

**NON-ISSUER FORM OF SUBMISSION TO JURISDICTION AND APPOINTMENT OF
AGENT FOR SERVICE OF PROCESS**

1. Name of issuer (the “**Issuer**”):
Bitzero Holdings Inc.
2. Jurisdiction of incorporation, or equivalent, of Issuer:
British Columbia, Canada
3. Address of principal place of business of Issuer:
1100 One Bentall Centre, 505 Burrard Street, Suite 1100, Vancouver, British Columbia V7X 1M5
4. Description of securities (the “**Securities**”):
Voting Shares, Warrants, Units, Subscription Receipts
5. Date of the prospectus (the “**Prospectus**”) under which the Securities are offered:
September 11, 2026
6. Name of person filing this form (the “**Filing Person**”):
Giovanni Gaudenzi
7. Filing Person’s relationship to Issuer:
Director and Officer (Head of Finance)
8. Jurisdiction of incorporation, or equivalent, of Filing Person, if applicable, or jurisdiction of residence of Filing Person:
United Kingdom
9. Address of principal place of business of Filing Person:
6 Chaundrye Close, England, United Kingdom, SE95QB
10. Name of agent for service of process (the “**Agent**”):
Garfinkle Biderman LLP
11. Address for service of process of Agent in Canada (the address may be anywhere in Canada):
1 Adelaide Street East, Suite 801, Toronto, Ontario M5C 2V9
12. The Filing Person designates and appoints the Agent at the address of the Agent stated above as its agent upon whom may be served any notice, pleading, subpoena, summons or other process in any action, investigation or administrative, criminal, quasi-criminal, penal or other proceeding (the “**Proceeding**”) arising out of, relating to or concerning the distribution of the Securities made or purported to be made under the Prospectus, and irrevocably waives any right to raise as a defence in any such Proceeding any alleged lack of jurisdiction to bring the Proceeding.
13. The Filing Person irrevocably and unconditionally submits to the non-exclusive jurisdiction of
 - (a) the judicial, quasi-judicial and administrative tribunals of each of the provinces and territories of Canada in which the securities are distributed under the Prospectus; and
 - (b) any administrative proceeding in any such province or territory,in any Proceeding arising out of or related to or concerning the distribution of the Securities made or purported to be made under the Prospectus.
14. Until six years after completion of the distribution of the Securities made under the Prospectus, the Filing Person shall file a new submission to jurisdiction and appointment of agent for service of process in this form

at least 30 days before termination of this submission to jurisdiction and appointment of agent for service of process.

15. Until six years after completion of the distribution of the Securities under the Prospectus, the Filing Person shall file an amended submission to jurisdiction and appointment of agent for service of process at least 30 days before a change in the name or above address of the Agent.
16. This submission to jurisdiction and appointment of agent for service of process shall be governed by and construed in accordance with the laws of Ontario.

Dated: September 11, 2026

"Giovanni Gaudenzi"

Signature of Filing Person

Name: Giovanni Gaudenzi

Print name of person signing and, if the Filing Person is not an individual, the title of the person

AGENT

The undersigned accepts the appointment as agent for service of process of Giovanni Gaudenzi under the terms and conditions of the appointment of agent for service of process stated above.

Dated: September 11, 2026

"Grant Duthie"

Signature of Agent

Grant Duthie, Partner of Garfinkle Biderman LLP

Print name of person signing and, if Agent is not an individual, the title of the person