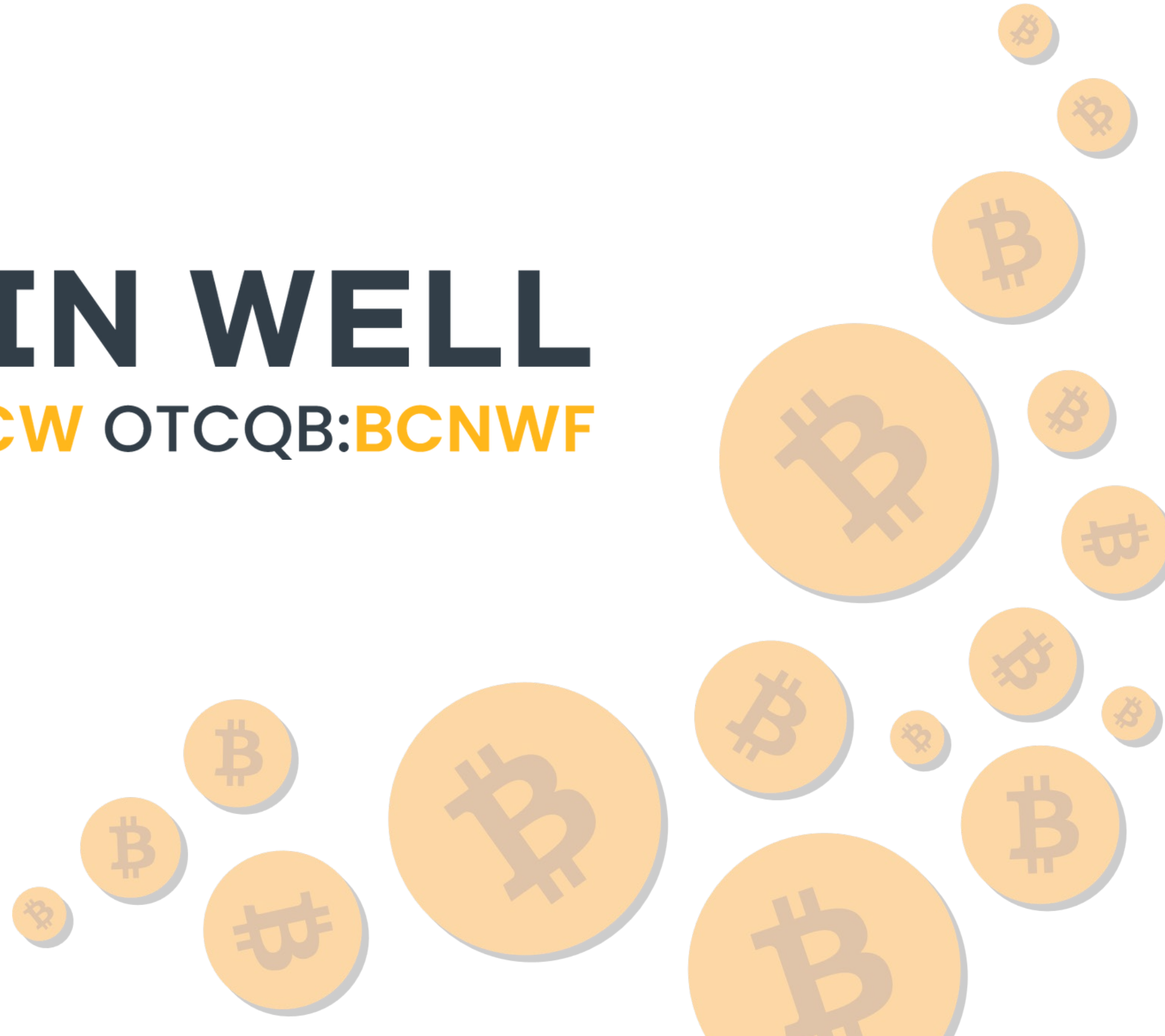




BITCOIN WELL

TSX.V:**BTCW** OTCQB:**BCNWF**



March 2024

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There is an offering document related to this offering that can be accessed under the issuer's profile at www.sedarplus.ca and at www.bitcoinwell.com. Prospective investors should read this offering document before making an investment decision.

Cautionary Notes and Forward-Looking Information

The information contained herein has been prepared to assist interested parties in making their own evaluation of Bitcoin Well Inc. ("Bitcoin Well" or the "Company") and does not purport to contain all information that a prospective investor or partner may desire. In all cases, interested parties should conduct their own investigation and analysis of the Company. Neither Haywood Securities Inc., the Company nor any of their affiliates, directors, officers or employees make any representation or warranty as to the accuracy or completeness of the information presented. This includes, without limitation, any estimates or projections, and neither Haywood Securities Inc., the Company nor any of their affiliates, directors, officers or employees shall have any liability for any statements (expressed or implied) contained in, or for any omissions from, this presentation or any other written or oral communications transmitted to the recipient hereof in the course of its evaluation of the Company, nor should anything contained herein be relied upon as a promise, representation or warranty regarding future events or performance of the Company. Moreover, the information contained herein speaks as of the date hereof; the Company undertakes no obligation to update any such information, except as required by applicable law. The only statements that will have any legal effect will be those specifically contained or referred to, and then only to the extent provided, in definitive legal documentation.

Certain statements and information contained in this presentation constitute forward-looking statements or forward-looking information (collectively "forward-looking statements") within the meaning of applicable securities laws. Forward-looking statements are often, but not always, identified by words or phrases such as "may", "is expected to", "anticipates", "believes", "estimates", "intends", "plans", and similar words suggesting future outcomes, or language suggesting an outlook, including that certain actions, events or results "may", "could", "would", "might" or "will" occur or be achieved, and variations of any such words or phrases. All statements, other than statements of historical fact, may constitute forward-looking statements, including but not limited to statements regarding: the use of proceeds of the offering of securities; the closing date of the offering; the ability to raise the minimum offering amount; the receipt of all required approvals in connection with the offering; future operations of the Company; cash flows and growth from the Company's bitcoin ATMs; future growth of the Company's business and ecosystem; results and benefits to customers from the bitcoin ATMs and ecosystem; attacks on and failures of custodians; effects of regulatory oversight; the security of the Company's products and services; the price of bitcoin; projected revenue; expectations regarding bitcoin halving in April 2024; speed and safety of bitcoin purchases on the Company's platform; the Company's pro-forma capitalization; the Company's ability to obtain financing on acceptable terms or at all; future competitive conditions; anticipated costs to complete the proposed offering; and the effects of future regulatory action. Forward-looking statements in this Presentation are based on the current beliefs of management of the Company, as well as assumptions made by, and information currently available to, the Company, as applicable, regarding, among other things, the expected: completion of the proposed offering and related matters; success of the operations of the Company; legislative and regulatory environments in the jurisdictions in which the Company operates; effects of competition; timing and amount of the Company's capital and other expenditures; conditions in cryptocurrency and digital assets industry, financial markets and the economy generally; and ability of the Company to obtain additional financing, if and as needed, on satisfactory terms or at all.

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Cautionary Notes and Forward-Looking Information Continued

The actual results, performance or achievements of the Company could differ materially from those anticipated in the forward-looking statements contained in this presentation as a result of the risk factors, include without limitation that: necessary approvals may not be obtained; the proposed offering may be terminated; the Company may not be effective in mitigating risk; volatility in cryptocurrency and digital asset markets, cyberattacks, regulatory changes or force majeure events may materially and adversely affect the business continuity of the Company; the Company will be reliant, in part, on attracting and retaining skilled management and directors; situations may arise where the directors and/or officers of the Company may be in competition with the Company and may have interests that conflict with, or differ from, the Company's interests; and the Company may be subject to litigation. Investors should carefully consider the above risk factors and in the Company's Management Discussion and Analysis filed on [sedarplus.ca](https://www.sedarplus.ca) on November 13, 2023 (the "MD&A"), the disclaimers set out herein and all other information contained in the Company's public filings before making an investment decision. Readers are cautioned that the risks affecting the Company are difficult to predict and that the assumptions used in the preparation of forward-looking statements, although considered reasonably accurate at the time of preparation, may prove to be incorrect. Readers are also cautioned that the list of risk factors set out above and in the Company's MD&A is not exhaustive. Furthermore, the forward-looking statements contained in this presentation are made as of the date of this presentation, and the Corporation does not undertake any obligation, except as required by applicable securities laws, to update publicly or to revise any of the included forward-looking statements, whether as a result of new information, future events or otherwise. The forward-looking statements contained in this presentation are expressly qualified by this cautionary statement.

FUTURE ORIENTED FINANCIAL INFORMATION

To the extent any forward-looking statement in this Presentation constitutes "future-oriented financial information" or "financial outlooks" within the meaning of applicable Canadian securities laws, such information is being provided to demonstrate the anticipated market penetration and the potential benefits of the offering described herein and the reader is cautioned that this information may not be appropriate for any other purpose and the reader should not place undue reliance on such future-oriented financial information and financial outlooks. Future-oriented financial information and financial outlooks, as with forward-looking statements generally, are, without limitation, based on the assumptions and subject to the risks set out above. The Corporation's actual financial position and results of operations may differ materially from management's current expectations and, as a result, the Corporation's revenue, capitalization, [EBITDA] and expenses may differ materially from the revenue, capitalization, [EBITDA] and expenses profiles provided in this Presentation. The Corporation's financial projections were not prepared with a view toward compliance with published guidelines of international financial reporting standards and have not been examined, reviewed or compiled by the Corporation's accountants or auditors. The Corporation's financial projections represent management's estimates as of the dates indicated thereon. Such information is presented for illustrative purposes only.

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Comparables

This Presentations contains certain comparables that are considered to be an appropriate comparison with the Company as they operate in the same industry and share certain operating or financial characteristics. Consideration was also given to size, capital structure, growth and earnings profile, among other factors, in selecting the comparables. The information relating to the comparables was obtained or derived from public sources. The information relating to the comparables involves known and unknown risks, uncertainties and other factors, including risks applicable to the business and operations of the comparables, as well as other risks, uncertainties and factors relating to, among other things, variations in operations, size, markets, nature of properties, as well as exposure to risks related to broad economic and capital market performance and sentiment and exit opportunities available, which may significantly vary between the comparables. The comparables are not a guarantee of future performance for the Corporation. In accordance with applicable securities legislation, the comparables included in this Presentation will not be included in the version of this Presentation to be filed on SEDAR+. As a result, prospective purchasers will not be provided with any remedy under applicable securities legislation in the event that the comparables contain a misrepresentation.

Cautionary Note To United States Investors

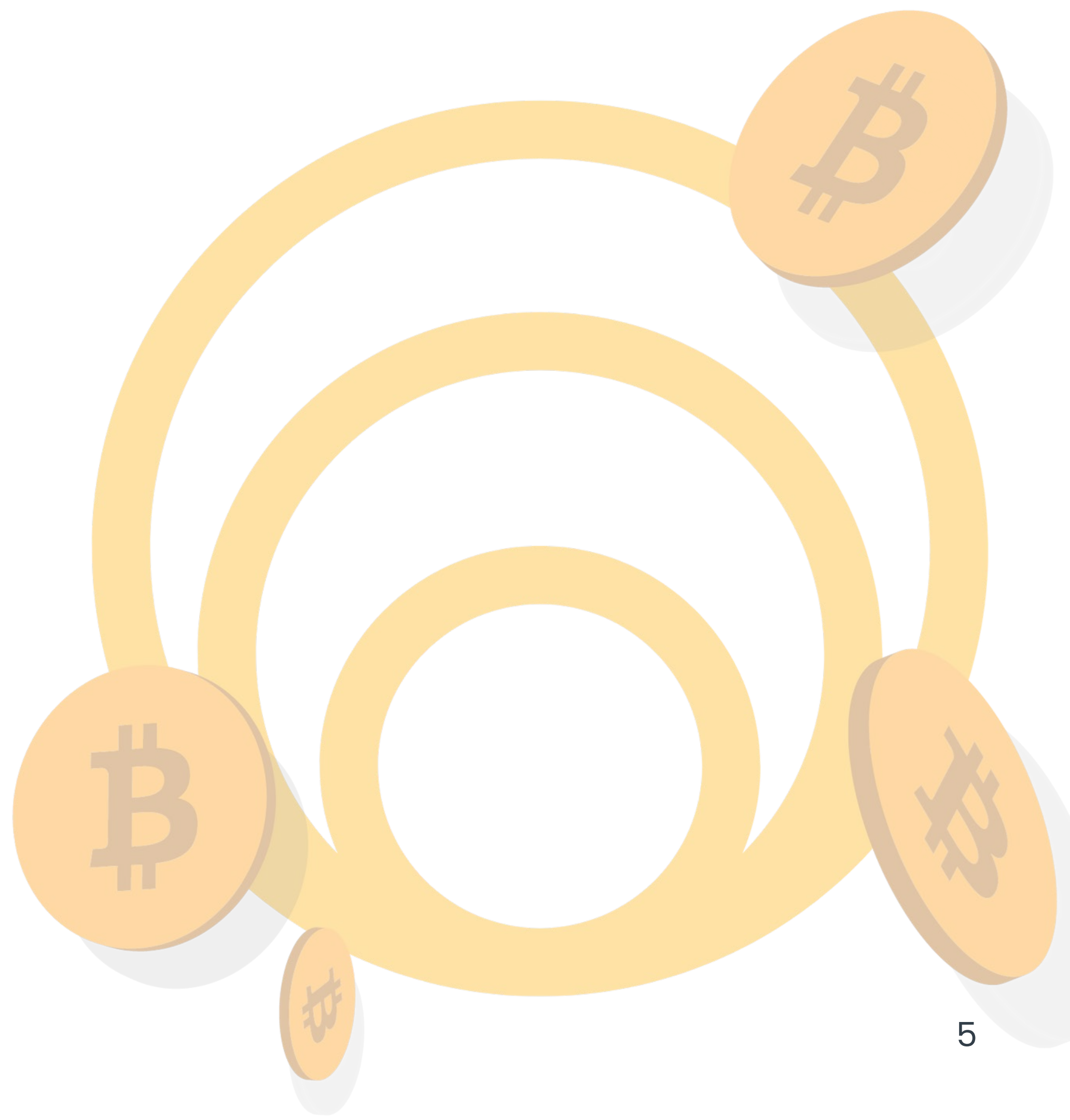
The Company may make an offer to sell its securities in the United States on a private placement basis, pursuant to an exemption from the registration requirements of the United States Securities Act of 1933, as amended (the "Securities Act"), and applicable state securities laws. Therefore, the securities of the Company described herein have not been and will not be registered under any the Securities Act or any state securities laws and may not be offered or sold in the United States, except that securities may be offered and sold to an investor that is an "accredited investor" as defined in Regulation D under the Securities Act. If an offer to sell or the solicitation of an offer to purchase or subscribe for securities is made, prospective investors will be required to represent, among other things (in substance), that they qualify as "accredited investors," are familiar with and understand the terms of the offering and the applicable resale restrictions and that any such purchase or subscription is being made on a private placement basis, and have all requisite authority to make such investment, as well as representations as to access to information, investment intent and ability to bear the economic risk of any such investment. This Presentation does not constitute or form part of, and should not be construed as, an offer to sell or the solicitation of an offer to purchase or subscribe for any securities of the Company. IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE CORPORATION AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR BY ANY STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY, NOR HAVE ANY OF THE FOREGOING AUTHORITIES OR ANY CANADIAN PROVINCIAL SECURITIES REGULATOR PASSED ON THE ACCURACY OR ADEQUACY OF THIS PRESENTATION. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

Third Party Information

This presentation includes market and industry data which was obtained from various publicly available sources and other sources believed by the Company to be true. Although the Company believes it to be reliable, the Company has not independently verified any of the data from third party sources referred to in this presentation, or analyzed or verified the underlying reports relied upon or referred to by such sources, or ascertained the underlying assumptions relied upon by such sources. The Company does not make any representation as to the accuracy of such information.

KEY POINTS

- Ecosystem of online and in-person products and services that are coupling the benefits of bitcoin with the convenience of modern banking
- Well established cash-flowing Bitcoin ATM business supports accretive future growth
- Experienced leadership and Board of Directors with a collective 40+ years experience in Bitcoin



THE PUBLICLY TRADED BITCOIN SUPER COMPANY

We enable independence by making bitcoin easier to use.

- Our Bitcoin ATM business provides the customer with a level of privacy not possible online
- Our Bitcoin Portal business provides the customer with quick and convenient transactions
- We have the advantage of enabling an ecosystem of bitcoin products – like a modern bank
- The ecosystem comes from wholly owned subsidiaries that all work together, seamlessly





Business Unit 1 BITCOIN ATMs

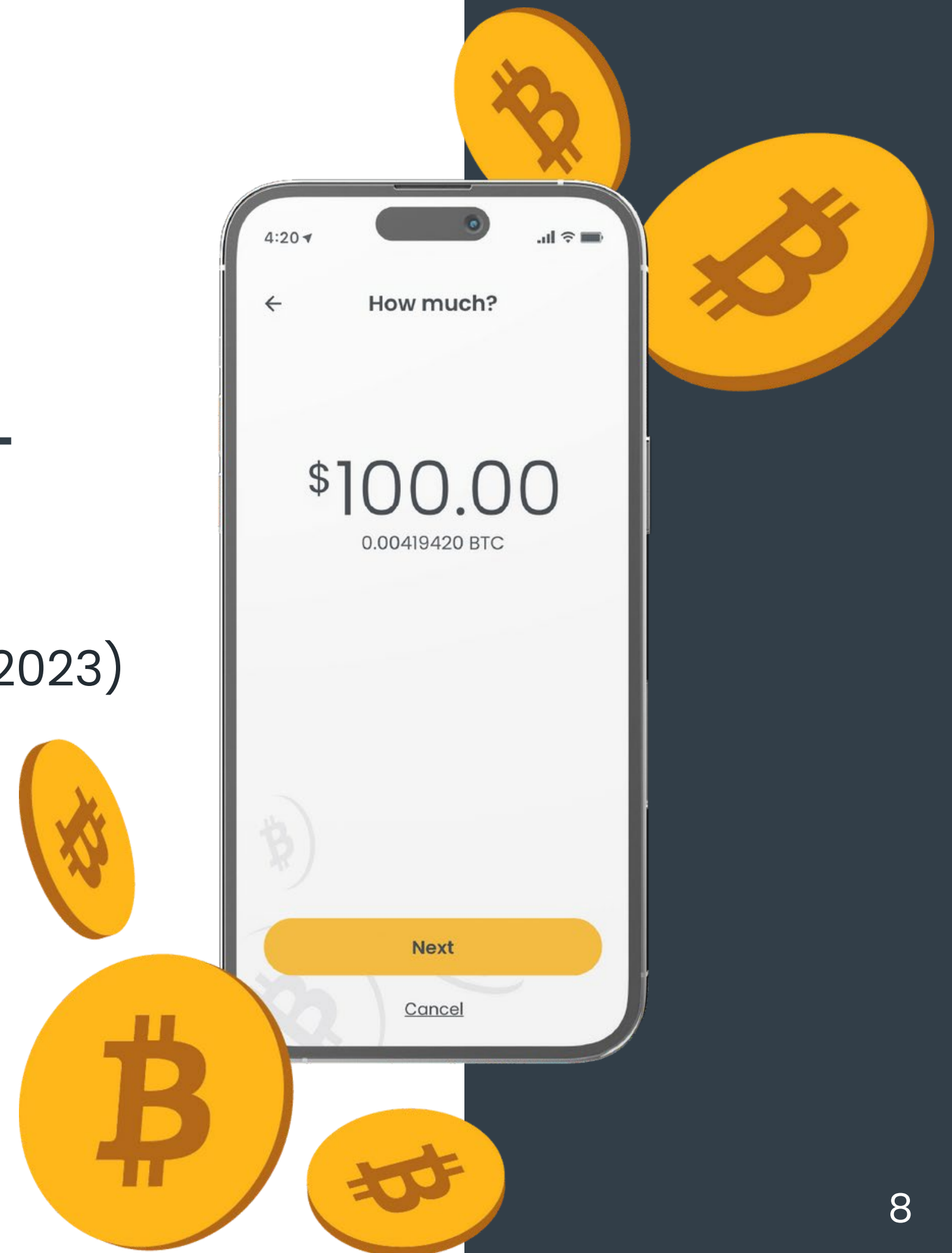
- Established 2014
- Over 190 units across Canada
- 10 - 20% transaction fee
- Internal software for maximum ecosystem effect
- Stable cash flows and steady growth



Business Unit 2

THE BITCOIN PORTAL

- Non custodial online bitcoin platform
- Live in Canada (Nov 2022) and USA (Sept 2023)
- 1% transaction fee
- Over 13,000 unique users signed up
- Surpassed Bitcoin ATM revenue in Feb
- SELF CUSTODY



WHAT IS SELF-CUSTODY?

The safest way to interact with bitcoin



We do not hold customer's bitcoins.
Our users always have full control over their bitcoin.
We call this "Self-Custody"

- Custodians are subject to honey pot attacks and process failure
- Canadian market is becoming skeptical of custodians*
- Inherent risks in custodial business models (ex. cryptocurrency exchanges) contributed to Canadian Regulators imposing numerous restrictions
- The Bitcoin Well "self-custody" business model has not been impacted by this enhanced regulatory oversight
- We offer convenient, secure and reliable ways to buy, sell, use and hold bitcoin through a trusted ecosystem of products

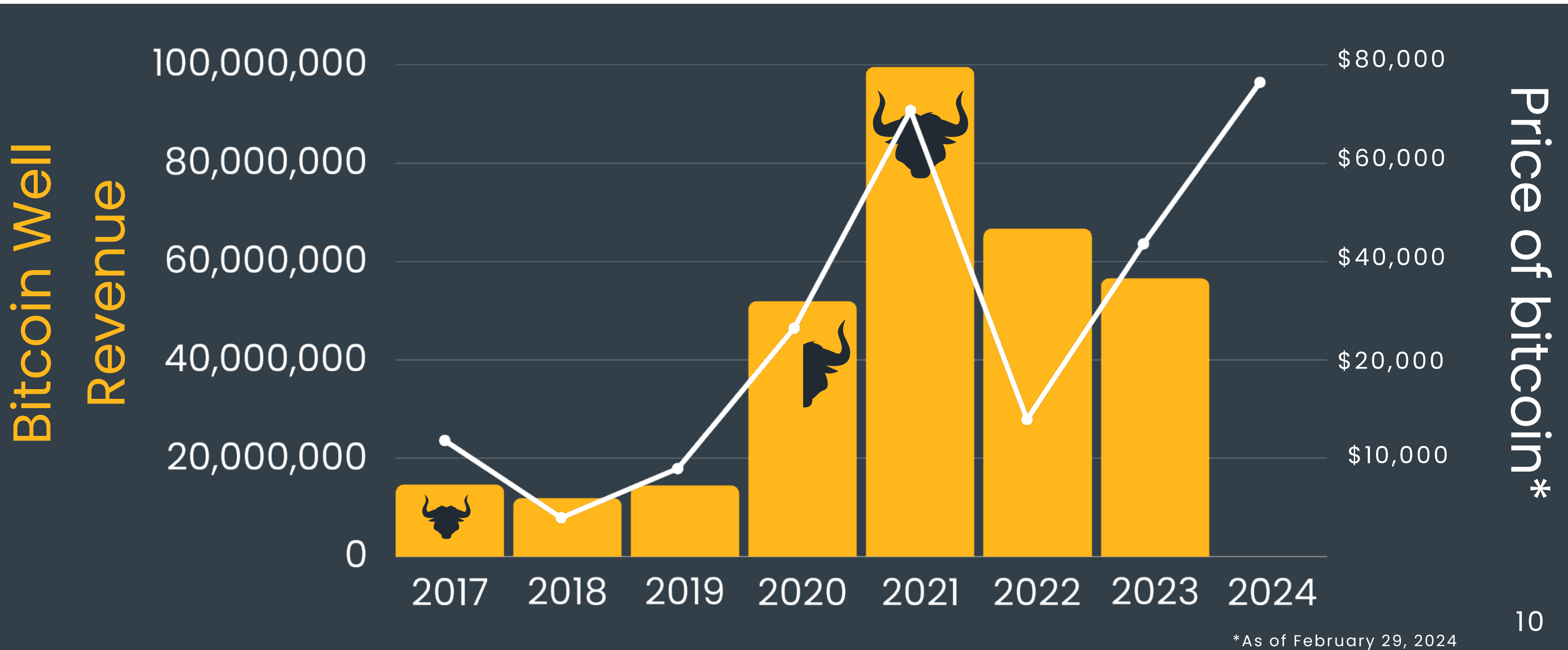


* CoinDesk, "Bitcoin Worth \$1B Leaves Exchanges in Largest Single-Day Outflow in 12 Months" (December 29, 2023), <https://www.coindesk.com/markets/2023/12/29/bitcoin-worth-1b-leaves-exchanges-in-largest-single-day-outflow-in-12-months/>

MARKET CYCLE STRATEGY



Positioned to take advantage of the bull markets



*As of February 29, 2024

BITCOIN HALVING SETS THE PACE

rektcapital published on TradingView.com, Mar 17, 2023 11:49 UTC



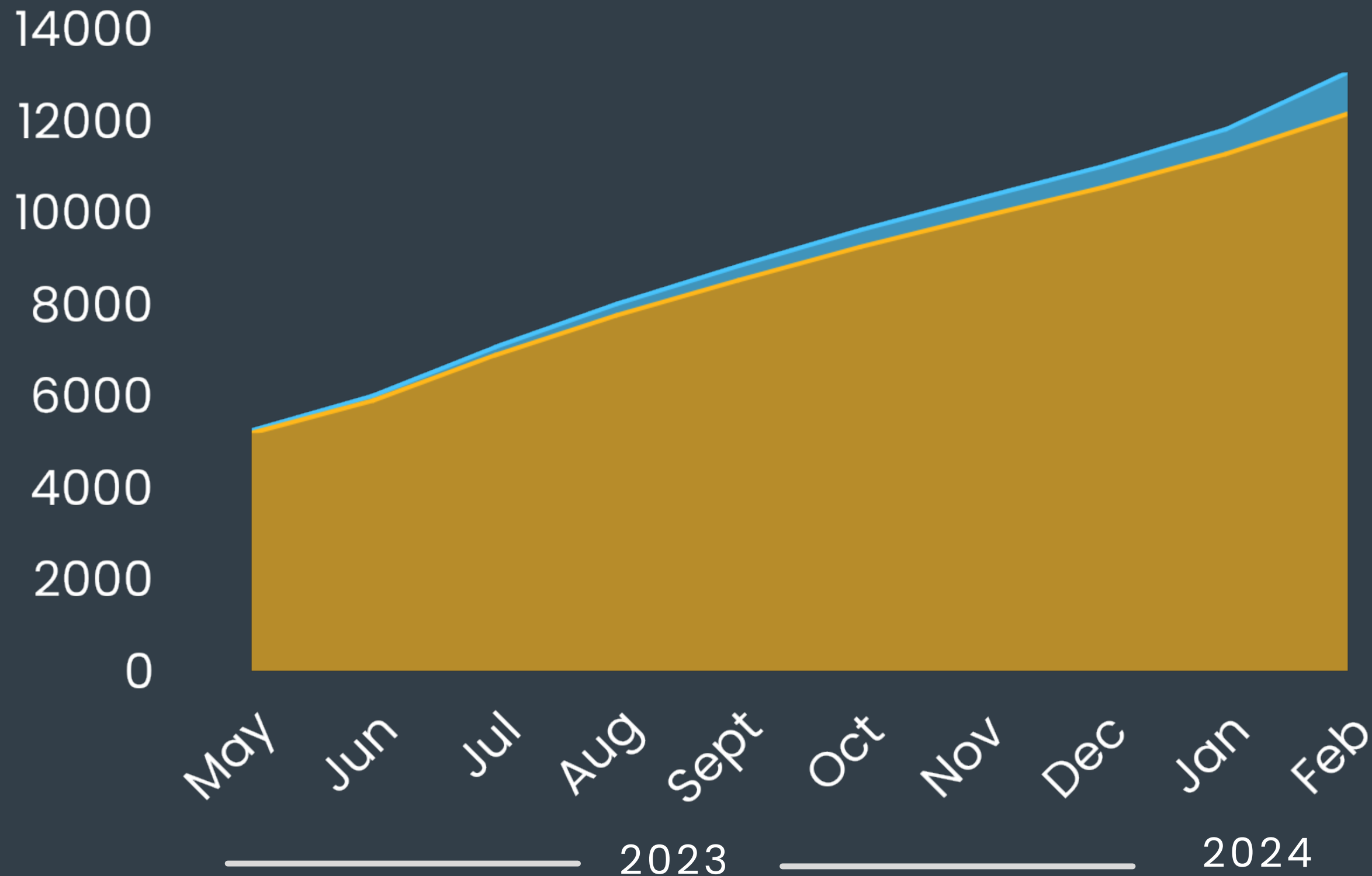
The bitcoin price historically follows the “Halving Cycles” where the supply of bitcoin is cut by 50%

The next Bitcoin Halving is set to occur in April 2024.

BITCOIN PORTAL GROWTH



■ Canada ■ USA



148% unique user growth since May 2023

Over 13,000 unique user signups

USA launched in some states in mid 2023 with all 50 states in Feb 2024

INDUSTRY COMPARISON



	Bitcoin Well (BTCW)	Coinbase (COIN)	Netcoins (BIGG)	Big Banks	Bitcoin 
User control of bitcoin/money 	✓				✓
Pay bills and credit cards 	✓			✓	
Buy and sell bitcoin 	✓	✓	✓		
Fiat accounts 	✓	✓	✓	✓	
Spend bitcoin easily 	✓	✓	✓		

TERM SHEET



Issue:	Minimum of 7,142,857 units and maximum of 12,000,000 (the “Units”) of the Company.
Issue Price:	\$0.175 per Unit (the “Issue Price”).
Gross Proceeds:	Minimum of \$1,250,000 and maximum of \$2,100,000 (the “Offering”).
Units:	Each Unit will consist of one common share of the Company (a “Unit Share”) and one-half (0.5) of one common share purchase warrant (each whole warrant, a “Warrant”) of the Company. Each Warrant will entitle the holder thereof to acquire one common share (a “Warrant Share”) of the Company at a price of \$0.275 for a period of 36 months from the Closing Date (as defined below).
Agent’s Option:	The Company has granted to Haywood (as defined below) an option, exercisable, in whole or in part by, at any time up to 48 hours prior to the Closing Date, to offer for sale up to an additional 2,520,000 Units at the Issue Price for additional gross proceeds to the Company of \$441,000.
Form of Offering:	Commercially reasonable efforts offering pursuant to the Listed Issuer Financing exemption under Part 5A of National Instrument 45-106 – <i>Prospectus Exemptions</i> to eligible purchasers resident in the each of the provinces and territories of Canada, other than Quebec, and by private placement to eligible purchasers resident in jurisdictions other than Canada that are mutually agreed to by the Company and Haywood, each acting reasonably, provided that no prospectus filing or comparable obligation arises and the Company does not thereafter become subject to continuous disclosure obligations in such jurisdictions.
Use of Proceeds:	The net proceeds from the Offering will be used for sales and marketing, working capital and general corporate purposes.
Eligibility:	The Units will be eligible for investment under certain statutes as well as for RRSPs, RRIFs, RESPs, DPSPs, TFSAs and FHSAs.
Listing:	The Company shall obtain the necessary approvals to list the Unit Shares and the Warrant Shares, including any such securities issuable pursuant to or underlying the Compensation Options (as defined below) under the Company’s trading symbol “BTCW” on the TSX Venture Exchange, which listing shall be conditionally approved prior to the Closing Date.
Restrictions:	The Units will be immediately free-trading in Canada pursuant to applicable Canadian securities laws on the Closing Date. It shall be a condition of the completion of the Offering that the Units are not subject to any hold period in Canada.
Sole Agent:	Haywood Securities Inc. (“Haywood”)
Agent’s Compensation:	7% cash fee (reduced to 3.5% in respect of president’s list orders) and compensation options (the “Compensation Options”) entitling Haywood to purchase that number of Units equal to 7% of the aggregate number of Units issued by the Company under the Offering (reduced to 3.5% in respect of president’s list orders), at an exercise price per Unit that is equal to the Issue Price, for a period of 36 months from the Closing Date.
Closing Date:	On or about March 22, 2024, or such other date as mutually agreed to between Haywood and the Company, each acting reasonably, such date being no later than 45 days from the date the Company issues a press release announcing the Offering.
U.S. Notice:	The Units sold and issued pursuant to the Offering have not been and will not be registered under the 1933 Act, or any state securities laws, and accordingly may not be offered, sold or delivered, directly or indirectly, within the United States, its possessions and other areas subject to its jurisdiction.

PROFORMA CAPITALIZATION



(C\$M or millions of shares, except per share figures)

	Current	Proforma
Issue Price	\$0.175	\$0.175
Basic Shares O/S	200.2	200.2
Shares From Financing ¹		7.1
Market Capitalization	\$35.0	\$36.3
Cash ¹	\$2.2	\$3.4
Debt ²	\$12.3	\$12.3
Enterprise Value	\$45.1	\$45.1

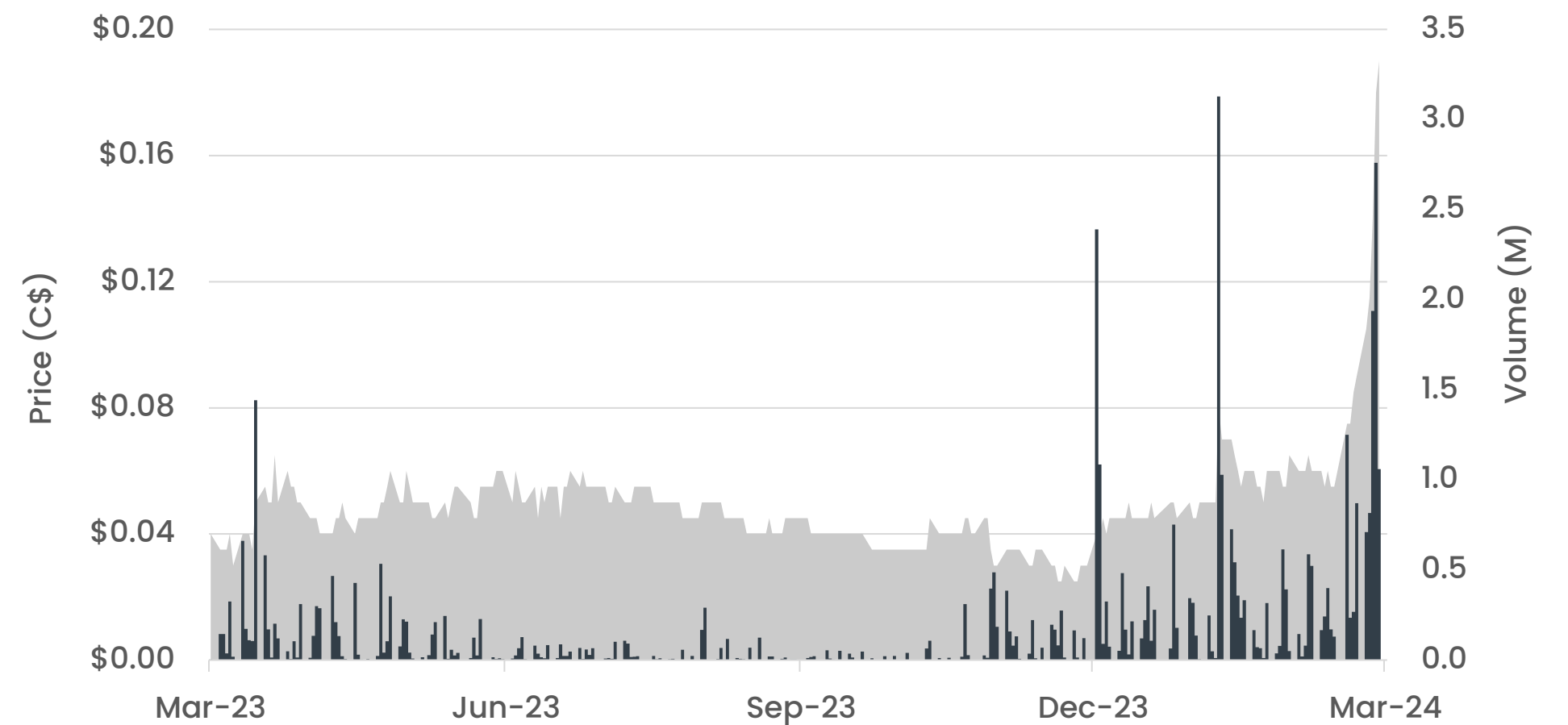
Insider Ownership

~50%

1) Proforma capitalization assumes the minimum amount raised

2) ~\$8M of cryptocurrency assets are held a collateral in connection with the line of credit and are not included as debt

TSXV:BTCW



CUSTOMER FOCUSED

The journey of a Bitcoin Well customer



Customer Acquisition

How do they find us?

- Digital advertising
- Influencer revenue sharing
- Customer referral & gamification

Customer Monetization

How do they use us?

- 2-minute verification
- 30 second purchase time
- No login purchases

Customer Maintenance

Why do they come back?

- Sticky & easy
- Gamification & rewards
- Fast and safe path

Customer Growth

Why do they tell their friends?

- Rewards
- Gamification
- P2P Transfers



THE TEAM

LEADERSHIP TEAM



Adam O'Brien
Founder & CEO

Established leader with a passion for teaching about the benefits of bitcoin



Jason Vandenberg
CFO

Seasoned financial executive with experience in the Fintech and banking sector



Chantel Lillycrop
VP - Operations

Experience in business development and operational process design



James Kerr
Director - Product

Accredited product builder with a passion for building products that make the world a better place

BOARD OF DIRECTORS



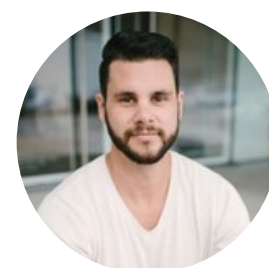
Adam O'Brien
Chairman



Terry Rhode
Audit Committee



*past director



Mitchell Demeter
Governance Committee



Dave Bradley
Board member



CATALYSTS & OPPORTUNITIES



Valuation Potential

Steady business unit underpins the growth and development of high growth Bitcoin Portal



Market Share Acceleration

Give eventual paying subscribers a fast and safe path to buy, sell and use bitcoin in their markets





BITCOIN WELL

TSX.V:**BTCW** OTCQB:**BCNWF**

ir@bitcoinwell.com | bitcoinwell.com/investors

1:1 with our CEO @
bitcoinwell.com/meet-adam

APPENDIX – STATUTORY RIGHTS OF ACTION

In certain circumstances, securities legislation in certain provinces or territories of Canada may provide purchasers with remedies for rescission or damages, or both, in addition to any other right they may have at law, where an offering memorandum (such as this presentation) and any amendment to it contains a misrepresentation. Where used herein, “misrepresentation” means an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make any statement not misleading in light of the circumstances in which it was made. These remedies, or notice with respect to these remedies, must be exercised or delivered, as the case may be, by the purchaser within the time limits prescribed by applicable securities legislation. The following summary is subject to the express provisions of the applicable securities laws, regulations and rules, and reference is made thereto for the complete text of such provisions. Such provisions may contain limitations and statutory defences not described herein on which the Company or other related entities issuing the securities pursuant to the proposed offering and other applicable parties may rely. Purchasers should refer to the applicable provisions of the securities legislation of their province for the particulars of these rights or consult with a legal adviser.

The following is a summary of statutory rights of rescission or damages, or both, available to certain purchasers resident in the province of Ontario, and to purchasers resident in the provinces of New Brunswick, Nova Scotia and Saskatchewan. In Ontario, statutory rights of rescission or damages are not available if the purchaser is: (a) an association governed by the Cooperative Credit Associations Act (Canada) or a central cooperative credit society for which an order has been made under Section 473.1 of that act; (b) a bank, loan corporation, trust company, trust corporation, insurance company, treasury branch, credit union, caisse populaire, financial services corporation, or league that, in each case, is authorized by an enactment of Canada or a jurisdiction of Canada to carry on business in Canada or a jurisdiction in Canada; (c) a Schedule III bank, meaning an authorized foreign bank named in Schedule III of the Bank Act (Canada); (d) the Business Development Bank of Canada incorporated under the Business Development Bank of Canada Act; or (e) a subsidiary of any person referred to in paragraphs (a), (b), (c) or (d), if the person owns all of the voting securities of the subsidiary, except the voting securities required by law to be owned by the directors of the subsidiary.

If you are subject to the laws of Ontario, Saskatchewan, Manitoba, Nova Scotia, New Brunswick, Newfoundland and Labrador or Prince Edward Island, those laws provide, in part, that if there is a misrepresentation in an offering memorandum, which was a misrepresentation at the time that you subscribed for the securities, then you will be deemed to have relied upon the misrepresentation and will, as provided below, have a right of action for damages against the issuer of the securities (and, in certain instances, other persons) in respect of the securities purchased by you or, alternatively, while still the owner of any of the securities purchased, for rescission, in which case, if you elect to exercise the right of rescission, you will have no right of action for damages against the issuer of the securities, provided that: (1) no person or company will be liable if it proves that you purchased the securities with knowledge of the misrepresentation; (2) in the case of an action for damages, the defendant will not be liable for all or any portion of the damages that it proves do not represent the depreciation in value of the securities as a result of the misrepresentation; and (3) in no case will the amount recoverable in any action exceed the price at which the securities were purchased by you. In Ontario, Saskatchewan, Manitoba, New Brunswick, Newfoundland and Labrador or Prince Edward Island, in the case of an action for rescission, no action may be commenced more than 180 days after the date of the transaction that gave rise to the cause of action (if Manitoba or Newfoundland and Labrador laws apply). In the case of any action other than an action for rescission, (A) in Ontario, Newfoundland and Labrador and Prince Edward Island, no action may be commenced later than the earlier of (i) 180 days after you first had knowledge of the facts giving rise to the cause of action or (ii) three years after the date of the transaction that gave rise to the cause of action, (B) in Manitoba, no action may be commenced later than the earlier of (i) 180 days after you first had knowledge of the facts giving rise to the cause of action or (ii) two years after the date of the transaction that gave rise to the cause of action, (C) in New Brunswick, no action may be commenced later than the earlier of (i) one year after you first had knowledge of the facts giving rise to the cause of action and (ii) six years after the date of the transaction that gave rise to the cause of action, and (D) in Saskatchewan no action may be commenced later than the earlier of (i) one year after the plaintiff first had knowledge of the facts giving rise to the cause of action and (ii) six years after the date of the transaction that gave rise to the cause of the action. In Nova Scotia, no action (for rescission or otherwise) may be commenced later than 120 days after the date on which payment was made for the securities. If you are subject to the laws of any province or territory, reference should be made to the full text of the applicable provisions of the securities legislation in such provinces or territories and consultation should be undertaken with professional advisors. The foregoing is a summary only and is subject to the express provisions of the Securities Act (Ontario), the Securities Act (New Brunswick), the Securities Act (Nova Scotia), the Securities Act (Manitoba), the Securities Act (Newfoundland and Labrador), the Securities Act (PEI) and the Securities Act (Saskatchewan) and the rules, regulations and other instruments thereunder, and reference is made to the complete text of such provisions contained therein. Such provisions may contain limitations and statutory defences on which the Issuer and other applicable parties may rely.

Notwithstanding that the Securities Act (British Columbia), the Securities Act (Alberta) and the Securities Act (Quebec) do not provide, or require the Issuer to provide, to purchasers resident in these jurisdictions any rights of action in circumstances where this presentation or an amendment hereto contains a misrepresentation, the Issuer hereby grants to such purchasers contractual rights of action that are equivalent to the statutory rights of action set forth above with respect to purchasers resident in Ontario. In Yukon, the Securities Act (Yukon), in Nunavut, the Securities Act (Nunavut) and in the Northwest Territories, the Securities Act (Northwest Territories) provide a statutory right of action for damages or rescission to purchasers resident in Manitoba, Newfoundland and Labrador, PEI, Yukon, Nunavut, and Northwest Territories, respectively, in circumstances where this presentation or an amendment hereto contains a misrepresentation, which rights are similar, but not identical, to the rights available to Ontario purchasers.