



Cathedra

Cathedra Bitcoin Inc.

Condensed Interim Consolidated Financial Statements

Three and nine months ended September 30, 2023 and 2022

(In Canadian Dollars, unless otherwise noted)

(Unaudited)

Cathedra Bitcoin Inc.

Condensed Interim Consolidated Statements of Financial Position

(In Canadian Dollars)

(Unaudited)

	September 30, 2023	December 31, 2022
		(Audited)
Assets		
Current assets		
Cash and cash equivalents	\$ 2,961,347	\$ 3,224,504
Digital currencies (Note 5)	734,794	39,499
Receivables (Note 13)	93,367	157,854
Accrued receivable (Note 6)	-	1,240,733
Prepaid expenses	568,929	425,785
Deposits (Note 7)	994,572	3,381,471
	5,353,009	8,469,846
Non-current assets		
Deposits (Note 7)	769,114	215,552
Receivables (Note 13)	3,072	38,035
Property and equipment (Note 8)	12,354,729	13,713,264
Right-of-use asset (Note 9)	2,107,877	-
Investment in associates (Note 3)	-	3,014,128
Investments (Note 4)	1,431,468	312,925
Total assets	\$ 22,019,269	\$ 25,763,750
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities (Note 10)	\$ 2,264,832	\$ 2,314,578
Current portion of lease liability (Note 9)	1,447,702	149,174
	3,712,534	2,463,752
Non-current liabilities		
Lease liability (Note 9)	1,137,577	328,934
Convertible loan (Note 11)	17,403,983	18,196,163
Total liabilities	22,254,094	20,988,849
Equity (Deficiency)		
Share capital (Note 12)	40,021,113	37,455,772
Reserves (Note 12)	20,087,206	19,064,553
Deficit	(60,343,144)	(51,745,424)
Total equity (deficiency)	(234,825)	4,774,901
Total liabilities and equity (deficiency)	\$ 22,019,269	\$ 25,763,750

Nature of operations (Note 1)

Subsequent events (Note 18)

Approved by the Board of Directors and authorized for issue on November 28, 2023:

“Antonin Scalia” Director

“David Jaques” Director

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

Cathedra Bitcoin Inc.

Condensed Interim Consolidated Statements of Income and Comprehensive Income

(In Canadian Dollars, unless otherwise noted)

(Unaudited)

	<i>Nine months period ended September 30, 2023</i>	<i>Nine months period ended September 30, 2022</i>	<i>Three months period ended September 30, 2023</i>	<i>Three months period ended September 30, 2022</i>
Revenue (Note 5)	\$ 7,670,583	\$ 7,131,917	\$ 2,760,401	\$ 1,493,520
Cost of revenue				
Operating costs	(4,767,722)	(4,884,637)	(1,945,669)	(1,402,251)
Depreciation (Notes 8 and 9)	(4,696,861)	(5,734,494)	(1,789,674)	(2,163,015)
Gross profit (loss)	(1,794,000)	(3,487,214)	(974,942)	(2,071,746)
Loss on sale of digital currencies	(127,967)	(4,454,811)	(93,868)	454,595
Operating expenses				
Agricultural expenses	-	13,102	-	-
Director fees (Note 13)	87,350	175,000	26,429	70,000
Depreciation (Note 8 and 9)	8,160	63,378	2,720	20,137
Interest expense	2,220,568	4,002,755	766,720	1,278,935
Management and consulting fees (Note 13)	114,820	133,209	41,905	48,186
Office and administration	324,280	505,906	80,524	101,920
Professional fees (Note 13)	348,814	434,431	120,810	47,139
Repairs and maintenance	-	1,111	-	-
Salaries and wages (Note 13)	505,070	934,533	184,947	407,034
Share-based compensation (Note 12 and 13)	1,341,766	5,028,688	347,464	3,310,833
Travel	44,673	61,671	17,104	21,588
	(4,995,501)	(11,353,784)	(1,588,623)	(5,305,772)
Operating loss	(6,917,468)	(19,295,809)	(2,657,433)	(6,922,923)
Foreign exchange losses	(129,383)	(1,516,541)	1,076,721	6,100,216
Gain on purchase of equipment (Note 8)	-	102,917	-	-
Gain on share exchange (Note 3)	-	150,344	-	150,344
Interest income	80,354	1,304	35,345	1,341
Write down of investment (Note 4)	(1,895,585)	-	(1,862,892)	-
Gain on sale of coupons and credits (Note 6)	264,362	-	-	-
Write down of mining equipment	-	(2,146,803)	-	(7,040,241)
	(1,680,252)	(3,408,779)	(750,826)	(788,340)
Income (loss) from continuing operations	(8,597,720)	(22,704,588)	(3,408,259)	(7,711,263)
Income tax expense				
Current income tax recovery (expense)	-	1,316,493	-	-
	-	1,316,493	-	-
Net loss	(8,597,720)	(21,388,095)	(3,408,259)	(7,711,263)
Other comprehensive income				
Items that may be reclassified subsequently to profit or loss				
Translation adjustment	52,224	37,384	(783,365)	-
Revaluation gain on digital currencies	91,058	121,551	36,165	65,371
	143,282	158,935	(747,200)	65,371
Net comprehensive loss	\$ (8,454,438)	\$ (21,229,160)	\$ (4,155,459)	\$ (7,645,892)
Basic earnings (loss) per share	\$ (0.07)	\$ (0.23)	\$ (0.02)	\$ (0.08)
Weighted average number of common shares outstanding - basic	130,733,723	92,801,645	137,522,563	99,023,694
Diluted earnings (loss) per share	\$ (0.07)	\$ (0.23)	\$ (0.02)	\$ (0.08)
Weighted average number of common shares outstanding - diluted	130,733,723	92,801,645	137,522,563	99,023,694

The accompanying notes are an integral part of these condensed interim consolidated financial statements.



Cathedra Bitcoin Inc.

Condensed Interim Consolidated Statements of Changes in Equity (Deficiency)

(In Canadian Dollars, unless otherwise noted)

(Unaudited)

	Number of shares	Capital amount	Revaluation surplus	Reserve - Cumulative translation adjustment	Reserve - Equity reserved	Accumulated deficit	Total
Balance, December 31, 2021	86,222,684	\$ 29,570,903	\$ 1,128,548	\$ 917,936	\$ 9,684,127	\$ (6,714,358)	\$ 34,587,156
Shares issued for purchase of assets	1,000,000	455,000	-	-	-	-	455,000
Units issued for private placement	25,916,667	9,330,000	-	-	-	-	9,330,000
Exercise of stock options	1,900,000	433,694	-	-	(161,194)	-	272,500
Shares issued for restricted share units	1,832,347	1,197,313	-	-	(1,197,313)	-	-
Share issuance costs	-	(54,570)	-	-	-	-	(54,570)
Share based compensation	-	-	-	-	5,028,688	-	5,028,688
Revaluation gain on digital currencies	-	-	186,922	-	-	-	186,922
Translation adjustment	-	-	-	(1,224,013)	-	-	(1,224,013)
Net loss for the period	-	-	-	-	-	(22,784,114)	(22,784,114)
Balance, September 30, 2022	116,871,698	\$ 40,932,340	\$ 1,315,470	\$ (306,077)	\$ 13,354,308	\$ (29,498,472)	\$ 25,797,569
Balance, December 31, 2022	118,531,698	\$ 37,455,772	\$ 1,853,101	\$ 208,634	\$ 17,002,818	\$ (51,745,424)	\$ 4,774,901
Shares issued for debt settlement (<i>Note 11,12</i>)	18,518,518	2,500,000	-	-	-	-	2,500,000
Shares issued for restricted share units	472,347	65,341	-	-	(65,341)	-	-
Share based compensation (<i>Note 12</i>)	-	-	-	-	1,341,766	-	1,341,766
Repayment of convertible debt (<i>Note 11,12</i>)	-	-	-	-	(397,054)	-	(397,054)
Revaluation gain on digital currencies	-	-	91,058	-	-	-	91,058
Translation adjustment	-	-	-	52,224	-	-	52,224
Net loss for the period	-	-	-	-	-	(8,597,720)	(8,597,720)
Balance, September 30, 2023	137,522,563	\$ 40,021,113	\$ 1,944,159	\$ 260,858	\$ 17,882,189	\$ (60,343,144)	\$ (234,825)



Cathedra Bitcoin Inc.
Condensed Interim Consolidated Statements of Cash Flows
(In Canadian Dollars)
(Unaudited)

	<i>Nine months ended</i> <i>September 30, 2023</i>	<i>Nine months ended</i> <i>September 30, 2022</i>
Operating activities		
Net loss	\$ (8,597,720)	\$ (14,465,172)
Depreciation	4,705,021	3,614,720
Share-based compensation	1,341,766	1,717,855
Write down of mining equipment	-	2,146,803
Interest accretion	2,220,568	2,688,253
Interest income	-	(1,304)
Loss (gain) on sale of digital currencies	127,967	4,909,406
Write down of investments	1,895,585	(102,917)
Gain on share exchange agreement	-	(150,344)
Bitcoin paid for services	506,697	-
Foreign exchange	15,123	1,516,541
Current income tax recovery	-	(1,316,493)
Change in non-cash working capital components		
Deposits	(847,628)	(162,562)
Receivables	98,720	(140,726)
Accrued receivable	1,240,733	-
Prepaid expenses	(143,015)	(26,712)
Biological assets	-	75,783
Accounts payables and accrued liabilities	58,661	(1,471,013)
Interest payable	-	(148,151)
Digital currencies	(7,607,319)	5,041,505
Cash flows provided by (used in) operating activities	(4,984,841)	3,725,472
Interest paid	(544,849)	(667,697)
Interest received	-	7,359
Net cash flows provided by (used in) operating activities	(5,529,690)	3,065,134
Investing activities		
Purchase of property and equipment (Note 9)	(5,570)	(14,817,550)
Cash paid from share exchange agreement	-	(457,567)
Proceeds on sale of bitcoin	6,522,842	-
Cash provided by (used in) investing activities	6,517,272	(15,275,117)
Financing activities		
Proceeds on issuance of units (Note 12)	-	9,330,000
Proceeds from exercise of stock options (Note 12)	-	272,500
Repayment of loan payable	-	(14,578,354)
Repayment of convertible loan (Note 11)	(85,289)	-
Proceeds from loan payable, net of transaction costs	-	14,639,731
Share issuance costs (Note 12)	-	(54,570)
Payment on lease liability (Note 9)	(851,570)	(85,453)
Cash provided by (used in) financing activities	(936,859)	9,523,854
Change in cash during the period	50,723	(2,686,129)
Effect of exchange rate changes on cash	(313,880)	(2,554,005)
Cash, beginning of period	3,224,504	9,443,618
Cash, end of period	\$ 2,961,347	\$ 4,203,484
Cash and cash equivalents consists of:		
Cash	\$ 547,107	\$ 4,203,484
Money Market Funds	\$ 2,414,240	\$ -

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

Cathedra Bitcoin Inc.

Notes to the Condensed Interim Consolidated Financial Statements

Nine months ended September 30, 2023

(In Canadian Dollars)

(Unaudited)



1. Nature of Operations

Cathedra Bitcoin Inc. (the “Company” or “Cathedra”) was incorporated under the Business Corporations Act (Ontario) on July 13, 2011. The Company’s registered and records office is located at 320 – 638 Broughton Street, Vancouver, British Columbia, Canada, V6G 3K3. The Company’s common shares are listed under the symbol “CBIT” on the TSX Venture Exchange and “CBTTF” on the OTCQB Venture Market.

As at September 30, 2023, Cathedra’s diversified bitcoin mining operations span three states and five data center locations across the United States.

These condensed interim consolidated financial statements have been prepared on a going concern basis which contemplates that the Company will continue operations for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. These consolidated financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. The Company has relied on additional equity and debt financing, in addition to operating cash flow, to fund its operations. Although the Company has been successful in the past in obtaining financing and it believes that it will continue to be successful, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be available on terms that are advantageous to the Company.

2. Significant Accounting Policies

Statement of Compliance

These condensed interim consolidated financial statements have been prepared in accordance with IAS 34, “Interim Financial Reporting of the International Financial Reporting Standards” (“IFRS”) as issued by the International Accounting Standards Board (“IASB”), following the same accounting policies, including estimates and judgments and methods of application as those disclosed in the annual audited consolidated financial statements for the year ended December 31, 2022, except as described in the notes to the condensed interim consolidated financial statements. The condensed interim consolidated financial statements should be read in conjunction with the annual financial statements of the Company for the year ended December 31, 2022, which have been prepared in accordance with IFRS.

These condensed interim consolidated financial statements were approved by the Board of Directors of the Company on November 28, 2023.

Basis of Presentation

These condensed interim consolidated financial statements have been prepared on an accrual basis and are based on historical cost basis except for certain financial instruments which are measured at their fair value as explained in the accounting policies set out below.

Cathedra Bitcoin Inc.

Notes to the Condensed Interim Consolidated Financial Statements

Nine months ended September 30, 2023

(In Canadian Dollars)

(Unaudited)



2. Significant Accounting Policies (cont'd)

Basis of Consolidation

The condensed interim consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, which are controlled by the Company. Control is achieved when the parent company is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Company controls an investee if, and only if, the Company has all of the following: (i) power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee); (ii) exposure, or rights, to variable returns from its involvement with the investee; and (iii) the ability to use its power over the investee to affect its returns.

The financial statements of the subsidiaries are included in these financial statements from the date that control commences until the date that control ceases. All significant inter-company balances and transactions are eliminated on consolidation.

As at September 30, 2023, the Company had the following wholly-owned subsidiaries:

- Fortress Blockchain Holdings Corp. incorporated in the province of British Columbia, Canada; and
- Hash Stream Inc. ("Hash Stream") incorporated in the province of Ontario, Canada.

Fortress Blockchain Holdings Corp. has the following wholly-owned subsidiary:

- Fortress Blockchain (US) Holdings Corp. ("Fortress US") incorporated in Washington, USA.

Fortress US has the following wholly-owned subsidiaries:

- Standard Resources LLC (formerly Hephaestus Bitcoin SPV LLC) ("Standard") incorporated in Washington, USA;
- Chronos SPV LLC (formerly Chronos Bitcoin SPV LLC) ("Chronos") incorporated in Washington, USA;
- Entelechy Bitcoin SPV LLC ("Entelechy") incorporated in Washington, USA;
- Cathedra Lease Co LLC ("Lease Co") incorporated in New Hampshire, USA; and
- Portage Resource Holdings LLC ("Portage") incorporated in Ohio, USA.

During the year ended December 31, 2022, the Company has disposed of its wholly-owned subsidiary, The Good Shepherd Land and Livestock Company Limited ("TGS") (see note 3). Subsequent to September 30, 2023, Hash Stream, Standard, Chronos, Entelechy and Portage have been wound down.

Functional and Presentation Currency

Transactions undertaken in foreign currencies are translated into Canadian dollars at daily exchange rates prevailing when the transactions occur. Monetary assets and liabilities denominated in foreign currencies are translated at period-end exchange rates and non-monetary items are translated at historical exchange rates. Realized and unrealized exchange gains and losses are recognized in the consolidated statements of comprehensive loss. The assets and liabilities of foreign operations are translated into Canadian dollars using the period-end exchange rates. Income, expenses, and cash flows of foreign operations are translated into Canadian dollars using average exchange rates. Exchange differences resulting from the translation of foreign operations into Canadian dollars are recognized in other comprehensive loss and accumulated in equity.

The functional currency of Cathedra, Hash Stream Inc. and Fortress Blockchain Holdings Corp. is the Canadian dollar while the functional currency of Fortress US, Standard, Chronos, Entelechy, Lease Co and Portage is the US dollar.

Cathedra Bitcoin Inc.

Notes to the Condensed Interim Consolidated Financial Statements

Nine months ended September 30, 2023

(In Canadian Dollars)

(Unaudited)



2. Significant Accounting Policies (cont'd)

Investment in Associates

Associates are entities over which the Company exercises significant influence and that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but without control or joint control over those policies. Investment in associates are accounted for using the equity method and are initially recognized at cost, excluding financial assets that are not in-substance common shares and inclusive of transaction costs. When the Company holds marketable securities or derivative financial assets and subsequently obtains significant influence in that investee, the fair value of the financial instruments is reclassified to investments in associates at the deemed cost with cumulative unrealized fair value gains or losses in other comprehensive loss, if any, transferred to deficit. The consolidated financial statements include the Company's share of the investee's income, expense and equity movements. Where the Company transacts with its associates, unrealized profits or losses are eliminated to the extent of the Company's interest in the associate.

The Company accounts for its investment in an affiliated company, over which it has significant influence, using the equity method of accounting, whereby the investment is initially recorded at cost, adjusted to recognize the Company's share of earnings or losses and reduced by dividends received.

The Company assesses its equity investments for impairment if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the equity investment and that the event or events have an impact on the estimated future cash flow of the investment that can be reliably estimated. Objective evidence of impairment of equity investments includes:

- significant financial difficulty of the associated companies;
- becoming probable that the associated companies will enter bankruptcy or other financial reorganization; and
- national or local economic conditions that correlate with defaults of the associated companies.

If the Company loses significant influence, the investment is recognized at fair value through profit or loss which is determined based on the difference between book value of the equity investment and fair value on the conversion date.

Cathedra Bitcoin Inc.

Notes to the Condensed Interim Consolidated Financial Statements

Nine months ended September 30, 2023

(In Canadian Dollars)

(Unaudited)



2. Significant Accounting Policies (cont'd)

Critical Accounting Estimates, Judgments and Assumptions

The preparation of the Company's condensed interim 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 condensed interim 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 from each specific network in which it participates ("coins"). 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 <https://coinmetrics.io/> ("Coin Metrics").

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.

Cathedra Bitcoin Inc.

Notes to the Condensed Interim Consolidated Financial Statements

Nine months ended September 30, 2023

(In Canadian Dollars)

(Unaudited)



2. Significant Accounting Policies (cont'd)

Critical Accounting Estimates, Judgments and Assumptions (cont'd)

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.

Cathedra Bitcoin Inc.

Notes to the Condensed Interim Consolidated Financial Statements

Nine months ended September 30, 2023

(In Canadian Dollars)

(Unaudited)



2. Significant Accounting Policies (cont'd)

Critical Accounting Estimates, Judgments and Assumptions (cont'd)

Significant Estimates (cont'd)

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 Coin Metrics. 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.

Going Concern

In order to assess whether it is appropriate for the company to continue as a going concern, management is required to apply judgment and make estimates with respect to future cash flow projections. In arriving at this judgment, there were several assumptions and estimates involved in calculating these future cash flow projections. This includes making estimates regarding the timing and amounts of future expenditures and the ability and timing to raising additional financing.

Significant Influence and Control

The Company lost its significant influence in Silvermoon Inc. ("Silvermoon") as its ownership interest has decreased from 23% to 19.9% during the period. Consequently, the Company has ceased equity accounting for its investment in Silvermoon and now accounts for the Silvermoon common shares as investments.

Uncertainty of the income/loss recorded in the investment in associates

The financial information of the investment in associates, being a private corporation, was not readily available for the period September 30, 2023. Based on management's estimate of the income/loss on the investment in associates projected from the information provided, the income/loss in the investment in associates is not material.

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

Cathedra Bitcoin Inc.

Notes to the Condensed Interim Consolidated Financial Statements

Nine months ended September 30, 2023

(In Canadian Dollars)

(Unaudited)



3. Investment in Associates

On May 5, 2022, the Company entered into a non-arm's length share exchange agreement whereby the Company's shares in The Good Shepherd Land and Livestock Company Limited were sold to Silvermoon in exchange for 35,000,000 common shares in Silvermoon. (the "Silvermoon Stake"). At the time, Silvermoon was controlled by the Company's Chairman and director, Roy Sebag, who has since resigned as Chairman and director of the Company. Upon closing the transaction, the Silvermoon Stake represented 23% of the issued and outstanding common shares of Silvermoon. The Company realized a gain of \$784,233 as a result of the transfer of the net assets at fair value to Silvermoon.

	\$
Fair value of net assets:	
Cash	457,567
Receivables	5,615
Biological assets	-
Property and equipment	2,633,465
Intangible assets	-
Accounts payable and accrued liabilities	(14,987)
Loan payable	(67,532)
	3,014,128

As at December 31, 2022, the Company had a 23% equity interest in Silvermoon. The Company accounted for its investment in Silvermoon on an equity basis.

As at September 30, 2023, the Company's equity interest in Silvermoon has decreased to 19.9% of the issued and outstanding common shares of Silvermoon and the Company determined that it no longer has significant influence over Silvermoon. Consequently, the Company has ceased equity accounting for its investment in Silvermoon and now accounts for the Silvermoon common shares as investments (Note 4).

Upon the reclassification from equity investment to investments, the investment in the private company is classified as FVTPL and is recorded at fair value using unobservable inputs and are therefore classified as level 3 within the fair value hierarchy. For the period ended September 30, 2023, the fair value of the investment was \$1,151,236 resulting in an unrealized loss of \$1,862,892. See Note 4 below.

4. Investments

On November 12, 2021, the Company subscribed for limited liability company interests in Low Time Preference Fund II, LLC, for a total value of \$312,925 (US\$250,000). The investment in the private company is classified as FVTPL and is recorded at fair value using unobservable inputs and are therefore classified as level 3 within the fair value hierarchy. For the period ended September 30, 2023, the fair value of the investment was \$280,232 resulting in an unrealized loss of \$32,693.

	September 30, 2023	December 31, 2022
Low Time Preference Fund II, LLC (cost base \$312,925)	\$ 280,232	\$ 312,925
Silvermoon Inc. (cost base \$3,014,128)	1,151,236	-
Total	\$ 1,431,468	\$ 312,925

Cathedra Bitcoin Inc.

Notes to the Condensed Interim Consolidated Financial Statements

Nine months ended September 30, 2023

(In Canadian Dollars)

(Unaudited)



5. Digital Currencies and Revenue

For the period ended September 30, 2023, the Company recorded revenue of \$7,670,583 (September 30, 2022 - \$7,131,917).

Mining Revenue

Digital currencies are recorded at their fair value on the date they are received as revenues and are revalued to their current market value at each reporting date. Fair value is determined by using the daily price of Bitcoin from Coin Metrics.

	Units	Amount
Bitcoin balance as at December 31, 2021	169.25	\$ 9,924,292
Revenue from bitcoin mined	246.85	8,809,104
Bitcoin received as part of asset purchase (Note 9)	5.41	304,385
Transaction fees	(2.14)	(102,472)
Bitcoin paid for fees and services	(36.26)	(1,415,832)
Bitcoin sold	(381.35)	(14,270,677)
Revaluation and loss from sale of bitcoin	-	(3,209,351)
Bitcoin balance as at December 31, 2022	1.76	39,449
Revenue from bitcoin mined	215.05	7,670,583
Bitcoin paid for fees and services	(17.39)	(506,697)
Bitcoin received from sale of coupons and credits (Note 6)	4.80	185,313
Bitcoin sold	(184.06)	(6,522,842)
Revaluation and loss from sale of bitcoin	-	(131,011)
Bitcoin balance as at September 30, 2023	20.16	\$ 734,795

Kentucky and Tennessee Facilities

On May 23, 2022, the Company entered into a hosting agreement (the "May Hosting Agreement") under which the Company has deployed certain bitcoin mining machines at various data centers in Kentucky and Tennessee that are owned and managed by a third-party operator (together, the "Kentucky and Tennessee Facilities"). Under the May Hosting Agreement, which lasts for an initial term of 12 months, the Company pays a fixed rate of five and one-half cents (US\$0.055) per kilowatt hour, plus ten percent (10%) of gross bitcoin revenue produced by the hosted machines. On June 20, 2023, the Company renewed its hosting agreement for another 12-month term beginning on July 1, 2023 ("Renewed Agreement"). Under the terms of the Renewed Agreement, the Company will pay a fixed rate of US\$72.50 per megawatt hour for electricity and hosting services of 1,129 Bitmain Antminer S19 J Pro machines. The May Hosting Agreement was amended effective July 1, 2023, whereby, the Company will pay a fixed rate of US\$72.50 per megawatt hour for electricity and hosting services for 1,129 Bitmain Antminer S19J Pro machines. The Company reserves the option to underclock its machines at its discretion.

On September 28, 2022, the Company entered into a hosting agreement (the "September Hosting Agreement") under which it has deployed 372 miners from its May batch of Bitmain Antminer S19J Pro machines at a third-party data center in Tennessee. Under the terms of the September Hosting Agreement, which lasts for an initial term of 12 months, the Company will pay a fixed rate of seven cents (US\$0.07) per kilowatt hour, plus five percent (5%) of gross bitcoin revenue produced by the hosted machines. On December 8, 2022, the September Hosting Agreement was amended to allow the Company to reduce the power draw to improve machine efficiency for the 372 miners deployed ("Underclock"). The revenue share was increased from 5% to 15%. The result from Underclocking of the miners is the optimization and increase in margin from the operation.

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5. Digital Currencies and Revenue (cont'd)

On January 23, 2023, the Company entered into a hosting agreement under which it will deploy 150 Bitmain Antminer S19 XP machines, at a third-party data center in Kentucky. Under the terms of the hosting agreement, which lasts for an initial term of 12 months, the Company will pay a fixed rate of US\$0.07 per kilowatt hour, plus 10% of gross bitcoin revenue produced by the hosted machines. The Company has deployed these machines.

On February 3, 2023, the Company entered into a hosting agreement under which it will deploy the last of its new machines, consisting of 490 Bitmain Antminer S19J Pro and 50 Bitmain Antminer S19 XP machines, at a third-party data center in Kentucky. Under the terms of the hosting agreement, which lasts for an initial term of 12 months, the Company will pay a fixed rate of US\$0.07 per kilowatt hour, plus 10% of gross bitcoin revenue produced by the hosted machines. The Company has deployed these machines.

New Washington Facility

On January 29, 2023, the Company entered into an agreement to lease a 2.5-megawatt bitcoin mining facility in Washington State. Under the lease agreement, which lasts for an initial term of 24 months, the Company will make lease payments of US\$108,000 per month, a rate equivalent to US\$0.06 per kilowatt hour, including all electricity costs. The Company also received a right of first opportunity ("ROFO") to purchase the 2.5-megawatt facility and several adjacent facilities on the same premises, which together total 10 megawatts of bitcoin mining capacity. The ROFO expires upon termination or expiration of the lease agreement. Additionally, on January 29, 2023, the Company entered into an operating agreement with a third-party service provider under which the service provider will manage the Company's bitcoin mining machines at the leased facility in exchange for 10% of the gross revenue produced by the Company's machines at the leased facility. The operating agreement lasts for an initial term of 24 months.

North Dakota Facilities

On March 29, 2021, and later amended on April 27, 2022 and September 26, 2022, the Company entered into a master license and services agreement with Great American Mining ("GAM"). The Company purchased 12 bitcoin mining containers from GAM and outfitted them with its own bitcoin mining machines. These 12 bitcoin mining containers outfitted with bitcoin mining machines were deployed at a site in North Dakota (the "North Dakota Facilities"), where they operated using flared natural gas as a power source. The Company paid to purchase the gas and lease the generators and remitted a portion of the mined bitcoin to GAM in the form of a revenue share.

In September 2022, the Company concluded its partnership with GAM, retiring the last of its machines and containers at the North Dakota Facilities. The Company tendered four of its twelve containers from the North Dakota site to GAM in exchange for waived power and generator expenses at the conclusion of the partnership. As a result, the Company realized a loss on debt settlement of \$39,136 for the year ended December 31, 2022. As at December 31, 2022, the bitcoin mining machines and containers in connection with GAM have been written down (Note 9).

Texas 360 Mining (Off-grid)

On May 31, 2023, the Company entered into a strategic partnership with 360 Mining, Inc. ("360 Mining") with a 12 months initial term. The Company will deploy mobile data centers and bitcoin mining machines at

Cathedra Bitcoin Inc.

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5. Digital Currencies and Revenue (cont'd)

360 Mining's off-grid location in Texas, with 360 Mining providing natural gas and power generation infrastructure to supply continuous electricity to the Company's bitcoin mining infrastructure. The Company will pay 360 Mining an effective rate of US\$55.00 per megawatt hour for power consumed, plus 10% of gross bitcoin mined at the site. The parties also reserve the option to abstain from mining bitcoin to sell the natural gas to market in the event it is economically advantageous to do so. The partnership gives Cathedra the rights to 2.0 megawatts of power capacity, with an initial deployment of 0.3 megawatts.

6. Accrued Receivable

The Company received credits and coupons in connection with its Bitmain Antminers purchases during the year ended December 31, 2021 (see Note 8). In December 2022, the Company entered into a series of agreements with various parties to sell certain credits and coupons which it had received from Bitmain for cash. Under these credits and coupons sales, the Company has recorded an accrued receivable of \$1,240,733 which has been collected and deposited into the Company's bank account during the period ended September 30, 2023.

As these credits and coupons relate to the Bitmain Antminer purchases, the Company recognizes the sale of these credits and coupons as a reduction to the cost of mining equipment purchased from Bitmain. The Company does not recognize any credits and coupons in its statement of financial position unless the Company can reasonably assure that these credits and coupons can be sold and that cash will be collected. For the period ended September 30, 2023, the Company has recorded a gain on sale of credits and coupons of \$264,362 of which \$185,313 was paid in bitcoin (4.80 bitcoin).

7. Deposits

As at September 30, 2023, the Company has a deposit balance of \$1,763,686 (December 31, 2022 - \$3,597,023).

	September 30, 2023	December 31, 2022
	Total (\$)	Total (\$)
Utility deposit	225,340	105,643
Rent and damage deposit, Washington Mine	543,774	105,914
Warehouse, New Hampshire	3,988	3,995
Kentucky and Tennessee mine	529,611	530,551
Tennessee mine	394,620	167,465
360 Mining	66,353	-
Mining equipment	-	2,683,455
	1,763,686	3,597,023

	Total (\$)
Balance at December 31, 2021	18,948,825
Additions	11,464,237
Transfer to property and equipment	(22,937,060)
Impairment	(3,878,979)
Balance at December 31, 2022	3,597,023
Additions	844,405
Transfer to property and equipment	(2,683,456)
Translation adjustment	5,713
Balance at September 30, 2023	1,763,686

Cathedra Bitcoin Inc.

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8. Property and Equipment

	Land (\$)	Livestock Equipment (\$)	Facility Asset (\$)	Mining Equipment (\$)	Mining Equipment (not- available for use) (\$)	Equipment under production (\$)	Office Equipment (\$)	Total (\$)
Cost								
Balance, December 31, 2020	-	-	2,735,632	949,937	-	-	6,351	3,691,920
Additions	1,720,602	185,525	2,379,946	12,623,891	930,807	177,499	1,825	18,020,095
Translation adjustment	(702)	13,544	(15,163)	119,675	(1,393)	1,397	-	117,358
Balance, December 31, 2021	1,719,900	199,069	5,100,415	13,693,503	929,414	178,896	8,176	21,829,373
Additions	-	6,000	280,262	17,938,683	4,820,507	2,280,055	-	25,325,507
Disposition from share exchange agreement	(1,590,897)	(190,137)	-	-	-	-	-	(1,781,034)
Disposal	-	-	(531,428)	-	-	-	-	(531,428)
Translation adjustment	(129,003)	(14,932)	(185,497)	2,409,218	47,128	120,027	-	2,246,941
Balance, December 31, 2022	-	-	4,663,752	34,041,404	5,797,049	2,578,978	8,176	47,089,359
Additions	-	-	342,495	8,583,585	(5,797,049)	(350,487)	-	2,778,544
Translation adjustment	-	-	(1,021)	(74,097)	-	(12,248)	-	(87,366)
Balance, September 30, 2023	-	-	5,005,226	42,550,892	-	2,216,243	8,176	49,780,537
Accumulated depreciation								
Balance, December 31, 2020	-	-	246,037	692,421	-	-	5,595	944,053
Additions	-	15,956	549,757	1,558,969	-	-	908	2,125,590
Translation adjustment	-	(105)	43,491	811	-	-	-	44,197
Balance, December 31, 2021	-	15,851	839,285	2,252,201	-	-	6,503	3,113,840
Additions	-	9,629	914,362	6,651,573	-	-	608	7,576,172
Disposition from share exchange agreement	-	(23,436)	-	-	-	-	-	(23,436)
Disposal	-	-	(133,595)	-	-	-	-	(133,595)
Write-down of mining equipment	-	-	1,108,235	17,987,786	3,244,639	-	-	22,340,660
Translation adjustment	-	(2,044)	94,203	410,295	-	-	-	502,454
Balance, December 31, 2022	-	-	2,822,490	27,301,855	3,244,639	-	7,111	33,376,095
Additions	-	-	455,959	6,875,633	(3,244,639)	-	456	4,087,409
Translation adjustment	-	-	(2,734)	(34,962)	-	-	-	(37,696)
Balance, September 30, 2023	-	-	3,275,715	34,142,526	-	-	7,567	37,425,808
Carrying amount								
Balance, December 31, 2022	-	-	1,841,262	6,739,549	2,552,410	2,578,978	1,065	13,713,264
Balance, September 30, 2023	-	-	1,729,511	8,408,366	-	2,216,243	609	12,354,729

Depreciation expense of \$4,705,021 of which \$4,087,409 is from property and equipment and \$617,612 is from right-of-use asset (Note 9).

Cathedra Bitcoin Inc.

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8. Property and Equipment (cont'd)

During the period ended September 30, 2023, management made an assessment for any indicators of impairment and did not note any indicators of impairment regarding its CGUs.

As at December 31, 2022, the Company identified asset impairment indicators related to a decline in bitcoin price, increase in the difficulty and costs of cryptocurrency mining and increase in market interest rates which negatively impacted the Company's discount rate. Considering these impairment indicators, and in accordance with the Company's accounting policies, management evaluated the value in use of each of the impaired CGU using discounted cash flow models to assess recoverable amount as the higher of fair value less cost to sell and value in use. Based on this work, the Company determined that its North Dakota, Washington, Kentucky and Tennessee and Harriman operations were impaired as their recoverable amount was less than carrying amount. For all impaired CGUs, fair value less costs to sell was determined to be higher than value in use, and below carrying amount, therefore management took this basis as recoverable amount when recognizing impairment. When allocating an impairment loss to an individual asset within the CGU, the carrying amount of such an asset is not reduced below its fair value less costs to sell. Value in use recoverable amounts were calculated using discounted cash flow models with the pre-tax discount rates between 20% to 23%.

As at December 31, 2022, recoverable amounts for the impaired CGUs determined through value in use were as follows:

As at December 31, 2022	Recoverable amount (\$)
Cash Generating Units	
North Dakota	2,863,900
Washington	1,794,172
Kentucky and Tennessee	2,106,371
Harriman	1,551,756
Compass	21,400
Rover inventory	2,578,979
Undeployed miners	2,795,621
Head office	1,065
	13,713,264

To reduce the carrying amount of the impaired CGUs to their recoverable amount, the following impairments were recorded in profit or loss for the year ended December 31, 2022:

As at December 31, 2022	Impairment amount (\$)
Cash Generating Units	
North Dakota	6,564,372
Washington	4,561,216
Kentucky and Tennessee	6,004,388
Harriman	3,052,050
Compass	145,139
Rover inventory	-
Undeployed miners	2,013,495
Head office	-
	22,340,660
Right of use asset (Note 9)	441,175
Deposits (Note 7)	3,878,979
Total	26,660,814

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8. Property and Equipment(cont'd)

The right of use asset is part of the Washington CGU as it relates to the lease of the facility in Washington.

Critical assumptions used in the value in use calculations as at December 31, 2022, were as follows:

As at December 31, 2022	Amount
Assumptions	
Difficulty growth rate	3.0%
Bitcoin price growth rate, per month	3.6%
Tax rate	21.0% to 27.5%
Pre-tax discount rate	20.0% to 23.0%

The most sensitive inputs to the impairment calculations were difficulty growth rate, bitcoin price growth rate and pre-tax discount rate. Any decrease in difficulty growth rate and bitcoin price growth rate or increase in discount rate would not change the impairment because to do so would impair the remaining assets within these CGUs below their fair value.

The Company leases its Legacy Washington Facility under finance agreement and the carrying amount of \$441,175 is written off for the year ended December 31, 2022.

During the year ended December 31, 2022, the Company completed a non-arm's length asset purchase agreement for the purchase of five Bitmain S17 Miners with the CEO and COO.

	\$
Consideration paid for shares issued (1,000,000 shares with a fair value of \$0.455 per common share)	455,000
Fair value of net assets:	
Equipment	253,532
Bitcoin	304,385
	557,917
Gain on purchase of equipment	102,917

9. Right-of-use asset and lease liability

On December 15, 2020, the Company extended its lease for its Legacy Washington Facility for an additional five years. Depreciation of right-of-use assets is calculated using the straight-line method over the remaining lease term.

On January 29, 2023, the Company entered into an agreement to lease a 2.5-megawatt bitcoin mining facility in Washington State. Under the lease agreement, which lasts for an initial term of 24 months, the Company will make lease payments of US\$108,000 per month, a rate equivalent to US\$0.06 per kilowatt hour, including all electricity costs, which was reduced to US\$103,680 as the site's capacity was under 2.5 megawatt upon deployment. The Company also received a right of first opportunity ("ROFO") to purchase the 2.5-megawatt facility and several adjacent facilities on the same premises, which together total 10 megawatts of bitcoin mining capacity. The ROFO expires upon termination or expiration of the lease agreement. The lease commenced in April 2023.

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9. Right-of-use asset and lease liability (cont'd)

Right-of-use asset	Washington Mine		Country Kennels		Total
Cost					
Balance, December 31, 2021	\$	697,971	\$	-	\$ 697,971
Translation adjustment		47,677		-	47,677
Balance, December 31, 2022		745,648		-	745,648
Additions		-		2,724,228	2,724,228
Translation adjustment		(1,321)		6,058	4,737
Balance, September 30, 2023	\$	744,327	\$	2,730,286	\$ 3,474,613
Depreciation					
Balance, December 31, 2021	\$	145,410	\$	-	\$ 145,410
Additions		145,698		-	145,698
Impairment		441,175		-	441,175
Translation adjustment		13,365		-	13,365
Balance, December 31, 2022		745,648		-	745,648
Additions		-		617,612	617,612
Translation adjustment		(1,321)		4,797	3,476
Balance, September 30, 2023	\$	744,327	\$	622,409	\$ 1,366,736
Net book value					
Balance, December 31, 2022	\$	-	\$	-	\$ -
Balance, September 30, 2023	\$	-	\$	2,107,877	\$ 2,107,877

Depreciation expense of \$617,612 (September 30, 2022 - \$103,360) for the period ended is included in cost of revenue.

The present value of future lease payments was measured using an incremental borrowing rate of 8% per annum for the Washington Mine and 20% per annum for Country Kennels.

Lease liability	Washington Mine		Country Kennels		Total
Balance, December 31, 2022	\$	478,108	\$	-	\$ 478,108
Additions		-		2,724,228	2,724,228
Interest expense on lease liability		25,599		253,361	278,960
Payments on lease liability		(90,560)		(761,010)	(851,570)
Translation adjustment		(46,448)		2,001	(44,447)
Balance, September 30, 2023		366,699		2,218,580	2,585,279
Less: Current portion		154,966		1,292,736	1,447,702
Balance, September 30, 2023	\$	211,733	\$	925,844	\$ 1,137,577

Cathedra Bitcoin Inc.

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9. Right-of-use asset and lease liability (cont'd)

Lease liability	Washington Mine	Country Kennels	Total
Balance, December 31, 2022	\$ 576,472	\$ -	\$ 576,472
Interest expense on lease liability	42,491	-	42,491
Payments on lease liability	(129,338)	-	(129,338)
Translation adjustment	(11,517)	-	(11,517)
Balance, December 31, 2022	478,108	-	478,108
Less: Current portion	149,174	-	149,174
Balance, December 31, 2022	\$ 328,934	\$ -	\$ 328,934

At September 30, 2023, the Company is committed to minimum lease payments as follows:

Maturity analysis	Washington Mine	Country Kennels	Total
Less than one year	\$ 181,709	\$ 1,682,104	\$ 1,863,813
One to three years	219,565	915,183	1,134,748
Three to five years	-	-	-
Total undiscounted lease liabilities	401,274	2,597,287	2,998,561
Amount representing implicit interest	(34,575)	(378,707)	(413,282)
Lease liability	\$ 366,699	\$ 2,218,580	\$ 2,585,279

10. Accounts payable and accrued liabilities

	September 30, 2023	December 31, 2022
Accounts payable	\$ 432,111	\$ 528,899
Accrued liabilities	1,816,852	1,775,013
Due to related parties (Note 13)	15,869	10,666
	\$ 2,264,832	\$ 2,314,578

11. Convertible loan

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 11, 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 September 30, 2023, the interest payable is \$nil (December 31, 2022 - \$nil).

Cathedra Bitcoin Inc.

Notes to the Condensed Interim Consolidated Financial Statements Nine months ended September 30, 2023

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11. Convertible loan (cont'd)

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.

On April 6, 2023, the Company settled \$2,500,000 of the convertible loan by issuing 18,518,518 common shares of the Company at a price of \$0.135 per common 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") in the aggregate principal amount \$25,000,000 issued to the debenture holders on November 11, 2021. The aggregate principal amount outstanding as at the date hereof is \$19,810,390.

The Company allocated the proceeds of \$25,000,000 first to liability component for \$18,155,564, with the residual value to the equity component for \$6,844,436. As at September 30, 2023, the liability component is \$17,403,983 and equity component is \$5,836,310.

Liability Component

	Total
Balance, December 31, 2021	\$ 18,349,701
Interest expense	(830,298)
Accretion expense	2,714,805
Repayment of loan	(2,038,044)
Balance, December 31, 2022	18,196,163
Interest expense	(544,849)
Accretion expense	1,940,904
Repayment of loan	(2,188,235)
Balance, September 30, 2023	\$ 17,403,983

Equity Component

	Total
Balance, December 31, 2021	\$ 6,799,640
Repayment of loan	(566,276)
Balance, December 31, 2022	\$ 6,233,364
Repayment of loan	(397,054)
Balance, September 30, 2023	\$ 5,836,310

Cathedra Bitcoin Inc.

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12. Share Capital

a. Authorized

Unlimited number of common shares without par value

b. Issued and outstanding

On April 6, 2023, the Company issued 18,518,518 common shares of the Company to settle \$2,500,000 of the convertible loan (Note 11).

During the period ended September 30, 2023, the Company issued 472,347 common shares of the Company in connection to the vested restricted share units.

On May 20, 2022, the Company completed its first tranche of non-brokered private placement offering (the "Offering") issuing 17,916,667 units ("Units") at a purchase price of \$0.36 per Unit, for gross proceeds of approximately \$6,450,000. The Company incurred share issuance costs of \$54,570. Each Unit consists of one common share of the Company (a "Unit Share") and three-quarters of one common share purchase warrant (each whole warrant, a "Warrant"). Each Warrant entitles the holder thereof to acquire one common share (a "Warrant Share") for a period of five years following the closing date. A total of up to 13,437,500 Warrants underly the Units with the following exercise prices per Warrant Share:

- 2,687,500 Warrants at an exercise price of \$0.54 per Warrant Share
- 2,687,500 Warrants at an exercise price of \$0.79 per Warrant Share
- 2,687,500 Warrants at an exercise price of \$1.04 per Warrant Share
- 2,687,500 Warrants at an exercise price of \$1.29 per Warrant Share
- 2,687,500 Warrants at an exercise price of \$1.54 per Warrant Share

On June 9, 2022, the Company completed its final tranche of non-brokered private placement offering (the "Offering") issuing 8,000,000 units ("Units") at a purchase price of \$0.36 per Unit, for gross proceeds of approximately \$2,880,000. Each Unit consists of one common share of the Company (a "Unit Share") and three-quarters of one common share purchase warrant (each whole warrant, a "Warrant"). Each Warrant entitles the holder thereof to acquire one common share (a "Warrant Share") for a period of five years following the closing date. A total of up to 6,000,000 Warrants underly the Units with the following exercise prices per Warrant Share:

- 1,200,000 Warrants at an exercise price of \$0.54 per Warrant Share
- 1,200,000 Warrants at an exercise price of \$0.79 per Warrant Share
- 1,200,000 Warrants at an exercise price of \$1.04 per Warrant Share
- 1,200,000 Warrants at an exercise price of \$1.29 per Warrant Share
- 1,200,000 Warrants at an exercise price of \$1.54 per Warrant Share

On February 1, 2022, the Company issued 1,000,000 common shares with a fair value of \$0.455 per common share pursuant to the purchase and sale agreement for the equipment and financial assets entered into on September 24, 2021, and amended on January 13, 2022, with the CEO and COO of the Company. The Company recognized a gain on the acquisition of the equipment of \$102,917.

Cathedra Bitcoin Inc.

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12. Share Capital (cont'd)

b. Issued and outstanding

During the period ended September 30, 2023, the Company issued nil (September 30, 2022 – 1,900,000) common shares for stock options exercised for total proceeds of \$nil (September 30, 2022 - \$272,500).

c. Restricted share units

The Company has established a long-term equity incentive plan (the "LTIP"), which was approved by the Company's shareholders at its annual and special meeting of shareholders on September 6, 2022. The LTIP includes a 10% "rolling" option plan permitting a maximum of 10% of the issue and outstanding common shares of the Company as at the date of any option grant to be reserved for option grants, and a fixed plan permitting up to 11,500,000 common shares of the Company to be reserved for reserved for grant of restricted share units ("RSU"). For the period ended September 30, 2023, the Company recognized share-based compensation expense of \$1,221,290 (September 30, 2022 - \$4,419,207).

During the period ended September 30, 2023, the Company granted 1,560,000 restricted share units to directors of the Company who opted to reduce their cash compensation as follows:

Grant Date	Number of Restricted Share Units	Vesting terms
January 6, 2023	1,560,000	100% one year following grant date

During the year ended December 31, 2022, the Company granted 3,248,976 restricted share units to employees and consultants as follows:

Grant Date	Number of Restricted Share Units	Vesting terms
January 7, 2022	787,244	20% six months following grant date and 20% six months thereafter
January 10, 2022	787,244	20% six months following grant date and 20% six months thereafter
April 4, 2022	787,244	20% six months following grant date and 20% six months thereafter
May 18, 2022	300,000	157,449 on grant date and 142,551 six months after
October 25, 2022	487,244	60% twelve months following grant date, 20% every six months thereafter
October 25, 2022	100,000	60% twelve months following grant date, 20% every six months thereafter
Total	3,248,976	

Cathedra Bitcoin Inc.

Notes to the Condensed Interim Consolidated Financial Statements

Nine months ended September 30, 2023

(In Canadian Dollars)

(Unaudited)



12. Share Capital (cont'd)

c. Restricted share units (cont'd)

Following is a summary of changes in restricted share units outstanding for the period ended September 30, 2023:

	Outstanding
Balance, December 31, 2021	7,587,244
Cancelled	(1,461,732)
Granted	3,248,976
Exercised	(3,492,347)
Balance, December 31, 2022	5,882,141
Granted	1,560,000
Balance, December 31, 2022	7,442,141
Granted	1,560,000
Forfeited	(390,000)
Exercised	(472,347)
Balance, September 30, 2023	8,139,794

d. Stock options

During the period months ended September 30, 2023, the Company did not grant any stock options.

During the year ended December 31, 2022, the Company:

- granted 88,841 stock options exercisable at \$0.41 expiring five years from the date of the grant to management. 20% of 88,841 stock options vest six months after the date of grant and every six months thereafter. The fair value per options granted was \$0.38 and the share-based compensation expense recognized for period ended September 30, 2023, was \$6,882.
- granted 88,841 stock options exercisable at \$0.41 expiring five years from the date of the grant to management. 20% of 88,841 stock options vest six months after the date of grant and every six months thereafter. The fair value per options granted was \$0.37 and the share-based compensation expense recognized for period ended September 30, 2023, was \$6,693.
- granted 150,000 stock options exercisable at \$0.41 expiring five years from the date of the grant to a consultant of the Company. 20% of 150,000 stock options vest six months after the date of grant and every six months thereafter. The fair value per options granted was \$0.34. The consultant has been terminated. The vested stock options were forfeited and the unvested stock options were cancelled resulting in a reversal of share-based compensation expense recognized for period ended September 30, 2023, of \$14,510.
- extended the expiry date of 1,000,000 stock options that were granted to a director of the Company from February 6, 2022, to April 6, 2022.

Cathedra Bitcoin Inc.

Notes to the Condensed Interim Consolidated Financial Statements

Nine months ended September 30, 2023

(In Canadian Dollars)

(Unaudited)



12. Share Capital (cont'd)

d. Stock options (cont'd)

- granted 88,841 stock options exercisable at \$0.61 expiring five years from the date of the grant to management. 20% of 88,841 stock options vest six months after the date of grant and every six months thereafter. The fair value per options granted was \$0.50 and the share-based compensation expense recognized for period ended September 30, 2023, was \$12,806.
- granted 750,000 stock options exercisable at \$0.50 expiring five years from the date of the grant to an employee of the Company. 20% of 88,841 stock options vest six months after the date of grant and every six months thereafter. The fair value per options granted was \$0.42 and the share-based compensation expense recognized for period ended September 30, 2023, was \$76,092.
- granted 88,841 stock options exercisable at \$0.35 expiring five years from the date of the grant to management. 20% of 88,841 stock options vest six months after the date of grant and every six months thereafter. The fair value per options granted was \$0.29 and the share-based compensation expense recognized for period ended September 30, 2023, was \$7,910.
- granted 375,000 stock options exercisable at \$0.13 expiring five years from the date of the grant to a consultant. 20% of 375,000 stock options vest six months after the date of grant and every six months thereafter. The fair value per options granted was \$0.10 and the share-based compensation expense recognized for period ended September 30, 2023, was \$14,266.
- granted 10,000 stock options exercisable at \$0.13 expiring five years from the date of the grant to a consultant. 20% of 10,000 stock options vest six months after the date of grant and every six months thereafter. The fair value per options granted was \$0.10 and the share-based compensation expense recognized for period ended September 30, 2023, was \$380.

During the year ended December 31, 2021, the Company:

- granted 250,000 stock options exercisable at \$0.485 expiring five years from the date of the grant to management. 100,000 stock options vest immediately on the date of the grant and 50,000 on each six-month anniversary of the date of grant thereafter. The fair value per options granted was \$0.38 and the share-based compensation expense recognized for the period ended September 30, 2023, was \$2,278; and
- granted 88,841 stock options exercisable at \$0.53 expiring five years from the date of the grant to management. 88,841 stock options vest six months after the date of grant and every six months thereafter. The fair value per options granted was \$0.44 and the share-based compensation expense recognized for period ended September 30, 2023, was \$7,679.

Cathedra Bitcoin Inc.

Notes to the Condensed Interim Consolidated Financial Statements

Nine months ended September 30, 2023

(In Canadian Dollars)

(Unaudited)



12. Share Capital (cont'd)

d. Stock options (cont'd)

The following weighted average assumptions were used in the valuation of stock options granted in the Black-Scholes Option Pricing model:

	2023	2022
Risk-free interest rate	-	1.27% - 3.66%
Expected life (years)	-	3.06
Annualized volatility	-	117.12%
Dividend rate	-	0.00%

The following is a summary of changes in stock options:

	Options outstanding	Weighted-average exercise price (\$)
Balance, December 31, 2021	6,675,341	0.42
Granted	1,640,364	0.33
Forfeited	(150,000)	0.60
Cancelled	(396,500)	0.53
Exercised	(1,900,000)	0.14
Balance, December 31, 2022	5,869,205	0.47
Forfeited	(150,000)	0.41
Balance, September 30, 2023	5,719,205	0.47

The stock options outstanding and exercisable as at September 30, 2023, are as follows:

Outstanding	Exercisable	Exercise price (\$)	Expiry date
90,000	90,000	0.500	February 19, 2028
1,050,000	1,050,000	0.600	February 19, 2028
100,000	100,000	0.510	May 3, 2024
250,000	125,000	0.485	August 27, 2026
2,000,000	2,000,000	0.490	September 1, 2026
650,000	650,000	0.560	September 24, 2026
88,841	53,305	0.530	December 21, 2026
88,841	53,305	0.410	January 7, 2027
88,841	53,305	0.410	January 10, 2027
88,841	35,536	0.610	April 4, 2027
750,000	300,000	0.500	April 25, 2027
88,841	35,536	0.350	May 18, 2027
385,000	231,000	0.130	October 25, 2027
5,719,205	4,776,987		

For the period ended September 30, 2023, the Company recognized share-based compensation expense of \$120,476 (2022 - \$609,481). The weighted average remaining life of the stock options is 3.38 years.

Cathedral Bitcoin Inc.

Notes to the Condensed Interim Consolidated Financial Statements Nine months ended September 30, 2023

(In Canadian Dollars)
(Unaudited)



12. Share Capital (cont'd)

e. Warrants

Following is a summary of changes in warrants outstanding for the period ended September 30, 2023:

	Warrants	Weighted-average exercise price (\$)
Balance, December 31, 2021	39,399,690	0.81
Issued	19,437,500	1.04
Expired	(3,846,154)	0.50
Balance, December 31, 2022	54,991,036	0.94
Expired	(3,846,154)	0.50
Balance, September 30, 2023	51,144,882	0.94

The warrants outstanding as at September 30, 2023, are as follows:

Outstanding	Exercise price (\$)	Expiry date
14,794,700	0.82	March 26, 2026
887,682	0.63	March 26, 2026
16,025,000	0.95	November 11, 2026
2,687,500	0.54	May 20, 2027
2,687,500	0.79	May 20, 2027
2,687,500	1.04	May 20, 2027
2,687,500	1.29	May 20, 2027
2,687,500	1.54	May 20, 2027
1,200,000	0.54	June 9, 2027
1,200,000	0.79	June 9, 2027
1,200,000	1.04	June 9, 2027
1,200,000	1.29	June 9, 2027
1,200,000	1.54	June 9, 2027
51,144,882	0.94	

The weighted average remaining life of the warrants is 3.13 years.

Cathedra Bitcoin Inc.

Notes to the Condensed Interim Consolidated Financial Statements

Nine months ended September 30, 2023

(In Canadian Dollars)

(Unaudited)



13. 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 period ended September 30, 2023, and 2022, are as follows:

Period ended September 30, 2023	Salaries	Director/ Professional Fees	Share-based compensation	Total
Chief Executive Officer	\$ 92,359	\$ 16,309	\$ 379,067	\$ 487,735
Chief Operating Officer and President	103,618	16,309	379,067	498,994
Chief Financial Officer	-	114,820	58,764	173,584
Chief Field Operations and Manufacturing Officer	115,120	-	90,081	205,201
Chief Technology Officer	115,120	-	81,974	197,094
Directors	-	54,732	36,374	91,106
	<u>\$ 426,217</u>	<u>\$ 202,170</u>	<u>\$ 1,025,327</u>	<u>\$ 1,653,714</u>

Period ended September 30, 2022	Salaries	Director/ Professional Fees	Share-based compensation	Total
Chief Executive Officer	\$ 120,291	\$ 31,500	\$ 1,719,143	\$ 1,870,934
Chief Operating Officer and President	120,291	31,500	1,719,143	1,870,934
Chief Financial Officer	-	100,664	128,648	229,312
Chief Field Operations and Manufacturing Officer	144,350	-	269,080	413,430
Chief Technology Officer	132,946	-	227,922	360,868
Directors	-	94,500	337,203	431,703
	<u>\$ 517,878</u>	<u>\$ 258,164</u>	<u>\$ 4,401,139</u>	<u>\$ 5,177,181</u>

At September 30, 2023, the Company owes a balance recorded within accounts payable and accrued liabilities:

- \$15,869 to a company controlled by the CFO of the Company;

At September 30, 2023, the Company has receivables of \$79,689 (December 31, 2022 - \$95,511), of which \$3,072 (December 31, 2022 - \$38,035) is non-current, in connection to the payroll tax liabilities for the RSU grants issued to the management of the Company. The balance is repaid every pay period and will be fully paid by December 7, 2024.

Cathedra Bitcoin Inc.

Notes to the Condensed Interim Consolidated Financial Statements

Nine months ended September 30, 2023

(In Canadian Dollars)

(Unaudited)



14. Financial Instruments and 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. We limit our exposure to credit loss by performing extensive due diligence on potential counterparties and spreading deposits across multiple financial institutions. The accrued receivable is current and relates to credits and coupons that were awarded to us by a third-party supplier which we were sold. The carrying amount of financial assets represents the maximum credit exposure.

	September 30, 2023	December 31, 2022
Digital currencies	\$ 734,794	\$ 39,499
Deposit	1,763,686	3,597,023
Receivables	96,439	157,854
Accrued receivable	-	1,240,733
	\$ 2,594,919	\$ 5,035,109

Certain of the Company's property and equipment were pledged as collateral to the holders of our outstanding convertible debentures. There is a risk that these creditors may be concerned about the decline in the value of the collateral and attempt to alter the terms of the debenture agreement as a result. The Company believes it has no significant credit risk other than what is disclosed.

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 sufficient cash on hand to meet its financial liabilities. As at September 30, 2023, the Company had a working capital surplus of \$1,640,475 (December 31, 2022 - \$6,006,094), the majority of which consists of a cash balance of \$2,961,347 (December 31, 2022 - \$3,224,504), digital currencies (bitcoin) balance of \$734,794 (December 31, 2022 - \$39,499), accrued receivable of \$nil (December 31, 2022 - \$1,240,733) and deposits of \$994,572 (December 31, 2022 - \$3,381,471) to settle current liabilities of \$3,712,534 (December 31, 2022 - \$3,474,550).

Cash flows related to the accounts payable and accrued liabilities and convertible debt included below may occur at different times or amounts. A maturity analysis of the Company's outstanding obligations at September 30, 2023, is as follows:

	Accounts payable and accrued liabilities	Lease liability	Convertible debt	Total
2023	\$ 2,264,832	\$ 465,953	\$ -	\$ 2,730,785
2024	-	1,863,813	19,810,390	21,674,203
2025	-	668,795	-	668,795
Total	\$ 2,264,832	\$ 2,998,561	\$ 19,810,390	\$ 25,073,783

Cathedra Bitcoin Inc.

Notes to the Condensed Interim Consolidated Financial Statements

Nine months ended September 30, 2023

(In Canadian Dollars)

(Unaudited)



14. Financial Instruments and Risk Management (cont'd)

Liquidity risk (cont'd)

A maturity analysis of the Company's outstanding obligations at December 31, 2022 is as follows:

	Accounts payable and accrued liabilities	Lease liability	Convertible debt	Total
2023	\$ 2,314,578	\$ 182,031	\$ -	\$ 2,496,609
2024	-	182,031	22,395,680	22,577,711
2025	-	174,720	-	174,720
Total	\$ 2,314,578	\$ 538,782	\$22,395,680	\$ 25,249,040

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

As at September 30, 2023, the Company held a material amount of bitcoin, which is subject to market pricing and price volatility. The Company recorded a gain on revaluation of digital currencies (bitcoin) in the amount of \$91,058 during the period ended September 30, 2023 (December 31, 2022 - \$724,553). Bitcoin has a limited history and have had a high degree of price volatility in the past. The historical performance of bitcoin 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 bitcoin at its desired price if necessary.

The Company does not hedge its bitcoin balances but it actively monitors bitcoin pricing, market volatility and its own balance of bitcoin to determine an appropriate risk mitigation strategies.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk on the variable rate of interest earned on bank deposits and right-of-use leases. The interest rate risk on bank deposits is insignificant as the deposits are short term. The interest rate on the Company's convertible loan is fixed in nature and has limited exposure to change in interest rates.

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 certain Canadian corporate entities which hold 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.

Cathedra Bitcoin Inc.

Notes to the Condensed Interim Consolidated Financial Statements

Nine months ended September 30, 2023

(In Canadian Dollars)

(Unaudited)



14. Financial Instruments and Risk Management (cont'd)

Foreign currency risk (cont'd)

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 \$350,000, resulting from the translation of the US dollar denominated financial instruments.

Custody risk

The Company holds its digital currencies with a third-party 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. As at September 30, 2023, 20.16 bitcoin equivalent to \$734,794 are 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.

Cathedra Bitcoin Inc.

Notes to the Condensed Interim Consolidated Financial Statements

Nine months ended September 30, 2023

(In Canadian Dollars)

(Unaudited)



14. Financial Instruments and Risk Management (cont'd)

Fair value hierarchy (cont'd)

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 investments in private companies are classified as FVTPL and are recorded at fair value using unobservable inputs and are therefore classified as level 3 within the fair value hierarchy. The net asset value of the private company and is used to adjust the investment to fair value.

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

15. Capital Management

The Company's objective when managing capital is to maintain liquidity while providing returns to shareholders and benefits for other stakeholders.

The Company includes equity, comprised of share capital and deficit in the definition of capital.

The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources for its operations and to fund the identification and evaluation of potential acquisitions. To secure the additional capital necessary to pursue these plans, the Company may attempt to raise additional funds through the issuance of equity or by securing strategic partners.

The Company monitors capital on the basis of maintaining sufficient cash flow to comply with financial obligations.

Cathedra Bitcoin Inc.

Notes to the Condensed Interim Consolidated Financial Statements

Nine months ended September 30, 2023

(In Canadian Dollars)

(Unaudited)



16. Non-Cash Transactions

	<i>Nine months ended September 30, 2023</i>	<i>Nine months ended September 30, 2022</i>
Non-cash transactions:		
Transfer of deposits to property and equipment	\$ 2,683,456	\$ -
Shares issued for convertible debt settlement	\$ 2,500,000	\$ -
Shares issued for RSU	\$ 65,341	\$ 1,197,313
Shares issued for mining equipment	\$ -	\$ 239,816
Right of use assets	\$ 2,724,228	\$ -

17. Segmented Information

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment.

The following summarizes relevant financial information geographically. The Company's bitcoin mining operations are located in the USA and its livestock business is located in UK which was sold in connection with the share purchase agreement (Note 3) during the period ended September 30, 2023.

Nine months ended September 30, 2023	Canada (\$)	USA (\$)	UK (\$)	Total (\$)
Revenue	-	7,670,583	-	7,670,583
Cost of sales	-	(9,464,583)	-	(9,464,583)
Operating expenses	(4,079,961)	(915,540)	-	(4,995,501)
Net income/(loss)	(3,949,916)	(2,784,912)	-	(6,734,828)
Non-current assets	1,431,468	15,220,488	-	16,666,260

Nine months ended September 30, 2022	Canada (\$)	USA (\$)	UK (\$)	Total (\$)
Revenue	-	7,131,917	-	7,131,917
Cost of sales	-	(10,613,131)	-	(10,619,131)
Operating expenses	(8,663,910)	(2,647,627)	(42,247)	(11,353,784)
Net income/(loss)	(3,041,770)	(19,700,097)	(42,247)	(22,784,114)
Non-current assets	501,965	22,961,818	-	23,463,783

Three months ended September 30, 2023	Canada (\$)	USA (\$)	UK (\$)	Total (\$)
Revenue	-	2,760,401	-	2,760,401
Cost of sales	-	(3,734,343)	-	(3,734,343)
Operating expenses	(1,265,784)	(322,839)	-	(1,588,623)
Net income/(loss)	(1,062,998)	(482,368)	-	(1,545,366)
Non-current assets	1,431,468	15,220,488	-	16,666,260

Cathedra Bitcoin Inc.

Notes to the Condensed Interim Consolidated Financial Statements

Nine months ended September 30, 2023

(In Canadian Dollars)

(Unaudited)



17. Segmented Information (cont'd)

Three months ended September 30, 2022	Canada (\$)	USA (\$)	UK (\$)	Total (\$)
Revenue	-	1,493,520	-	1,493,520
Cost of sales	-	(3,559,266)	-	(3,559,266)
Operating expenses	(4,641,103)	(664,669)	-	(5,305,772)
Net income/(loss)	(4,517,300)	(3,801,642)	-	(8,318,942)
Non-current assets	501,965	22,961,818	-	23,463,783

18. Subsequent Events

The following events occurred subsequent to September 30, 2023:

- In October 2023, the Company consolidated the machines it had hosted at a third-party data center in Kentucky at an existing hosting partner's data center in Tennessee. Under the consolidation, the Company relocated 595 S19J Pro and 50 S19 XP machines from the Kentucky data center to the Tennessee data center.
- In October and November 2023, the Company made the following amendments to its hosting agreements with a third-party data center operator in Tennessee:
 - Extended the term of the agreement for 200 S19 XP machines data center until April 30, 2024. No other material terms of the original hosting agreement were modified.
 - Extended the term of the agreement, which expired in October 2023, for 372 S19J Pro machines through December 31, 2023, and thereafter on a month-to-month basis. Additionally, effective January 1, 2024, the hosting rate for these machines will change to a fixed rate of US\$70.00 per megawatt hour plus five percent (5%) of gross bitcoin revenue produced by the machines. No other material terms of the original hosting agreement were modified.
 - Modified the term of the agreements, which were due to expire in the first and second fiscal quarters 2024, for 595 S19J Pro machines such that beginning on January 1, 2024, the term will renew automatically on a month-to-month basis, unless either the data center operator or the Company provides notice of its intent to terminate the agreement after following month. Additionally, effective January 1, 2024, the hosting rate for these machines will change to a fixed rate of US\$70.00 per megawatt hour plus five percent (5%) of gross bitcoin revenue produced by the machines. No other material terms of the original hosting agreements were modified.
- On November 7, 2023, the Company completed its transition to a new service provider for bitcoin custody that is licensed, regulated and insured. Prior to the transition, the Company performed extensive due diligence, examining the new custodian's internal control procedures to ensure security, availability, integrity and confidentiality of the custodian's information and systems. The Company's new custodian maintains SOC 1 Type II and SOC 2 Type II audits, which the Company reviews periodically to ensure the custodian maintains a secure technology infrastructure and that its systems are designed and operating effectively. The Company expects to realize significant cost savings after completing the transition.

Cathedra Bitcoin Inc.

Notes to the Condensed Interim Consolidated Financial Statements

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(Unaudited)



18. Subsequent Events (cont'd)

- On November 20, 2023, the Company entered into a binding term sheet to settle in shares and repay a portion of the \$19,810,390 of outstanding principal of our 3.5% senior secured convertible debentures due November 11, 2024. Under the agreement, the Company expects to repay \$2,000,000 to retire \$3,333,333 of the outstanding principal upon closing, such that the aggregate principal outstanding prior to the debt settlement is expected to be \$16,477,057. Additionally, the Company expects to settle up to \$10,940,651 of the outstanding principal by issuing up to 98,210,507 common shares of the Company, which will be issued at a deemed price of \$0.1114 per share. In connection with the transaction, the debenture holders have also agreed to extend the maturity date of any remaining debentures following the repayment and settlement by one year, to November 11, 2025. The debt settlement and maturity extension are subject to completion of definitive documentation and receipt of regulatory approvals, including the approval of the TSX-V.
- Issued 257,449 common shares in connection to vested restricted share units.