secure, and the related lack of or inconsistency in regulatory restrictions, particularly across various jurisdictions; (iii) conversely, heightened regulatory measures restricting the use of bitcoin and/or other cryptocurrencies as a form of payment or the purchase of bitcoin and/or other cryptocurrencies; (iv) investor's expectations with respect to the rate of inflation; (v) interest rates; (vi) currency exchange rates, including exchange rates between various cryptocurrencies and fiat currency; (vii) fiat currency withdrawal and deposit policies on cryptocurrency exchanges and liquidity on such cryptocurrency exchanges; (viii) interruption of services or failures of major cryptocurrency exchanges; (ix) general governmental monetary policies, including trade restrictions, and currency revaluations; (x) global or regional political, economic or financial events and situations, including increased threat of terrorist activities; and/or (xi) self-fulfilling expectations of changes in the bitcoin and/or other cryptocurrency market. As well, momentum pricing is typically associated with assets whose valuation, as determined by the investing public, accounts for anticipated future appreciation in value. Momentum pricing of bitcoin or other cryptocurrencies may result in speculation regarding future appreciation in their value. As a result, changing investor confidence could adversely affect an investment in us.

RESTRICTIONS ON BANKING

A number of companies that provide cryptocurrency-related services have been unable to find banks that are willing to provide them with bank accounts and banking services. Similarly, a number of such companies have had their existing bank accounts closed by their banks. Banks may refuse to provide bank accounts and other banking services to cryptocurrency-related companies or companies that accept cryptocurrencies for a number of reasons, such as perceived compliance risks or costs. The difficulty that many businesses which provide cryptocurrency-related services have and may continue to have in finding consistent banking services may decrease the usefulness of cryptocurrencies as a payment system and harm its public perception in the future. Similarly, the usefulness of cryptocurrencies as a payment system and the public perception of cryptocurrencies could be damaged if banks were to close the accounts of key businesses providing cryptocurrency-related services.

ACCEPTANCE OF BITCOIN AND OTHER CRYPTOCURRENCIES

Currently, there is a relatively small use of cryptocurrencies in the retail and commercial marketplace in comparison to relatively large use by speculators, thus contributing to price volatility that could adversely affect our operations, investment strategies, and profitability. As relatively new products and technologies, bitcoin and other cryptocurrencies have not been widely adopted as a means of payment for goods and services by major retail and commercial outlets. Conversely, a significant portion of bitcoin and other cryptocurrency demand is generated by speculators and investors seeking to profit from the short-term or long-term holding of cryptocurrencies. The relative lack of acceptance of cryptocurrencies in the retail and commercial marketplace limits the ability of end-users to use them to pay for goods and services. A lack of expansion by cryptocurrencies into retail and commercial markets, or a contraction of such use, may result in increased volatility or a reduction in their market prices, either of which could adversely impact our business.

MISUSE OF BITCOIN AND OTHER CRYPTOCURRENCIES

Since the existence of cryptocurrencies, there have been attempts to use them for speculation or malicious purposes. Although law makers increasingly regulate the use and applications of bitcoin and other cryptocurrencies, and software is being developed to curtail speculative and malicious activities, there can be no assurances that those measures will sufficiently deter those and other illicit activities in the future. Advances in technology, such as quantum computing, could lead to a malicious actor or botnet (a volunteer or hacked collection of computers controlled by networked software coordinating the actions of the computers) being able to alter the blockchain on which bitcoin and other cryptocurrency transactions rely. In such circumstances, the malicious actor or botnet could control, exclude or modify the ordering of transactions, or generate new cryptocurrency or transactions using such control. The malicious actor or botnet could double spend its own cryptocurrency and prevent the confirmation of other users' transactions for so long as it maintains control. Such changes could adversely affect an investment in us.

UNINSURABLE RISKS

We intend to insure our operations in accordance with technology industry practice. However, given the novelty of the proposed business, such insurance may not be available, uneconomical, or the nature or level may be insufficient to provide adequate insurance coverage. We may become subject to liability for hazards against which we cannot insure or against which we may elect not to insure because of high premium costs or for other reasons. The payment of any such liabilities would reduce or eliminate the funds available for operations. Payments of liabilities for which we do not carry insurance may have a material adverse effect on our financial position.

CONCENTRATION RISK

Concentration risk arises as a result of the concentration of exposures within the same category, whether it is geographical location, product type, industry sector or counterparty type. Currently, we have our investments highly concentrated in a single cryptographic asset, bitcoin. This risk exposure is mitigated in part, by having our loans payable – cryptocurrency also denominated in bitcoin.

SECURITY RISK

Bitcoins are controllable only by the possessor of the private key relating to the local or online digital wallet in which the bitcoin is held. The bitcoin network requires a public key relating to a digital wallet to be published when used in a spending transaction and, if keys are lost or destroyed, this could prevent trading of the corresponding bitcoins. Security breaches, computer malware and computer hacking attacks have been a prevalent concern in the bitcoin exchange market since the launch of the bitcoin network. Any security breach caused by hacking could cause loss of bitcoin investments.

BITCOIN NETWORK RISK

The open-source structure of the bitcoin network protocol means that the core developers of the bitcoin network and other contributors are generally not directly compensated for their contributions in maintaining and developing the bitcoin network protocol. A failure to properly monitor and upgrade the bitcoin network protocol could damage the bitcoin network.