



Cathedra

Cathedra Bitcoin Inc.

(Formerly Fortress Technologies Inc.)

Management Discussion and Analysis

Year ended December 31, 2021



Cathedra Bitcoin Inc.
Management's Discussion and Analysis of Financial Condition and Results of Operations
December 31, 2021
Expressed in Canadian Dollars unless otherwise indicated

Introduction

The following management's discussion and analysis ("**MD&A**") of the financial condition and results of the operations of Cathedra Bitcoin Inc. constitutes management's review of the factors that affected the Company's financial and operating performance for the 12 months ended December 31, 2021. The MD&A is intended to help the reader understand Cathedra Bitcoin Inc. ("**Cathedra**", "**we**", "**our**" or the "**Company**"), our operations, financial performance, current and future business environment and the opportunities and risks facing the Company. The risks are explicitly set out in Appendix 1 of this MD&A. In addition, certain statements in this MD&A incorporate forward looking information and readers are advised to review the cautionary note regarding forward looking statements in section 11 of this MD&A.

This MD&A was written to comply with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the audited consolidated financial statements ("**Financial Statements**") for the Company for the period ended December 31, 2021, and the related notes thereto. Results are reported in Canadian dollars, unless otherwise noted. In the opinion of management, all adjustments (which consist only of normal recurring adjustments) considered necessary for a fair presentation have been included. The results presented for the reporting period is not necessarily indicative of the results that may be expected for any future period. The financial statements and the financial information contained in this MD&A were prepared in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board ("**IASB**") and interpretations of the IFRS Interpretations Committee ("**IFRIC**"). Further information about the Company and its operations can be obtained from SEDAR on www.sedar.com.

This MD&A contains information up to and including April 29, 2022.

Non-IFRS Measures

This MD&A presents certain non-IFRS financial measures to assist readers in understanding the Company's performance. These non-IFRS measures do not have any standardized meaning and therefore are unlikely to be comparable to similar measures presented by other issuers and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS. Management uses these non-IFRS measures to supplement the analysis and evaluation of operating performance.

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

"Cost of Bitcoin" represents the cost of mining one bitcoin based on quantity of bitcoin produced monthly divided by incurred monthly cash operating expenses (expenses such as power, lease, staff, insurance and internet).

"Gross Mining Margin" represents the gross profit (revenue generated from mining activities less operating costs), excluding depreciation.



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Appendix 1 – Business Risks and Uncertainties



1. DESCRIPTION OF THE COMPANY

Cathedra Bitcoin Inc. ("**Cathedra**" or the "**Company**") (formerly known as Fortress Technologies Inc.) is a Bitcoin company that develops and operates world-class bitcoin mining infrastructure. Cathedra believes sound money and abundant energy are the fundamental ingredients to human flourishing and is committed to advancing both by working closely with the energy sector to secure the Bitcoin network. Cathedra's business model is to convert electricity into bitcoin at below-market cost, retaining as much mined bitcoin as possible on the Company's balance sheet indefinitely.

The Company is headquartered in Vancouver, British Columbia, with mining operations in the United States. In Washington State, Cathedra operates a two-megawatt ("**MW**") bitcoin mine that produces approximately 32 petahashes per second ("**PH/s**") of bitcoin mining hash rate and is powered by grid electricity (the "**Washington Mine**"). In North Dakota, the Company owns 11 bitcoin mining containers totaling approximately 6.7 MW and 145 PH/s of bitcoin mining hash rate (the "**North Dakota Mine**"). These containers are powered by natural gas that would otherwise be flared. As of December 31, 2021, the Company had approximately 177 PH/s of active bitcoin mining hash rate between the Washington Mine and North Dakota Mine. Cathedra has purchased an additional bitcoin mining container that will be deployed at the North Dakota Mine subsequent to year end for approximately 13 PH/s of additional bitcoin mining hash rate.

In Q4 2021, Cathedra purchased 4,500 Bitmain Antminer S19j Pro (the "**S19j Pros**") and 600 Bitmain Antminer S19 XP (the "**S19 XPs**") Bitcoin mining machines. The S19j Pros are expected to be delivered in equal monthly installments from April through September 2022, and the S19 XPs are expected to be delivered in equal monthly installments from July through December 2022. Together, the purchases are expected to add approximately 534 PH/s to the Company's contracted hash rate, bringing Cathedra's total contracted hash rate to approximately 725 PH/s.

2. OUTLOOK

Company Strategy

Bitcoin mining is coming to dominate the energy sector. As a permissionless energy sink, bitcoin mining allows anyone, anywhere, at any time, to convert electricity into money. This phenomenon has profound implications for the energy sector that market participants have only just begun to appreciate:

- bitcoin mining incentivizes new and more efficient forms of energy generation, which will cause a general decline in the price of energy;
- bitcoin mining serves as a perfect dispatchable load, helping to stabilize power grids and allowing greater penetration of intermittent renewables at the grid level;
- bitcoin mining sets a price floor for energy by acting as a "buyer of last resort," monetizing stranded, wasted, or otherwise non-rival energy by converting it into money;



- and bitcoin mining can act as a captive customer for new power plants, providing stable, predictable demand for electricity, thereby reducing the cost of capital for such projects.

In the coming decades, bitcoin mining is expected to completely saturate the energy sector; the gradual convergence of these two industries has already begun and will accelerate from both directions. Energy producers will strive to monetize surplus power that would otherwise be sold at low or negative rates to the grid (or wasted altogether) by selling it to the Bitcoin network. And bitcoin miners will strive to vertically integrate, owning their own power generation and infrastructure to improve their margins and thereby their competitiveness. It stands to reason, then, that in the future, the most efficient miners will also be energy producers. At full saturation, the marginal revenue earned from mining bitcoin will be expected to equal that earned from selling power to the grid.

Cathedra is building a category-defining business at the intersection of bitcoin mining and energy. In the near term, the Company's primary objectives are to:

- aggressively expand its hash rate portfolio to compete with the largest North American bitcoin miners;
- continue building its bitcoin treasury by retaining as much mined bitcoin as possible for an indefinite holding period;
- and begin vertically integrating by developing in-house infrastructure and manufacturing capabilities.

In the long-term, the Company has a more expansive vision of its role in the bitcoin mining and energy markets, which includes:

- accumulating one of the largest bitcoin treasuries of any company in the world;
- developing and/or acquiring a portfolio of power generation assets that leverages the synergies between energy generation and bitcoin mining;
- and exploring additional Bitcoin-native products and services that Cathedra can offer as a low-cost producer of bitcoin.

The Company has appointed new leadership to realize this long-term vision. On September 24, 2021, Cathedra announced that Antonin "AJ" Scalia and Thomas "Drew" Armstrong had joined the Company as Chief Executive Officer and President/Chief Operating Officer, respectively.

Cathedra also announced that Scalia and Armstrong would replace Joshua Crumb and Michael Costa on the Company's board of directors. Furthermore, Aydin Kilic, who had served as President and Chief Executive Officer since 2018, resigned as an officer effective September 20, 2021, and resigned from the Company's board of directors effective September 24, 2021.

Scalia and Armstrong join Cathedra from Galaxy Digital, a diversified financial services firm dedicated to the digital assets sector. While at Galaxy, the two held various roles across the firm's investment banking and principal investments divisions, and most recently as founding members of its bitcoin mining business. Prior to joining Galaxy, Scalia began his career in J.P. Morgan's technology investment banking group.



Armstrong previously worked in Barclays' investment bank, where he focused on the origination of esoteric securitized products.

The Company has also introduced a new name and brand that more closely aligns with this vision. On December 8, 2021, the Company announced that it would begin operating under the name Cathedra Bitcoin Inc., changed from Fortress Technologies Inc., and begin trading under the ticker symbol "CBIT" on the TSX Venture Exchange. The Company also updated its brand to accompany the name change, introducing a new logo, website, and other brand assets, all of which can be found at www.cathedra.com.

There are several factors that are critical to the success of a bitcoin mining operation. Foremost among these are access to low-cost electricity and access to bitcoin mining machines at competitive prices. The discussion below addresses both factors.

a. Electricity Costs

The cost of electricity is the primary determinant of the ongoing profitability of a bitcoin mine.

At Cathedra's legacy mine in Washington State, the Company pays less than \$0.032 per kilowatt hour ("kWh") for electricity from the grid, which is predominantly generated by hydroelectric sources, according to the Washington State Department of Commerce 2019 Fuel Mix Disclosure.

Additionally, the Company has partnered with Great American Mining ("GAM") in a venture whereby electricity is generated off-grid using natural gas that would otherwise be flared or vented in North Dakota. The cost of the gas translates to an electricity cost of approximately \$0.006 per kWh. Additional monthly cash operating costs bring the estimated total operating costs to approximately \$0.044 per kWh for this strategy.

The Company intends to deploy the incoming S19j Pros and the S19 XPs on sites that offer similar fixed operating costs to the Washington Mine and the North Dakota Mine and is evaluating both on- and off-grid locations to achieve that aim.

b. Mining Hardware

Cathedra purchased 1,400 Bitmain Antminer S9 bitcoin mining machines (the "S9s") in early March 2018, which were subsequently deployed at the Washington Mine. During Q3 and Q4 2021, the Company made several optimizations to the Washington Mine, including installing custom firmware on the S9s; acquiring and installing 180 new MicroBT Whatsminer M30S bitcoin mining machines, which produce an aggregate of approximately 16 PH/s of hash rate; and retiring some of the S9s which had been fully depreciated. After implementing several optimizations and upgrades, as of December 31, 2021, the Washington Mine was generating approximately 32 PH/s of bitcoin mining hash rate.

In Q2 2021, Cathedra purchased 2,160 MicroBT Whatsminer bitcoin mining machines—including 180 of the M32 model, 540 of the M31SE model, and 1,440 of the M31SE model—totaling 155 PH/s for the North Dakota Mine. Each of the 12 bitcoin mining containers designed and manufactured by GAM will contain approximately 180 mining machines. 11 of these containers have been deployed at the North Dakota Mine, where they consume approximately 6.7 MW of electrical capacity to produce approximately 146 PH/s of bitcoin mining hash rate. The Company expects the final container to be deployed in North Dakota in early



Q1 2022, contributing an additional 0.6 MW of capacity and approximately 13 PH/s of bitcoin mining hash rate.

In Q4 2021, the Company announced the purchase of 4,500 Bitmain Antminer S19j Pro and 600 Bitmain Antminer S19 XP bitcoin mining machines. The S19j Pros are expected to be delivered in equal monthly installments from April through September 2022 and the S19 XPs are expected to be delivered in equal monthly installments from July through December 2022. Together, the purchases add approximately 538 PH/s to the Cathedra's total contracted hash rate.

c. Growth Outlook

As of December 31, 2021, the Washington Mine produces approximately 32 PH/s of bitcoin mining hash rate. Since 2018, it has generated over 580 bitcoin and 100 bitcoin cash (either under the Company's lease or sublease of the facility). The Company intends to mine and hold only bitcoin in the future. Today, based on current bitcoin mining conditions, the Washington Mine produces approximately 4.09 bitcoin per month.

By minimizing operating costs wherever possible, the Company has maintained a healthy cash position during a challenging period for the bitcoin mining industry. Maintaining a strong cash balance has allowed the Company to benefit from the rising purchasing power of bitcoin, even increasing its bitcoin treasury via opportunistic purchases in response to global trends. Fortunately, bitcoin mining conditions recovered in late 2020 and continued to improve throughout 2021, and the Company's prudent management of resources has allowed Cathedra to continue accumulating bitcoin through its mining operation. As of April 29, 2022, the Company holds approximately 226.54 bitcoin. Accumulating a large treasury of bitcoin is a key component to Cathedra's go-forward strategy; the Company plans to hold indefinitely as much of its mined bitcoin as possible and may opportunistically purchase bitcoin in the open market as well.

In February 2021, the Company incorporated a new subsidiary in the UK, "The Good Shepherd," which acquired agricultural land for the purpose of developing a technology-enabled, vertically integrated livestock business. Management views these assets as non-core to Cathedra's business going forward and does not intend to invest additional capital in the subsidiary. Furthermore, the Company plans to divest these assets as soon as is feasible.

On April 6, 2021, the Company announced that it had launched a strategic bitcoin mining venture in partnership with GAM. The goal of this partnership is to expand the Company's existing bitcoin mining operations with access to scalable, low-cost electricity sourced from natural gas that would otherwise be vented or flared into the atmosphere. Cathedra commissioned GAM to design and manufacture 12 bitcoin mining containers, which Cathedra owns pursuant to the partnership agreement. The Company has exclusive use of these containers, which operate on a gas field in North Dakota using bitcoin mining machines owned and supplied by Cathedra.

To outfit the 12 bitcoin mining containers produced by GAM, in Q2 2021 Cathedra acquired 2,160 MicroBT Whatsminer bitcoin mining machines—including 180 of the M32 model, 540 of the M31SE model, and 1,440 of the M31SE model—capable of producing approximately 155 PH/s. 12 of these containers have been deployed at the North Dakota Mine, where they consume approximately 7.3 MW of electrical capacity to produce a total of approximately 155 PH/s of bitcoin mining hash rate. Today, based on current bitcoin mining conditions, these 12 containers produce approximately 16.73 bitcoin per month in aggregate.



Under the terms of the partnership with GAM, Cathedra receives between 60% and 85% of all bitcoin produced by the 12 containers, depending on bitcoin mining economics in a given period. Additionally, Cathedra will retain ownership of all bitcoin mining machines and containers. The operating agreement also affords downside protection to the Company, as there is no obligation to operate the machines if bitcoin mining conditions deteriorate to such an extent that the partnership is no longer profitable for Cathedra. The low capital expenditure required per container and fast time to deployment have allowed Cathedra to earn attractive return on capital for shareholders through this venture.

The partnership with GAM also reduces the emission of methane, which is believed to be a harmful greenhouse gas, at the North Dakota Mine. This strategic venture demonstrates the value bitcoin mining can provide to energy producers and the environment by monetizing energy that would otherwise be stranded or wasted.

The GAM partnership represents an intentional strategy from the Company to diversify the energy sources it uses to power its bitcoin mining operations. Cathedra believes a diversified approach that utilizes electricity generated off-grid (in addition to electricity supplied by the grid) reduces environmental, regulatory, market, and other idiosyncratic risks and guards against the over-concentration of hash rate at any particular location.

Vented, flared, and stranded natural gas presents a promising source of scalable, low-cost power for Cathedra's future mining operations. According to the U.S. Energy Information Administration, approximately 420 billion cubic feet of natural gas was vented or flared in 2020 in the U.S. alone—enough to power the entire Bitcoin network, based on the latest estimates of its energy consumption from the Cambridge Bitcoin Electricity Consumption Index.

In Q4 2021, Cathedra began developing its own proprietary mobile data centers ("**Bitcoin Mining Rovers**" or "**Rovers**"), which will house the S19j Pros and S19 XPs upon their arrival. The Rovers are designed to be modular and mobile, allowing Cathedra to manufacture them at a rapid pace and deploy them wherever the cheapest power is found, in both on- and off-grid environments. Developing in-house design and manufacturing capabilities will afford Cathedra greater control over its supply chain, rate of expansion, and cost structure compared to an outsourced model.

Production and assembly of the Rovers, which will take place entirely in the United States, is expected to begin in early 2022 and continue throughout the course of the year. The Company expects the incoming S19j Pros and S19 XPs to be deployed in the completed Rovers incrementally as they arrive. Cathedra is actively evaluating potential sites on which to deploy these Rovers and is considering both on- and off-grid locations to achieve the most favorable economics. The deliveries of the S19j Pros and the S19 XPs, expected to occur from April 2022 through December 2022, are expected to add approximately 538 PH/s to the Company's hash rate, increasing Cathedra's portfolio of bitcoin mining hash rate to approximately 725 PH/s in total. Based on current bitcoin mining conditions, once the S19j Pros and S19 XPs are fully deployed, Cathedra expects to produce approximately 97.44 bitcoin per month across its entire portfolio of hash rate.



3. RESULTS OF OPERATIONS FOR THE THREE AND 12 MONTHS ENDED DECEMBER 31, 2021

Cathedra reports the following financial results on its cryptocurrency mining operations for the three and 12 months ended December 31, 2021.

Operational Highlights:

Cathedra has mined 60.02 bitcoin for the three months ended December 31, 2021, as compared to the three months ended September 30, 2021, during which Cathedra mined a total of 37.36 bitcoin.

- The average bitcoin mined per day during Q4 2021 was 0.65 as compared to 0.41 during Q3 2021, 0.12 during Q2 2021, 0.13 during Q1 2021, 0.13 during Q4 2020, 0.15 during Q3 2020 and 0.24 during Q2 2020.
- The average bitcoin price for the three months ended Q4 2021 was US\$53,481 as compared to US\$41,892 in Q3 2021; US\$46,716 in Q2 2021; US\$44,847 in Q1 2021; US\$16,655 in Q4 2020; US\$10,612 in Q3 2020; and US\$8,630 in Q2 2020.
- During Q4 2021, the Company generated bitcoin at an average cost of US\$20,371 as compared to US\$11,634 in Q3 2021 (based on quantity of bitcoin mined divided by incurred monthly cash operating expenses (not including prepaid expenses)).

Financial Highlights:

- The Company was well capitalized at the end of the quarter with cash and cash equivalents balance of \$9,443,618 and digital currencies of \$9,924,292. Total assets were \$58,367,737, primarily consisting of cash and cash equivalents, bitcoin, deposit and property and equipment.
- The Company reported total revenue from its operations at the Washington Mine and the North Dakota Mine for the three months ended December 31, 2021, of \$4,387,824 (\$2,107,773 for the three months ended September 30, 2021; \$647,742 for the three months ended June 30, 2021; \$657,972 for the three months ended March 31, 2021; \$264,560 for the three months ended December 31, 2020; \$189,723 for the three months ended December 31, 2020; and \$255,235 for the three months ended June 30, 2020).
- Cathedra had a cash and cash equivalents balance of \$9,443,618 as of December 31, 2021, compared to cash balance of \$7,048,050 as of December 31, 2020. The cash balance increase of \$2,395,568 during the 12-month period was from the private placement for total gross proceeds of \$9,300,000 in exchange for 14,794,700 shares of the Company as well as purchase of bitcoin mining machines. The Company completed its non-brokered private placement of 20,000 of 3.5% senior secured convertible debenture units (the "**Convertible Debenture Units**"), for aggregate gross proceeds of \$20,000,000, due 36 months following the date of issuance ("**Convertible Loan**"). On November 5, 2021, the Company completed an additional 5,000 Convertible Units, for aggregate gross proceeds of \$5,000,000 Convertible Loan. The Company incurred total transaction cost of \$163,610.

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- Cathedra had a digital currency balance of 169.25 bitcoin as of December 31, 2021, in addition to its cash balance. Therefore, total value of cash, bitcoin and accrued interest as of December 31, 2021, was \$19,373,965, with bitcoin at a price of US\$46,250.
- Cathedra had cash flow from mining operations of \$848,870 during the quarter (which includes proceeds of Gross Mining Margin after prepaid expenses). The Company defines Gross Mining Margin (a non-IFRS measure) as the revenue generated from mining activities less operating costs. Operating costs include monthly cash operating expenses, as well as incidental or accrued expenses. Depreciation, being a non-cash cost, is not deducted to arrive at the Gross Mining Margin. Gross Mining Margin is a non-standard measure of mining efficiency and should not be considered as a substitute for other IFRS operating and profitability measures of performance.

Calculation of gross mining margin	Q4 2021 (\$)	Q3 2021 (\$)	Q2 2021 (\$)	Q1 2021 (\$)	Q4 2020 (\$)	Q3 2020 (\$)	Q2 2020 (\$)	Q1 2020 (\$)
Revenue	4,387,824	2,107,773	647,742	657,972	264,560	189,723	255,235	316,811
Less: Operating costs	2,252,580	966,805	269,440	238,100	200,704	217,336	247,937	243,446
Gross mining margin	2,135,244	1,140,968	378,302	419,872	63,856	(27,613)	7,298	73,365
Gross mining margin (%)	49%	54%	58%	64%	24%	(15%)	3%	23%
Less: Depreciation	1,275,069	583,152	213,876	213,607	88,669	84,599	87,994	85,331
Less: B&O taxes	11,305	9,281	8,837	11,108	3,803	3,301	4,192	19,187
Less: WeHash Consulting fees	-	-	-	-	-	-	-	3,237
Net mining margin	848,870	548,535	155,589	195,157	(28,611)	(115,513)	(84,888)	(34,390)
Cash Flow from data center operations	848,870	548,535	159,628	199,297	94,407	3,155	39,301	104,399



4. QUARTERLY RESULTS

The table below presents selected unaudited financial results of the Company for the quarters ended December 31, 2021; September 30, 2021; June 30, 2021; March 31, 2021; December 31, 2020; September 30, 2020; June 30, 2020; March 31, 2020; and December 31, 2019.

Three months ended	Total revenue (\$)	Net income (loss) (\$)	Comprehensive income (loss) (\$)	Basic earnings (loss) per share (\$)	Diluted earnings (loss) per share (\$)
December 31, 2021	4,387,824	164,945	1,164,444	0.01	0.01
September 30, 2021	2,107,773	(1,486,340)	(1,412,540)	(0.02)	(0.01)
June 30, 2021	647,742	(1,614,091)	(1,564,679)	(0.02)	(0.01)
March 31, 2021	657,972	3,653,598	3,696,819	0.05	0.04
December 31, 2020	264,560	5,463,046	5,724,871	0.07	0.07
September 30, 2020	189,723	(503,945)	(384,271)	(0.01)	(0.01)
June 30, 2020	255,235	(545,078)	(316,117)	(0.01)	(0.01)
March 31, 2020	316,811	640,263	170,603	0.01	0.01

- Revenue from bitcoin mining for the three months ended December 31, 2021, was \$4,387,824 from 60.02 bitcoin, compared to \$2,107,773 from 37.36 bitcoin in Q3 2021; \$647,742 from 11.16 bitcoin in Q2 2021; \$657,972 from 11.70 bitcoin in Q1 2021; \$264,560 from 12.2 bitcoin in Q4 2020; \$189,723 from 13.4 bitcoin in Q3 2020; and \$255,235 from 22.1 bitcoin in Q2 2020.

Financing Highlights:

On March 26, 2021, the Company completed a private placement for total gross proceeds of \$9,300,000 in exchange for 14,794,700 units of the Company. Each such unit was composed of one common share of the Company and one common share purchase warrant ("**Warrant**"). Each Warrant is exercisable to acquire one common share at a price of \$0.82 per Warrant at any time on or before the date which is 60 months after the closing date of the offering.

As consideration for the services of the broker, the Company issued 887,682 broker warrants. Each broker warrant entitles the holder to acquire an additional unit at a price of \$0.63 for a period of 60 months, expiring on March 26, 2026. Each unit is composed of one common share of the Company and one common share purchase warrant ("**Warrant**"). Each Warrant is exercisable to acquire one common share at a price of \$0.82 per Warrant at any time on or before March 26, 2026. The value of the broker warrants was estimated at \$578,704 using the relative fair value model. In addition, the Company paid cash commissions the brokers of \$559,240 and other cash share issuance costs of \$156,474.



On October 20, 2021, the Company announced it has entered into an agreement with respect to a non-brokered private placement offering to issue up to \$20,000,000 of 3.5% senior secured convertible debenture units due 36 months following the date of issuance to a consortium of institutional investors.

On October 20, 2021, the Company completed its non-brokered private placement of 20,000 of 3.5% senior secured convertible debenture units (the “**Convertible Debenture Units**”), for aggregate gross proceeds of \$20,000,000, due 36 months following the date of issuance (“**Convertible Loan**”). On November 5, 2021, the Company completed an additional 5,000 Convertible Units, for aggregate gross proceeds of \$5,000,000 Convertible Loan. The Company incurred total transaction cost of \$163,610. As at December 31, 2021, the interest payable is \$155,556.

Each Convertible Debenture Unit consists of (i) \$1,000 principal amount of senior secured convertible debenture of the Company (each, a “**Debenture**”); and (ii) 641 common share purchase warrants of the Company (each, a “**Warrant**”), with each Warrant exercisable for one common share of the Company (a “**Common Share**”). Each Warrant shall entitle the holder to acquire one Common Share (a “**Warrant Share**”) at an exercise price of \$0.95 per Warrant Share for a period of 60 months from the date of issuance. Upon the Offering being fully subscribed, there would be \$25,000,000 principal of Debentures outstanding convertible for approximately 32,051,282 Common Shares, and approximately 16,025,000 Warrants exercisable for 16,025,000 Common Shares. Interest will be payable quarterly. The debentures are secured against the Company’s digital assets and property in Washington State.

5. LIQUIDITY AND CAPITAL RESOURCES

As of December 31, 2021, the Company had a working capital surplus of \$33,762,992 (December 31, 2020 – \$12,963,584). The Company has sufficient cash balances to fund its current operating and administrative costs.

The net change in the Company’s cash position for the 12 months period ended December 31, 2021, was an increase of \$2,395,568 (December 31, 2020 – decrease of \$3,245,898) as a result of the following cash flows:

- Cash used in operations of \$19,231,328 (December 31, 2020 – \$3,197,131);
- Cash provided by financing activities of \$34,450,341 (December 31, 2020 – (\$7,172));
- Cash used in purchase of property and equipment of \$12,391,754 (December 31, 2020 – \$195,324); and
- Effect of exchange rate changes on cash of \$431,691 (December 31, 2020 – \$153,729).

As of April 29, 2022, the Company maintains a strong cash position with approximately \$4,450,000 in cash and GICs, in addition to \$11,310,000 in digital currency (226.54 bitcoin at US\$38,948), for a total current cash and digital currency holdings of \$15,760,000.

Please refer to Note 8 of the Company’s consolidated financial statements for details on the Company’s lease obligations.



6. OUTSTANDING SHARE DATA

As of April 29, 2022, 89,122,684 common shares; 5,791,864 stock options; 7,212,756 restricted share units; 38,512,008 warrants and 887,682 broker warrants (each broker warrant can be exercised into 1 broker unit comprised of 1 common share and 1 warrant) were issued and outstanding. There are voluntary and TSX-V-imposed resale restrictions on certain of these securities.

7. RELATED PARTY TRANSACTIONS

Key Management Compensation

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of the Company's corporate officers.

The remuneration of directors and other members of key management personnel during the 12 months ended December 31, 2021, and December 31, 2020, are as follows:

Year ended December 31, 2021	Salaries	Professional Fees	Share-based compensation	Total
Chief Executive Officer	\$ 33,096	\$ -	\$ 209,092	\$ 242,188
Chief Operating Officer and President	33,096	-	209,092	242,188
Former Chief Executive Officer	-	60,938	-	60,938
Chief Financial Officer	-	72,500	109,443	181,943
Directors	-	172,433	492,807	665,240
	<u>\$ 66,192</u>	<u>\$ 305,871</u>	<u>\$ 1,020,434</u>	<u>\$ 1,392,497</u>

Year ended December 31, 2020	Salaries	Professional Fees	Share-based compensation	Total
Former Chief Executive Officer	\$ -	\$ 84,375	\$ -	\$ 84,375
Chief Financial Officer	-	60,000	-	60,000
Non-executive directors	-	168,000	-	168,000
	<u>\$ -</u>	<u>\$ 312,375</u>	<u>\$ -</u>	<u>\$ 312,375</u>

At December 31, 2021, the Company owes a balance of:

- \$11,317 to the CEO of the Company;
- \$11,317 to the COO and President of the Company;
- \$7,875 to a company controlled by the CFO of the Company; and
- \$24,500 to the independent directors of the Company.

8. SUBSEQUENT EVENTS

On February 3, 2022, the Company entered into an equipment financing agreement with NYDIG ABL ("NYDIG Financing") that will provide approximately US\$17 million (Cdn\$21.6 million) in proceeds to fund the expansion of the Company's diversified bitcoin mining operations for total proceeds of US\$5,562,000 (Cdn\$7.1 million) incurring a closing fee of US\$111,240 bearing an interest rate of 14% per annum which



will be repaid over the next 24 months. The loan payable is collateralized by the 4,500 bitcoin miners purchased (Note 6).

On April 11, 2022, the Company advanced US\$5,356,500 from the NYDIG Financing, incurring a closing cost of US\$107,130 bearing an interest rate of 14% per annum which will be repaid over the next 24 months. The loan is collateralized by the 1,500 bitcoin miners purchased.

The Company issued 1,000,000 common shares for the exercise of 1,000,000 stock options for total proceeds of \$150,000.

9. CRITICAL ACCOUNTING ESTIMATES, JUDGMENTS AND ASSUMPTIONS

The preparation of the Company's consolidated financial statements in conformity with IFRS requires management to make judgments, estimates, and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and future periods, if the revision affects both current and future periods. Significant judgments, estimates and assumptions that have the most significant effect on the amounts recognized in the consolidated financial statements are described below.

Significant Judgments

Revenue recognition

The Company recognizes revenue from the provision of transaction verification services within digital currency networks, commonly termed "**cryptocurrency mining**". As consideration for these services, the Company receives digital currency ("**coins**") from each specific network in which it participates. Revenue is measured based on the fair value of the coins received. The fair value is determined using the spot price of the coin on the date of receipt, based on the daily average from www.blockchain.info.

There is currently no specific definitive guidance in IFRS or alternative accounting frameworks for the accounting for the production and mining of digital currencies, and management has exercised significant judgement in determining appropriate accounting treatment for the recognition of revenue for mining of digital currencies. Management has examined various factors surrounding the substance of the Company's operations and the guidance in IFRS 15, Revenue from Contracts with Customers, including the stage of completion being the completion and addition of block to a blockchain and the reliability of the measurement of the digital currency received. In the event authoritative guidance is enacted by the IASB or IFRIC, the Company may be required to change its policies which could result in a change in the Company's financial position and earnings.

Significant Estimates



Fair value of financial instruments

The individual fair value attributed to the different components of a financing transaction is determined using valuation techniques. The Company uses judgment to select the methods used to make certain assumptions and in performing the fair value calculations in order to determine (a) the values attributed to each component of a transaction at the time of the issuance; (b) the fair value measurements for certain instruments that require subsequent measurement at fair value on a recurring basis; and (c) for disclosing the fair value of financial instruments subsequently carried at amortized cost. The valuation estimates could be significantly different because of the use of judgment and the inherent uncertainty in estimating the fair value of the instrument that are not quoted in active market.

Depreciation

Depreciation of the assets in the cryptocurrency data center is based on an estimate of the assets' expected life. In order to determine the useful life of the assets in the cryptocurrency mining center, assumptions are required about a range of computing industry market and economic factors, including global hash rates dedicated to proof of work mining, network difficulty, technological changes, release and availability of newer and more efficient hardware and other inputs, and production costs. Based on the data that management has reviewed, management has determined to use the straight-line method of amortization over three years, to best reflect the current expected useful life of mining equipment. Management will review its estimates and assumptions at each reporting date and will revise its assumptions if new information supports the change.

Impairment of non-financial assets

Impairment exists when the carrying value of an asset exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use. These calculations are based on available data, other observable inputs and projections of cash flows, all of which are subject to estimates and assumptions. Recoverable amounts are also sensitive to assumptions about the future usefulness of in-process development and the related marketing rights.

Taxes

The determination of the Company's tax expense for the period and deferred tax assets and liabilities involves significant estimation and judgement by management. In determining these amounts, management interprets tax legislation in a variety of jurisdictions and makes estimates of the expected timing of the reversal of deferred tax assets and liabilities, the deferral and deductibility of certain items and interpretation of the treatment for tax purposes of digital currencies by taxation authorities. Management also makes estimates of future earnings, which affect the extent to which potential future tax benefits may be used. The Company is subject to assessments by various taxation authorities, which may interpret legislation differently. These differences may affect the final amount or the timing of the payments of taxes. The Company provides for such differences where known based on management's best estimate of the probable outcome of these matters.



Digital currency valuation

Digital currency denominated assets are included in current assets. Digital currencies are carried at their fair value determined by the spot rate based on the daily average from <https://www.blockchain.com/en/charts/market-price> ("blockchain.com"). The digital currency market is still a new market and is highly volatile; historical prices are not necessarily indicative of future value; a significant change in the market prices for digital currencies would have a significant impact on the Company's earnings and financial position.

Share based compensation

The Company utilizes the Black-Scholes Option Pricing Model ("**Black-Scholes**") to estimate the fair value of stock options granted to directors, officers, employees and consultants. The use of Black-Scholes requires management to make various estimates and assumptions that impact the value assigned to the stock options including the forecast future volatility of the stock price, the risk-free interest rate, dividend yield and the expected life of the stock options. Any changes in these assumptions could have a material impact on the calculation of the share-based compensation; however, the most significant estimate is the volatility. Expected future volatility can be difficult to estimate as the Company has had limited history, is in a unique industry, and historical volatility is not necessarily indicative of future volatility.

Areas of significant estimates and judgments also include:

- Collectability of receivables
- Completeness of accounts payable and accrued liabilities
- Valuation of right of use assets and lease liability
- Valuation of convertible loans
- Valuation of biological assets
- Going concern

10. FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT

The Company's financial instruments are exposed to certain financial risks, including currency risk, credit risk, liquidity risk and commodity price risk.

Credit risk

Credit risk is the risk of loss associated with counterparty's inability to fulfill its payment obligations. The financial instruments that represent a potential concentration of credit risk consist primarily of cash, digital currencies, deposits and receivables. The Company limits its exposure to credit loss by placing its deposits with Tier-1 Canadian financial institutions. All the receivables are current and relate to Goods and Services Taxes. The carrying amount of financial assets represents the maximum credit exposure.

Cathedra Bitcoin Inc.
Management's Discussion and Analysis of Financial Condition and Results of Operations
December 31, 2021
Expressed in Canadian Dollars unless otherwise indicated



	December 31, 2021	December 31, 2020
Cash	\$ 9,443,618	\$ 7,048,050
Digital currencies	9,924,292	6,179,792
Deposit	18,749,494	200,174
Receivables	90,197	17,662
	\$ 38,207,602	\$ 13,445,678

The Company believes it has no significant credit risk.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations. The Company manages its liquidity risk by ensuring that it has enough cash to meet its financial liabilities. As at December 31, 2021, the Company had a working capital surplus of \$33,762,992, the majority of which is comprised of a cash balance of \$9,443,618, digital currencies balance of \$9,924,292 and deposits of \$18,749,494 to settle current liabilities of \$4,633,710. All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as bitcoin prices, interest rates, foreign exchange rates and equity prices.

Bitcoin prices

The Company has digital currencies, Bitcoin, on December 31, 2021, that is subject to market pricing and price volatility. The Company recorded a gain on revaluation of digital currencies in the amount of \$1,128,548 during the year ended December 31, 2021 (December 31, 2020 - \$3,541,228). Digital currencies have a limited history and have had a high degree of price volatility. The historical performance of digital currencies may not be indicative of their future performance. A decline in the fair value of these digital currencies could have a significant impact on the Company's earnings. In addition, the Company may not be able to liquidate its inventory of digital currency at its desired price if required.

The Company does not hedge its Bitcoin balances but will actively monitor Bitcoin pricing, market volatility and its own balance of Bitcoin to determine an appropriate risk mitigation strategy.

Interest rate risk

The Company is exposed to interest rate risk on the variable rate of interest earned on bank deposits. The interest rate risk on bank deposits is insignificant as the deposits are short-term.



Foreign currency risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company is exposed to currency risk as the entities operated in Canada holds financial assets in US dollars while its functional currency is the Canadian dollar. The Company does not hedge its exposure to fluctuations in foreign exchange rates.

If the US dollar had changed against the Canadian dollar by 10% at year end, the Company's net loss and comprehensive loss after taxes would change by approximately \$3,828,761, resulting from the translation of the US dollar denominated financial instruments.

Custody risk

The Company holds its digital currencies with a top tier custodian. The Company's custody strategy is designed to maximize liquidity and efficient sourcing of its digital currencies by making those assets readily available to deploy. The Company constantly monitors its cash and the digital currencies balance it maintains with its custodian.

Prior to onboarding a new custodian, the Company performs extensive due diligence procedures, which include, but are not limited to, internal control procedures to ensure security, availability, integrity and confidentiality of custodian's information and systems. The Company's custodian is SOC 2 Type II certified and undergoes a SOC 2 Type II review on an ongoing basis. The Company reviews its custodian's SOC 2 report to ensure they maintain a secure technology infrastructure and that their systems are designed and operating effectively. Additionally, the Company reviews its own complementary user entity controls in conjunction with the custodian's controls to ensure that applicable trust services criteria can be met. The Company has no reason to believe it will incur any expense associated with security breach, computer malware and computer hacking attacks because (i) it has no known or historical experience of claims to use as a basis of measurement, (ii) it accounts for and continually certifies the amount of digital assets within its controls, and (iii) it has established security around custodial private keys to minimize the risk of theft or loss.

Loss of access risk

The loss of access to the private keys associated with the Company's digital currencies holdings may be irreversible and could adversely affect an investment. Digital currencies controllable only by an individual that possesses both the unique public key and private key or key relating to the "digital wallet" in which the cryptocurrency is held. To the extent a private key is lost, destroyed or otherwise compromised and no backup is accessible, the Company may be unable to access the digital currencies. At December 31, 2021, 4.04 bitcoin equivalent to \$241,298 are held with the Company's digital wallet. The remaining bitcoin are held with the Company's third party custodian. Subsequent to year end, all bitcoin were held with the Company's third party custodian.



Fair value hierarchy

The Company applied the following fair value hierarchy for financial instruments that are carried at fair value. The hierarchy prioritizes the inputs used in the valuation methodologies in measuring fair value into three levels.

The three levels are defined as follows:

- Level 1 – inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.
- Level 2 – inputs to valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.
- Level 3 – inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The Company's cash and biological assets are measured at level 1 fair value.

The carrying value of the Company's receivables and accounts payable and accrued liabilities, accrued GIC interest receivable and interest payable approximates fair value because of the relatively short periods to maturity of these instruments and the low credit risk.

11. CAUTION REGARDING FORWARD LOOKING INFORMATION

This Management Discussion and Analysis contains certain "forward-looking information" within the meaning of Canadian securities legislation. Forward-looking statements are based on the beliefs, estimates and opinions of the Company's management on the date the statements are made and they involve a number of assumptions, risks and uncertainties. Consequently, there can be no assurances that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. The forward-looking information includes information about the Company's growth or expansion plans regarding mining digital currencies and businesses that may not come to fruition. Forward-looking information involving the costs and future revenues from mining bitcoin are dependent on market factors, including but not limited to the price of digital currencies, global hash rates and difficulty that are beyond the control of the Company and may differ materially with the Company's assumptions.

Forward-looking information includes information about the Company's plans for future acquisitions; the expected electrical consumption and tariffs at the Company's data center; additional opportunities to be identified in the future to contribute to growth of revenue and computing equipment; the business goals and objectives of the Company, and other forward-looking information including but not limited to information concerning the intentions, plans and future actions of the Company. The forward-looking information in this Management Discussion and Analysis reflects the current expectations, assumptions and/or beliefs of the Company based on information currently available to the Company that are all subject to change. In connection with the forward-looking information contained in this Management Discussion and Analysis, the Company has made assumptions about the ability of the Company to mine digital currencies; and there will be no regulation or law that will prevent or significantly hinder the Company from operating its business.



The Company has also assumed that no significant events occur outside of the Company's normal course of business. Although the Company believes that the assumptions inherent in the forward-looking information are reasonable, forward-looking information is not a guarantee of future performance and accordingly undue reliance should not be put on such information due to the inherent uncertainty therein.

12. MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The information provided in the audited financial statements and the accompanying MD&A is the responsibility of management. Management is required to make a number of judgments, assumptions and estimates when preparing these financial statements and MD&A, including estimates to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on prudent judgments and have been properly reflected in the accompanying financial statements but actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and future periods, if the revision affects both current and future periods.

Management is responsible for the internal controls over the operations and financial reporting, including internal controls related to maintaining records that reflect the transactions, acquisitions and dispositions of the assets of the Company. As all controls and processes are subject to certain limitations, management acknowledges that the internal controls may not prevent or detect all misstatements due to error or fraud.



APPENDIX 1

Limited Operating History

The Company has only a limited operating history upon which an evaluation of the Company and its prospects can be based. In particular, the Company has a limited history with its mining operations and remains in the early stage of development. The Company is subject to many risks common to venture enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources and the lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investment or meeting other metrics of success.

The Company is dependent on retained earnings for substantially all of its working capital needs, and there is no assurance that additional funding will be available to it for further development and growth. There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favorable.

The Company incurs substantial expenses in the establishment and operating of its business. A significant portion of the Company's financial resources have been and will continue to be, directed to the development of its business and related activities. The success of the Company will ultimately depend on its ability to generate cash from its business. There is no assurance that the required funds will be available for future expansion of the Company's business. If the Company does not have access to the required funds to continue the operation and development of its business and operational activities, and to the extent that it does not generate cash flow and income, the Company's long-term viability may be materially and adversely affected.

Business Risks and Uncertainties

There are a number of risk factors associated with Cathedra and its business. Shareholders should carefully consider each of the risks described below. Cathedra's success will depend on a number of things, including the expertise, ability, judgment, discretion, integrity and execution of its management. The risks and uncertainties below are not the only ones facing Cathedra. Additional risks and uncertainties not presently known to Cathedra or that it currently considers immaterial may also impair the Company's business operations and cause the value of the Company to decline. If any of the following risks actually occur, Cathedra's business may be harmed and its financial condition may suffer significantly.

Liquidity and Future Financing Risk

Cathedra may require additional financing in order to fund future operations and expansion plans. The Company's ability to secure any required financing to sustain operations and expansion plans will depend in part upon prevailing capital market conditions and business success. There can be no assurance that Cathedra will be successful in its efforts to secure any additional financing or additional financing on terms satisfactory to management. Moreover, future activities may require the Company to alter its capitalization significantly and, if additional financing is raised through issuances of equity or convertible debt securities, existing shareholders could suffer significant dilution, and any new equity securities issued could have rights, preferences, and privileges superior to those of current holders of the Common Shares. The inability of the Company to access sufficient capital for its operation could have a material adverse effect on the Company's financial condition and results of operations.



In addition, from time to time, the Company may enter into transactions to acquire assets or the shares of other corporations. These transactions may be financed wholly or partially with debt, which may temporarily increase the Company's debt levels above industry standards. Any debt financing secured in the future could involve restrictive covenants relating to capital raising activities and other financial and operational matters, which may make it more difficult for the Company to obtain additional capital and to pursue business opportunities, including potential acquisitions.

Going Concern Risk

The Cathedra Financial Statements have been prepared using accounting principles applicable to a going concern which assumes an entity will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. Cathedra's future operations are dependent upon the identification and successful completion of equity or debt financing and the achievement of profitable operations. There can be no assurances that the Company will be successful in completing equity or debt financing or in achieving its growth plans. The Cathedra Financial Statements do not give effect to any adjustments relating to the carrying values and classification of assets and liabilities that would be necessary should it be unable to continue as a going concern.

Cash Flow Risk

The Company may sell its coins to pay for expenses incurred, irrespective of then-current coin prices. Consequently, Cathedra's coins may be sold at a time when the price is low, resulting in a negative effect on its profitability. The Company believes that the risk of this outcome is preferred over potentially greater risks of holding coin inventories and speculating in the price of coins.

Access to Power and Electricity Rate Risks

The Company's operations are dependent on its ability to maintain reliable and economical sources of power in order to run its cryptocurrency mining assets. While the Company believes its source of power is reliable and current regional infrastructure limits the likelihood of power interruptions, any suspension of its power supply could result in a material and adverse effect on the Company. The Company conducts cryptocurrency mining at its data center in the State of Washington. The Grant County Public Utility District ("GCPUD") is the electricity supplier to the Company's Washington State Operation. The costs of electricity offered by GCPUD is available online, and are summarized in the Rate Schedules. As a result of operations in a single jurisdiction, the Company's current and future operations, anticipated growth, and sustainability of hydroelectricity at economic prices for the purposes of cryptocurrency mining in the State of Washington poses certain risks. There is no assurance that a particular electricity rate structure will remain in effect and the Company's electricity supplier, GCPUD, is under no obligation to lock in rates for any period of time.

Any further increases to the Company's electricity costs to the Company's data center operation may limit the profitability of its cryptocurrency mining operations and have a material and adverse effect on the Company's profitability. Any interruption of electrical supply would also have a material and adverse effect on the Company's business.



Regulatory Requirements

Governmental regulation may affect the Company's activities and the Company may be affected in varying degrees by government policies and regulations. Any changes in regulations or shifts in political conditions are beyond the control of the Company and may adversely affect its business. Governments may take regulatory action that may increase the cost and/or subject cryptocurrency mining companies to additional regulation.

The operations of the Company may also require licenses and permits from various governmental authorities. There can be no assurance that the Company will be able to obtain all necessary licenses and permits that may be required.

The Company's operations will be subject to environmental regulations, which make operations expensive or prohibitive. The continued evolution of environmental regulations may lead to the imposition of stricter standards, more diligent enforcement, and heavier fines and penalties for non-compliance. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations or cause delays in the development of mining projects.

Cryptocurrency Industry Risks

The further development and acceptance of the cryptocurrency industry is subject to a variety of factors that are difficult to evaluate. The slowing or stopping of the development or acceptance of cryptocurrency may adversely affect an investment in the Company. Cryptocurrency may be used, among other things, to buy and sell goods and services which is a new and rapidly evolving industry subject to a high degree of uncertainty. The factors that affect the further development of the cryptocurrency industry include: (i) continued worldwide growth in the adoption and use of cryptocurrency; (ii) government and quasi-government regulation of cryptocurrency and their use, or restrictions on or regulation of access to and operation of cryptocurrency systems; (iii) changes in customer demographics and public tastes and preferences; (iv) the availability and popularity of other forms or methods of buying and selling goods and services, including new means of using fiat currencies; (v) the wide-spread adoption of cryptocurrency to hedge against economic instability and inflation; and (vi) general economic conditions and the regulatory environment relating to cryptocurrency. A decline in the popularity or acceptance of cryptocurrency would harm the business and affairs of the Company.

Risk of Loss, Theft or Restriction on Access

Although the Company stores its coins offline, there is a risk that some of the Company's coins could be lost or stolen. Any of these events may adversely affect the Company's operations and, consequently, the Company's profitability.

Cryptocurrencies are controllable only by the possessor of both the unique public and private keys relating to the local or online digital wallet in which they are held. The Company publishes the public key relating to its digital wallets when it verifies the receipt of cryptocurrency transfers and disseminates such information into the network but needs to safeguard the private keys relating to such digital wallets. To the extent such private keys are lost, destroyed or otherwise compromised, the Company will be unable to access its coins and such private keys cannot be restored. Any loss of private keys relating to the Company's digital wallets could adversely affect the Company's investments and profitability.



Bitcoin (“**BTC**”) transactions are irrevocable and stolen or incorrectly transferred BTC may be irretrievable. BTC/BCH transactions are not reversible without the consent and active participation of the recipient of the transaction. Once a transaction has been verified and recorded in a block that is added to the blockchain, an incorrect transfer of BTC or a theft of BTCs generally will not be reversible, and the Company may not be capable of seeking compensation for any such transfer or theft. To the extent that the Company is unable to seek a corrective transaction with the third party or is incapable of identifying the third party that has received the Company’s cryptocurrencies through error or theft, the Company will be unable to revert or otherwise recover incorrectly transferred BTCs. The Company will also be unable to convert or recover BTC transferred to uncontrolled accounts.

Risk of Malicious Actors

If a malicious actor or botnet (a volunteer or hacked collection of computers controlled by networked software coordinating the actions of the computers) obtains a majority of the processing power dedicated to “mining”, it may be able to alter the blockchain on which cryptocurrency transactions rely. In such circumstances, the malicious actor or botnet could control, exclude or modify the ordering of transactions, though it could not 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 have a material and adverse effect on the Company’s operations.

Risk of Reduced Incentives

As the number of BTC awarded for solving a block in the blockchain decreases, the incentive for miners to contribute processing power to the BTC network (the “**Network**”) will transition from a set reward to transaction fees. In order to incentivize miners to continue to contribute processing power to the Network, the Network may either formally or informally transition from a set reward to transaction fees earned upon solving for a block. If miners demand higher transaction fees to record transactions in the blockchain or a software upgrade automatically charges fees for all transactions, the cost of using BTC may increase and the marketplace may be reluctant to accept BTC as a means of payment. Existing users may be motivated to switch from BTC to another digital currency or back to fiat currency. Decreased use and demand for cryptocurrencies may adversely affect their value and result in a reduction in cryptocurrencies index price and, consequently, the price of the Company’s Common Shares.

Facility Development Risk

The continued development of existing and planned facilities is subject to various factors, and may be delayed or adversely affected by such factors beyond the Company’s control, including delays in the delivery or installation of equipment by suppliers, difficulties in integrating new equipment into existing infrastructure, shortages in materials or labour, defects in design or construction, diversion of management resources, insufficient funding, or other resource constraints. Actual costs for development may exceed the Company’s planned budget. Delays, cost overruns, changes in market circumstances and other factors may result in different outcomes than those intended.



Risk of Non-Availability of Insurance

When considered practical to do so, the Company will maintain insurance against risks in the operation of its business and in amounts that it believes to be reasonable. Such insurance, however, will contain exclusions and limitations on coverage. There can be no assurance that such insurance will continue to be available, will be available at economically acceptable premiums or will be adequate to cover any resulting liability. The novelty of the industry may impair the ability of the Company to acquire adequate insurance coverage for risks associated with its operations. The occurrence of an event that is not covered, in full or in part, by insurance may cause substantial economic damage to the Company. In some cases, such as with respect to environmental risks, coverage is not available or considered too expensive relative to the perceived risk.

Bitcoin Network Risks

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

The core developers of the Network can propose amendments to the Network's source code through software upgrades that alter the protocols and software of the Network and the properties of BTC, including the irreversibility of transactions and limitations on the mining of new BTC. Proposals for upgrades and related discussions take place on online forums, including www.github.com and www.bitcointalk.org. To the extent that a significant majority of the users are miners on the Network install such software upgrade(s), the Network would be subject to new protocols and software.

The acceptance of the Network software patches or upgrades by a significant, but not overwhelming, percentage of the users and miners in the Network could result in a "fork" in the blockchain underlying the Network, result in the operation of two separate networks. Without an official developer or group of developers that formally control the Network, any individual can download the Network software and make desired modifications, which are proposed to users and miners on the Network through software downloads and upgrades, typically posted to Bitcoin development forums. A substantial majority of miners and Bitcoin users must consent to such software modifications by downloading the altered software of upgrade; otherwise, the modifications do not become a part of the Network. Since the Network's inception, modifications to the Network have been accepted by the vast majority of users and miners, ensuring that the Bitcoin network remains a coherent economic system.

If, however, a proposed modification is not accepted by a vast majority of miners and users, but is nonetheless accepted by a substantial population of participations in the Network, a "fork" in the blockchain underlying the Network could develop, resulting in two separate Bitcoin networks. Such a fork in the blockchain typically would be addressed by community-led efforts to merge the forked blockchain, and several prior forks have been so merged. However, in some cases, there may be a permanent "hard fork" in the blockchain and a new cryptocurrency may be formed as a result of that "hard fork". For example, Bitcoin Cash™ was recently created through a fork in the blockchain. Where such forks occur on the blockchain, the Company will follow the chain with the greatest proof of work in the fork.



Momentum Pricing Risk

Momentum pricing typically is associated with growth stocks and other assets whose valuation, as determined by the investing public, accounts for anticipated future appreciation in value. Cryptocurrency market prices are determined primarily using data from various exchanges, over-the-counter markets, and derivative platforms. Momentum pricing may have resulted, and may continue to result, in speculation regarding future appreciation in the value of cryptocurrencies, inflating and making their market prices more volatile. As a result, cryptocurrency prices may be more likely to fluctuate in value due to changing investor confidence in the future appreciation (or depreciation) in their market prices, which could adversely affect the value of the Company's inventory and/or revenues, thereby having a material and adverse effect on the Company's business.

Cryptocurrency Exchange Risk

To the extent that cryptocurrency exchanges or other trading venues are involved in fraud or experience security failures or other operational issues, this could result in a reduction in cryptocurrency prices.

Cryptocurrency market prices depend, directly or indirectly, on the prices set on exchanges and other trading venues, which are new and, in most cases, largely unregulated as compared to established, regulated exchanges for securities, derivatives and other commodities. For example, during the past three years, a number of bitcoin exchanges have been closed due to fraud, business failure or security breaches. In many of these instances, the customers of the closed cryptocurrency exchanges were not compensated or made whole for the partial or complete loss of their account balances in such exchanges. While smaller exchanges are less likely to have the infrastructure and capitalization that provide the larger exchanges with additional stability, larger exchanges may be more likely to be appealing targets for hackers and "malware" (i.e., software used or programmed by attackers to disrupt computer operation, gather sensitive information or gain access to private computer systems) and may be more likely to be targets of regulatory enforcement action. Such attacks to cryptocurrency exchanges may have a material and adverse effect on the price of cryptocurrencies, and accordingly, the Company's operations.

Banking Risk

A number of companies that provide Bitcoin and/or other 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 Bitcoin and/or other cryptocurrency-related companies or companies that accept cryptocurrencies for a number of reasons, such as perceived compliance risks or costs. Many businesses that provide Bitcoin and/or other cryptocurrency-related services may continue to have difficulty in finding banks willing to provide them with bank accounts and other banking services which may decrease the usefulness of cryptocurrencies as a payment system. Inability to secure banking services may also harm public perception of cryptocurrencies or could decrease its usefulness 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 many or of a few key businesses providing Bitcoin and/or other cryptocurrency-related services. This could decrease the market prices of cryptocurrencies and have a material and adverse effect on the Company's business.



Risk of System Failure

The Company's operations will be dependent on its, as well as GAM and WeHash Technology LLP's ("WeHash") ability to maintain its equipment in effective working order and to protect its systems against cyber security breaches, damage from fire, natural disaster, power loss, telecommunications failure or similar events. Security procedures implemented by the Company are technical and complex, and the Company depends on the security procedures to protect the storage, acceptance and distribution of data relating to its inventory or cryptocurrencies. The Company's, GAM's and WeHash's security procedures may not protect against all errors, software flaws (i.e. bugs) or vulnerabilities. Defects in the security procedures may only be discovered after a failure in the Company's mining operations or safekeeping and storage of its inventory of cryptocurrencies. While the Company will continually review and seek to upgrade its technical infrastructure and provide for certain system redundancies and backup power to limit the likelihood of systems overload or failure, any damage, failure or delay that causes interruptions in the Company's operations could have a material and adverse effect on the Company's business.

Technological System Risk

The success of the Company is dependent on the accuracy, proper use and continuing development of its technological systems, including its business systems and operational platforms. The Company's ability to effectively use the information generated by its information technology systems, as well as its success in implementing new systems and upgrades, may affect its ability to maximize the efficiency of its miners.

As technological change occurs, the security threats to the Company's bitcoin and mining systems will likely adapt and previously unknown threats may emerge. The Company's, GAM's and WeHash's ability to adopt technology in response to changing security needs or trends may pose a challenge to the Company's business. To the extent that the Company, GAM or WeHash is unable to identify and mitigate or stop new security threats, the Company's cryptocurrencies may be subject to theft, loss destruction or other attack, which would have a material and adverse effect on the Company's business.

Competitive Risk

The Company will compete with other users and/or companies that are mining cryptocurrencies and other financial vehicles, possibly including securities backed by or linked to cryptocurrencies through entities similar to the Company, or exchange-traded funds (ETFs). Market and financial conditions, and other conditions beyond the Company's control, may make it more attractive to invest in other financial vehicles, or to invest in cryptocurrencies directly, which could limit the market for the Company's Shares and reduce their liquidity.

Technological Obsolescence Risk

To remain competitive, the Company will continue to invest in hardware and equipment required for maintaining the Company's activities. Should competitors introduce new services/software embodying new technologies, the Company recognizes its hardware and equipment and its underlying technology may become obsolete and require substantial capital to replace such equipment.



Hardware Supply Risk

The increase in interest and demand for cryptocurrencies may lead to a shortage of capable hardware as individuals and businesses purchase equipment for mining and other cryptocurrency-related uses. Equipment will also require replacement from time to time and any shortages of bitcoin mining machines or graphics processing units may lead to unnecessary downtime as the Company searches for replacement equipment.

Risk of Equipment Breakdown

The Company purchased cryptocurrency mining machines in connection to the acquisition of its data center operation in Washington State and partnership with GAM. It is possible that serious defects or deficiencies could arise in these machines, which would make it difficult or impossible for the Company to meet its expected operational levels and could result in a material and adverse effect on the Company's business.

Profit Risk

Further development and acquisitions of server farms and the ongoing operation of the Company's existing data centers and its partnership with GAM will require additional capital and monthly expenses. The Company's operating expenses and capital expenditures may increase in subsequent years as necessary consultants, personnel and equipment associated with the maintenance of the data center in Washington State and any other mining facility the Company may acquire are added. There is no assurance that the Company will be successful in obtaining the required financing for these or other purposes, including for general working capital.

There can be no assurance that the Company will generate net profits in future periods. Further, there can be no assurance that the Company will be cash flow positive in future periods. In the event that the Company fails to achieve profitability in future periods, the value of the Company's Common Shares may decline. In addition, if the Company is unable to achieve or maintain positive cash flows, the Company would be required to seek additional financing, which may not be available on favorable terms, if at all.

Third-party Risk

The Company relies on services and software developed and maintained by third-party vendors. The Company also expects that it may incorporate in the future software from third-party vendors and open source software. The Company's business may be disrupted if this software, or functional equivalents of this software, were either no longer available to the Company or no longer offered to it on commercially reasonable terms. In either instance, the Company would be required to redesign services to function with alternate third-party software or open source software.



Intellectual Property Risk

The Company cannot assure its shareholders that its activities will not infringe on patents, trademarks or other intellectual property rights owned by others. If the Company is required to defend itself against intellectual property rights claims, it may spend significant time and effort and incur significant litigation costs, regardless of whether such claims have merit. If the Company is found to have infringed on the patents, trademarks or other intellectual property rights of others, the Company may also be subject to substantial claims for damages or a requirement to cease the use of such disputed intellectual property, which could have an adverse effect on its operations. Such litigation or claims and the consequences that could follow could distract management of the Company from the ordinary operation of its business and could increase costs of doing business, resulting in a material adverse impact on the business, financial condition or results of operations of the Company.

Contractual Risk

The Company is a party to various contracts and it is always possible that the other contracting parties may not fully perform their obligations.

Unforeseen Expenses

While the Company is not aware of any expenses that may need to be incurred that has not been taken into account, if such expenses were subsequently incurred, the Company's forecasted uses of funds and other budgets may be adversely affected.

Geopolitical Risk

Crises may motivate large-scale purchases of cryptocurrencies which could increase the price of cryptocurrencies rapidly. This may increase the likelihood of a subsequent price decrease as crisis-driven purchasing behavior wanes, adversely affecting the value of the Company's digital currency inventory.

The possibility of large-scale purchases of cryptocurrencies in times of crisis may have a short-term positive impact on the price of bitcoin. For example, in March 2013, a report of uncertainty in the economy of the Republic of Cyprus and the imposition of capital controls by Cypriote banks motivated individuals in Cyprus and other countries with similar economic situations to purchase bitcoin. This resulted in a significant short-term positive impact on the price of cryptocurrencies. However, as the purchasing activity of individuals in this situation waned, speculative investors engaged in significant sales of cryptocurrencies, which significantly decreased the price of cryptocurrencies. Crises of this nature in the future may erode investors' confidence in the stability of cryptocurrencies and may impair their price performance which would, in turn, adversely affect the Company.

As an alternative to fiat currencies that are backed by central governments, cryptocurrencies, which are relatively new, are subject to supply and demand forces based upon the desirability of an alternative, decentralized means of buying and selling goods and services, and it is unclear how such supply and demand will be impacted by geopolitical events. Nevertheless, political or economic crises may motivate large-scale acquisitions or sales of cryptocurrencies either globally or locally. Large-scale sales of cryptocurrencies would result in a reduction in their market prices and adversely affect the Company's operations and profitability.



Litigation Risk

The Company may from time to time be involved in various claims, legal proceedings and disputes arising in the ordinary course of business. If the Company is unable to resolve these disputes favorably, it may have a material and adverse effect on the Company. Even if the Company is involved in litigation and wins, litigation can redirect significant Company resources. Litigation may also create a negative perception of the Company's brand. Securities litigation as well as potential future proceedings could result in substantial costs and damages and divert the Company's management's attention and resources. Any decision resulting from any such litigation that is adverse to the Company could have a negative impact on the Company's financial position and business more generally.

Key Personnel Risk

Our success is largely dependent on the performance of our proposed directors and officers. Certain members of our management team have experience in the cryptocurrency industry, while others have experience in other areas including financial management, corporate finance and sales and marketing. The experience of these individuals is expected to contribute to our continued success and growth. Cathedra will be relying on its directors and officers, as well as independent consultants and advisory board, for various aspects of our business. The amount of time and expertise expended on our affairs by our management team, consultants, advisory board members and directors will vary according to Cathedra's needs. The Company does not intend to acquire any key man insurance policies and there is, therefore, a risk that the death or departure of any director and officer, key employee or consultant, could have a material adverse effect on its operations.