

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and Address of Company

Cathedra Bitcoin Inc.
320 – 638 Broughton Street
Vancouver, BC V6G 3K3

Item 2 Date of Material Change

November 20, 2023

Item 3 News Release

The press release attached as Schedule “A” was released on November 21, 2023, by a newswire company in Canada.

Item 4 Summary of Material Change

The material change is described in the press release attached as Schedule “A”.

Item 5 Full Description of Material Change

The material change is described in the press release attached as Schedule “A”.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Sean Ty
Chief Financial Officer
Cathedra Bitcoin Inc.
E: ir@cathedra.com

Item 9 Date of Report

November 21, 2023

Cathedral Bitcoin Announces Debt Settlement and Debenture Extension

TORONTO, November 21, 2023 (BUSINESS WIRE) (Block Height: 817,840) – Cathedral Bitcoin Inc. (TSX-V: CBIT; OTCQB: CBTF) ("Cathedral" or the "Company"), a diversified bitcoin mining company, is pleased to announce the Company expects to settle a portion of the outstanding principal amount of Debentures (as defined below) equal to up to C\$10,946,706 (the "**Settlement Amount**") into up to 98,264,870 common shares of the Company (the "**Shares**"). The Shares will be issued at a deemed price of C\$0.1114 per Share. The debt is payable to certain debenture holders (the "**Debenture Holders**") in respect of 3.5% senior secured convertible debentures of the Company due November 11, 2024 (the "**Maturity Date**") originally issued to the debenture holders on November 11, 2021 (the "**Debentures**"). The aggregate principal amount outstanding of the Debentures as of the date hereof is C\$19,810,390. Prior to the settlement of the Settlement Amount into Shares (the "**Debt Settlement**"), the Company expects to repay C\$2,000,000 to retire C\$3,333,333 of the outstanding principal amount of the Debentures (the "**Debt Repayment**"), such that the aggregate principal amount outstanding of the Debentures prior to the Debt Settlement is expected to be C\$16,477,057.

The Company also announces that it intends to amend the Maturity Date (the "**Amendment**") of the Debentures which remain outstanding following the completion of the Debt Settlement to November 11, 2025 (the "**Amended Maturity Date**").

The Company and the Debenture Holders entered into a binding term sheet dated November 20, 2023, with respect to the Debt Settlement and Amendment. The Debt Settlement and the Amendment are subject to completion of definitive documentation. The Company expects that the proposed Debt Settlement will optimize its capital structure, assist it in preserving cash for working capital and prepare the Company to refocus on profitable growth. The board of directors of the Company has reviewed the Debt Settlement and believes it is in the best interests of shareholders. The remaining outstanding principal amount of the Debentures following the Debt Settlement and Debt Repayment will continue to bear interest at a rate of 3.5% per annum, payable quarterly in arrears on the last day of March, June, September and December of each year until the Amended Maturity Date.

All securities to be issued pursuant to the Debt Settlement will be subject to a four month and one day hold period from the closing date of the Debt Settlement. The Debt Settlement and the Amendment are subject to the receipt of regulatory approvals, including the approval of the TSXV.

About Cathedral Bitcoin

Cathedral Bitcoin Inc. (TSX-V: CBIT; OTCQB: CBTF) is a Bitcoin company that believes sound money and abundant energy are the keys to human flourishing. The Company has diversified bitcoin mining operations which produce 355 PH/s across three states and five locations in the United States. The Company is focused on managing and expanding its portfolio of hash rate through a diversified approach to site selection and operations, utilizing multiple energy sources across various jurisdictions.

For more information about Cathedral, visit cathedral.com or follow Company news on Twitter at [@CathedralBitcoin](https://twitter.com/CathedralBitcoin) or on Telegram at [@CathedralBitcoin](https://t.me/CathedralBitcoin).

Media and Investor Relations Inquiries

Please contact:

Sean Ty
Chief Financial Officer

Cautionary Statement

Trading in the securities of the Company should be considered highly speculative. No stock exchange, securities commission or other regulatory authority has approved or disapproved the information contained herein. Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Forward-Looking Statements

This news release contains certain “forward-looking information” within the meaning of applicable Canadian securities laws that are based on expectations, estimates and projections as at the date of this news release. The information in this release about future plans and objectives of the Company, are forward-looking information. Other forward-looking information includes but is not limited to information concerning: the Debt Settlement and Amendment, the approval of the TSXV, the intentions and future actions of senior management, the intentions, plans and future actions of the Company, as well as the Company’s ability to successfully mine digital currency; revenue increasing as currently anticipated; the ability to profitably liquidate current and future digital currency inventory; volatility of network difficulty and, digital currency prices and the resulting significant negative impact on the Company’s operations; the construction and operation of expanded blockchain infrastructure as currently planned; and the regulatory environment of cryptocurrency in applicable jurisdictions.

Any statements that involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions, future events or performance (often but not always using phrases such as “expects”, or “does not expect”, “is expected”, “anticipates” or “does not anticipate”, “plans”, “budget”, “scheduled”, “forecasts”, “estimates”, “believes” or “intends” or variations of such words and phrases or stating that certain actions, events or results “may” or “could”, “would”, “might” or “will” be taken to occur or be achieved) are not statements of historical fact and may be forward-looking information and are intended to identify forward-looking information.

This forward-looking information is based on reasonable assumptions and estimates of management of the Company at the time it was made, and involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking information. The Company has also assumed that no significant events occur outside of the Company’s normal course of business. Although the Company has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. The Company undertakes no obligation to revise or update any forward-looking information other than as required by law.