No securities regulatory authority has expressed an opinion about these securities, and it is an offence to claim otherwise. *This prospectus supplement (this "**Prospectus Supplement**"), together with the accompanying short form base shelf prospectus dated September 11, 2026 (the "**Base Shelf Prospectus**" and, as supplemented by this Prospectus Supplement, this "**Prospectus**") to which it relates, as amended or supplemented, and each document incorporated or deemed to be incorporated by reference into this Prospectus Supplement and the Base Shelf Prospectus, constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. See "Plan of Distribution".*

Information has been incorporated by reference in this Prospectus from documents filed with securities commissions or similar authorities in Canada. *Copies of the documents incorporated herein by reference may be obtained on request without charge from the Chief Financial Officer of Bitzero Holdings Inc. at 1100 One Bentall Centre, 505 Burrard St, Suite 1100, Vancouver, BC V7X 1M5, Telephone: +(604) 331-8300, Email: investors@bitzero.com, and are also available electronically on the issuer's profile on the System for Electronic Document Analysis and Retrieval Plus ("**SEDAR+**") at www.sedarplus.ca and on the Electronic Data Gathering, Analysis and Retrieval system ("**EDGAR**") at www.sec.gov/edgar.*

*The securities offered hereby have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or the securities laws of any state of the United States, and may not be offered, sold or delivered, directly or indirectly, in the "United States" or to a "U.S. person" (as such terms are defined in Regulation S under the U.S. Securities Act) unless registered under the U.S. Securities Act and all applicable securities laws of any state of the United States, or exemptions from such registration requirements are available. This Prospectus Supplement does not constitute an offer to sell or a solicitation of an offer to buy any of these securities in the United States or to a U.S. person. See "Plan of Distribution" below.*

PROSPECTUS SUPPLEMENT

To the Short Form Base Shelf Prospectus dated September 11, 2026

New Issue September 11, 2026

BITZERO HOLDINGS INC.

$24,770,453.50

5,828,342 UNITS ISSUABLE ON DEEMED EXERCISE OF 5,828,342 SPECIAL WARRANTS

Bitzero Holdings Inc. ("**Bitzero Holdings**", the "**Company**", "**Corporation**", "**we**", "**us**" or "**our**") is hereby qualifying for distribution (the "**Distribution**") 5,828,342 units of the Company (each, a "**Unit**" and collectively, the "**Units**") issuable upon the deemed exercise of 5,828,342 special warrants of the Company (the "**Special Warrants**") previously issued on July 30, 2026. Each Unit consists of one voting share in the authorized share structure of the Company (each, a "**Unit Share**" and collectively, the "**Unit Shares**") and one voting share purchase warrant of the Company (each, a "**Warrant**" and collectively, the "**Warrants**"). The Units will be issued only to holders of the Special Warrants upon the deemed exercise thereof for no additional consideration. Each Warrant entitles the holder thereof to acquire one voting share of the Company (each, a "**Warrant Share**" and collectively, the "**Warrant Shares**") at an exercise price of $5.00 per Warrant Share, subject to adjustment, until July 30, 2031.

The Special Warrants were sold by the Company in a private placement (the "**Special Warrant Financing**") that was completed on July 30, 2026 (the "**Closing Date**") and distributed pursuant to an engagement letter dated July 2, 2026 between the Company and Clear Street LLC (the "**Agent**"), as exclusive placement agent in connection with the Special Warrant Financing (the "**Engagement Letter**"). The Special Warrants are governed by the terms and conditions contained in the certificates representing the Special Warrants (the "**Special Warrant Certificate**") issued to the purchasers who purchased the Special Warrants.

No additional Special Warrants are available for purchase pursuant to this Prospectus Supplement and no additional funds are to be received by the Company from the distribution of the Units upon exercise of the Special Warrants.

	Price to the Public[(1)]	Agent's Commission[(2)]	Net Proceeds to the Company[(3)]

Per Special Warrant…………	$4.25	$0.2378	$4.0122
Total[4]…………………	$24,770,453.50	$1,386,227.21	$23,384,226.29

(1) The Offering Price (as defined below) was determined by arm's length negotiation between the Company and the Agent, on their own behalf, with reference to the prevailing market price of the Voting Shares and other factors.
(2) The Company has paid the Agent a cash commission of $1,386,227.21, representing 6% of the gross proceeds of the Special Warrant Financing less a reduction of $100,000 agreed with the Agent (the "**Cash Commission**"). The Company also paid the Agent $75,000 as a reimbursement of the fees of the Agent's United States counsel. That amount is not included in the Cash Commission and is included in the expenses of the Special Warrant Financing and this Distribution referred to in note (3). See "*Use of Proceeds*" and "*Plan of Distribution*".
(3) The net proceeds to the Company are stated after deducting the Cash Commission but before deducting the expenses of the Special Warrant Financing and this Distribution, estimated at approximately $354,191, which the Company paid, together with the Cash Commission, from the gross proceeds of the Special Warrant Financing. See "*Use of Proceeds*".
(4) The Total figures are calculated on the basis of all 5,828,342 Special Warrants issued on July 30, 2026 at the Offering Price of $4.25 per Special Warrant.

The Company issued the Special Warrants pursuant to certain securities purchase agreements dated July 29, 2026 among the Company and the purchasers party thereto (collectively, the "**Securities Purchase Agreements**"). The Special Warrants were offered and sold in a private placement under Section 4(a)(2) of the U.S. Securities Act and Rule 506(b) of Regulation D thereunder.

The Corporation's outstanding voting shares (the "**Voting Shares**") are listed and posted for trading on the Canadian Securities Exchange (the "**CSE**") under the trading symbol "AIBZ.U" and on the Nasdaq Stock Market (the "**Nasdaq**") under the trading symbol "AIBZ." On September 10, 2026, the last complete trading day prior to the date of this Prospectus Supplement, the closing price of the Voting Shares on the CSE was $4.40 and was $4.49 on the Nasdaq. **There is no market through which the Warrants may be sold, and holders may not be able to resell the Warrants. The Unit Shares issuable upon deemed exercise of the Special Warrants will form part of the class of Voting Shares listed on the CSE and Nasdaq.**

The Special Warrants are governed by the terms and conditions set forth in the Special Warrant Certificate. Subject to the terms and conditions of the Special Warrant Certificate, each Special Warrant entitles the holder thereof to acquire one Unit, subject to adjustments in certain circumstances, without payment of additional consideration.

Each Special Warrant will be deemed to be exercised at 5:00 pm (New York time) on the date that is the earlier of (the "**Automatic Exercise Date**"): (i) the first business day after the date on which the Company files this Prospectus Supplement, or obtains a receipt from the applicable securities regulatory authorities in Canada for a final prospectus, qualifying the distribution of the Voting Shares and Warrants issuable upon the deemed exercise of the Special Warrants; and (ii) four months and one day after the date of issuance of the Special Warrants. The Company agreed to use its commercially reasonable efforts to file this Prospectus Supplement in order to qualify the distribution of the Unit Shares and Warrants upon the deemed exercise of the Special Warrants in the Qualifying Jurisdictions as soon as practicable.

An investment in the Unit Shares and Warrants involves a high degree of risk. You should carefully review the risks outlined in this Prospectus Supplement and in the documents incorporated by reference in this Prospectus Supplement and consider such risks in connection with an investment in the Unit Shares and Warrants. See "*Risk Factors*".

Prospective investors should be aware that the acquisition of the Unit Shares and Warrants described herein may have tax consequences in Canada and elsewhere. Such consequences for investors may not be described fully herein and investors should discuss with their tax advisors. See "*Certain Canadian Federal Income Tax Considerations*".

Certain directors and officers of the Company reside outside of Canada. Although such persons have appointed Garfinkle Biderman LLP, 801-1 Adelaide St. East, Toronto, Ontario M5C 2V9, as agent for service of process, purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against such persons. See "*Enforcement of Judgments Against Foreign Persons*".

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IMPORTANT NOTICE ABOUT THE INFORMATION IN THIS PROSPECTUS SUPPLEMENT AND THE BASE SHELF PROSPECTUS

This document is in two parts. The first part is this Prospectus Supplement, which describes the terms of the Special Warrant Financing and securities being distributed hereunder and also adds to and updates information contained in the Base Shelf Prospectus and the documents incorporated by reference herein and therein. The second part, the Base Shelf Prospectus, gives more general information, some of which may not apply to the securities being distributed hereunder. This Prospectus Supplement is deemed to be incorporated by reference into the Base Shelf Prospectus solely for the purposes of the Distribution. Other documents are also incorporated, or are deemed to be incorporated by reference into this Prospectus Supplement and into the Base Shelf Prospectus. See "*Documents Incorporated by Reference*".

An investor should rely only on the information contained in or incorporated by reference into this Prospectus Supplement and the Base Shelf Prospectus. If the description of the Unit Shares, Voting Shares and Warrants varies between this Prospectus Supplement and the Base Shelf Prospectus, investors should rely on the information in this Prospectus Supplement. To the extent that any statement made in this Prospectus Supplement differs from those in the Base Shelf Prospectus, the statements made in the Base Shelf Prospectus and the information incorporated by reference herein and therein are deemed modified or superseded by the statements made by this Prospectus Supplement. The Company has not authorized anyone to provide you with different information. If anyone provides you with any additional, different or inconsistent information, investors should not rely on it.

An investor should assume that the information appearing in this Prospectus Supplement or the accompanying Base Shelf Prospectus is accurate only as of the date on the front of those documents and that information contained in any document incorporated by reference herein or therein is accurate only as of the date of that document unless specified otherwise. The Company's business, financial condition, results of operations and prospects may have changed since those dates.

Information contained in this Prospectus Supplement should not be construed as legal, tax or financial advice and readers are urged to consult their own professional advisors in connection therewith.

This Prospectus Supplement does not constitute, and may not be used in connection with, an offer to sell, or a solicitation of an offer to buy, any securities offered by this Prospectus Supplement by any person in any jurisdiction in which it is unlawful for such person to make such an offer or solicitation.

Unless stated otherwise or the context otherwise requires, all currency presentation, and references to dollar amounts in this Prospectus and any Prospectus Supplement are references to United States dollars and will be indicated by "$" or "US$". Any reference to Canadian dollars will be indicated by "C$" or "CAD$". The Company's financial statements that are incorporated by reference into this Prospectus and any Prospectus Supplement are expressed in United States dollars and have been prepared in accordance with International Financial Reporting Standards.

Unless otherwise specified or the context otherwise requires, in this Prospectus, all references to the "**Corporation**", "**Company**", "**Bitzero**", "**we**", "**us**" and "**our**" means, Bitzero Holdings Inc. and where the context so requires, includes its subsidiaries, predecessors, together with their respective predecessors (where the context so requires) and all other capitalized terms used but not otherwise defined herein shall have the meaning ascribed to them in the accompanying Base Shelf Prospectus and Annual Information Form, respectively.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

This Prospectus Supplement, the accompanying Base Shelf Prospectus and the documents incorporated by reference herein and therein contain "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995 and applicable U.S. securities laws and "forward-looking information" within the meaning of applicable Canadian securities laws (collectively, "**forward-looking statements**").

Forward-looking statements are statements other than statements of historical fact and include statements concerning future events, results, performance, circumstances, expectations, plans, objectives, assumptions, intentions or prospects. Forward-looking statements may be identified by words such as "anticipate," "believe," "continue," "could," "estimate," "expect," "intend," "may," "plan," "potential," "project," "should," "will" and similar expressions, including the negative or grammatical variations of those expressions. The absence of these words does not mean that a statement is not forward-looking.

Forward-looking statements in or incorporated by reference into this Prospectus Supplement include statements relating to: the filing and effectiveness of the Base Shelf Prospectus and the registration statement on Form F-10; the timing and occurrence of the deemed exercise of the Special Warrants; the issuance of the Voting Shares and Warrants on such exercise; the exercise of the Warrants and issuance of the Warrant Shares; the receipt of regulatory, stock exchange and transfer agent approvals; the removal of applicable Canadian and United States resale legends; the use of the net proceeds previously received from the Special Warrant Financing; the sufficiency of the Company's financial resources to meet its short-term liquidity requirements and to fund its operations and planned expenditures; the repayment of indebtedness; the development of the Company's products, services, projects and infrastructure; potential acquisitions; working capital requirements; and the Company's business plans, objectives, strategies, financing requirements and future operating performance.

Forward-looking statements are based on management's current expectations, estimates, projections, beliefs and assumptions, including assumptions concerning: the accuracy and completeness of information provided by the purchasers of the Special Warrants; the satisfaction of the conditions to the deemed exercise of the Special Warrants; the receipt and continued effectiveness of required regulatory and stock exchange approvals; the ability of the Company and its transfer agent to complete the issuance of the Voting Shares and Warrants as contemplated; the availability of the Form F-10 registration statement and related prospectus supplements; the Company's ability to apply the proceeds of the Special Warrant Financing as currently intended; the availability of financing on acceptable terms; prevailing market, economic, regulatory and industry conditions; and the absence of a material adverse change affecting the Company.

Forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to differ materially from those expressed or implied by the forward-looking statements. These risks include the risk that the conditions to the deemed exercise of the Special Warrants are not satisfied when expected or at all; delays in obtaining or maintaining regulatory, stock exchange, registration or transfer agent approvals; delays in the issuance or delegending of the Voting Shares, Warrants or Warrant Shares; changes to the Company's intended use of proceeds; financing, liquidity and dilution risks; market-price volatility; the absence of a trading market for the Warrants; the possibility that the Warrants may expire unexercised; regulatory, operational, development, construction, energy-supply, environmental, cybersecurity, geopolitical and foreign-exchange risks; and the risks described under "*Risk Factors*" in this Prospectus Supplement, the Base Shelf Prospectus and the documents incorporated by reference herein and therein.

Although Management believes that the expectations and assumptions underlying the forward-looking statements are reasonable as of the date made, there can be no assurance that they will prove correct. The forward-looking statements are expressly qualified by the foregoing cautionary statements and by the risk factors described under "*Risk Factors*" in this Prospectus Supplement, the Base Shelf Prospectus and the documents incorporated by reference herein and therein.

Readers are cautioned not to place undue reliance on forward-looking statements. Forward-looking statements speak only as of the date on which they are made. Except as required by applicable securities laws, the Company undertakes no obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

This Prospectus Supplement, the Base Shelf Prospectus and the documents incorporated by reference herein and therein contain or may contain future-oriented financial information and financial outlooks within the meaning of applicable Canadian securities laws. See "*Cautionary Note Regarding Future-Oriented Financial*

Information and Financial Outlook" in the Base Shelf Prospectus.

CURRENCY PRESENTATION AND EXCHANGE RATE INFORMATION

The Company reports in United States dollars. Accordingly, all references to "$", "US$" or "United States dollars" included or incorporated by reference in this Prospectus and in any Prospectus Supplement refer to United States dollar values, while references to "C$" or "CAD$" are to Canadian dollar values.

The following table sets out for each period indicated: (i) the high and low daily exchange rates during such period; (ii) the average daily exchange rates for such period; and (iii) the daily exchange rate in effect at the end of the period, for one United States dollar, expressed in Canadian dollars, based on the daily average exchange rates published by the Bank of Canada.

	Year ended September 30		Nine Months Ended June 30	
	2024	**2025**	**2025**	**2026**
	C$	**C$**	**C$**	**C$**
High	1.3875	1.4603	1.4603	1.4234
Low	1.3205	1.3491	1.3491	1.3515
Average	1.3608	1.3986	1.4057	1.3836
End of Period	1.3499	1.3921	1.3643	1.4210

The daily average exchange rate on September 11, 2026 as published by the Bank of Canada for the conversion of Canadian dollars into United States dollars was C$1.00 equals US$0.7212 and for the conversion of United States dollars into Canadian dollars was US$1.00 equals C$1.3866.

MARKET AND INDUSTRY DATA

Unless otherwise indicated, information contained in this Prospectus Supplement or in the Base Shelf Prospectus (or in a document incorporated or deemed to be incorporated by reference herein) concerning the industry and the markets in which the Corporation operates, including its general expectations and market position, market opportunities and market share, is, or may be, based on information from independent industry organizations, other third-party sources (including industry publications, surveys and forecasts) and the studies and estimates of Management.

Unless otherwise indicated, the Corporation's estimates are derived from publicly available information released by independent industry analysts and third-party sources as well as data from the Corporation's internal research, and include assumptions made by Management which Management believe to be reasonable based on their knowledge of the relevant industry and markets. Such internal research and assumptions have not been verified by any independent source, and the Corporation and Management have not independently verified any third-party information. While Management believes the market position, market opportunity and market share information included, or which may be included, in this Prospectus Supplement, the Base Shelf Prospectus or in a document incorporated or deemed to be incorporated by reference herein is generally reliable, such information is inherently imprecise. In addition, projections, assumptions and estimates of the Corporation's future performance and the future performance of the industry and markets in which the Corporation operates are necessarily subject to a high degree of uncertainty and risk due to a variety of factors, including those described under the headings "*Cautionary Note Regarding Forward-Looking Information*" and "*Risk Factors*".

DOCUMENTS INCORPORATED BY REFERENCE

This Prospectus Supplement is deemed to be incorporated by reference into the accompanying Base Shelf Prospectus solely for the purposes of the Distribution. Other documents are also incorporated, or are deemed to be incorporated by reference, into the accompanying Base Shelf Prospectus and reference should be made to the accompanying Base Shelf Prospectus for full particulars thereof.

Information has been incorporated by reference in this Prospectus Supplement and the accompanying Base Shelf Prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated by reference herein and therein may be obtained on request without charge from the Chief Financial Officer of Bitzero Holdings Inc. at 1100 One Bentall Centre, 505 Burrard St, Suite 1100, Vancouver, BC V7X 1M5, Telephone: +(604) 331-8300, Email: investors@bitzero.com, and are also available electronically on the issuer's profile on SEDAR+ at www.sedarplus.ca. The Company's filings through SEDAR+ are not incorporated by reference into this Prospectus Supplement and the accompanying Base Shelf Prospectus except as specifically set forth herein.

The following documents ("**documents incorporated by reference**" or "**documents incorporated herein by reference**") that we have filed with the securities regulatory authority in the Qualifying Jurisdictions are specifically incorporated by reference into, and form an integral part of, this Prospectus Supplement and the accompanying Base Shelf Prospectus:

(a) the material change report of the Corporation dated October 4, 2024, in respect of the 2024 Consolidation, which was filed on SEDAR+ on October 8, 2024;

(b) the management information circular of the Corporation dated November 25, 2024, in respect of a plan of arrangement between the Corporation and its wholly-owned subsidiaries, filed on SEDAR+ on November 25, 2024;

(c) the material change report of the Corporation dated December 18, 2024, in respect of a plan of arrangement between the Corporation and its wholly-owned subsidiaries, filed on SEDAR+ on December 18, 2024;

(d) the material change report of the Corporation dated July 24, 2025, in respect of the WBM Adjustment, filed on SEDAR+ on July 29, 2025;

(e) the Special Meeting Circular, for the Corporation's special meeting held on August 25, 2025, filed on SEDAR+ on August 5, 2025;

(f) the listing statement of the Corporation dated November 19, 2025, filed on SEDAR+ on November 20, 2025, excluding the following sections and schedules of, or information in, as applicable, the listing statement:

    (i) Section 6 – "Selected Consolidated Financial Information";

    (ii) Section 7 – "Management's Discussion and Analysis";

    (iii) Section 25 – "Financial Statements";

    (iv) Schedule "A" – "Financial Statements of WBM";

    (v) Schedule "B" – "Financial Statements of Bitzero";

    (vi) Schedule "C" – "Pro Forma Financial Statements";

    (vii) Schedule "D" – "MD&A of WBM";

    (viii) Schedule "E" – "MD&A of Bitzero";

    (ix) in each case of (i) through to and including (viii) above, any summary or information derived therefrom, to the extent superseded by subsequently filed financial statements and management's discussion and analysis incorporated by reference in this Prospectus;

(g) the Corporation's Notice of Change dated December 1, 2025, filed pursuant to NI 51-102, in respect of changing the Corporation's financial year end from October 31 to September 30 and change of corporate structure pursuant to the Reverse Takeover Transaction, filed on SEDAR+ on December 1, 2025;

(h) the material change report of the Corporation dated December 1, 2025, in respect of the Reverse

Takeover Transaction and listing of the Voting Shares on the CSE, filed on SEDAR+ on December 1, 2025;

(i) the material change report of the Corporation dated December 12, 2025, in respect of a power optimization initiative and the engagement of investor relations service providers by the Corporation, filed on SEDAR+ on December 22, 2025;

(j) the amended and restated audited consolidated financial statements of Bitzero Blockchain, being the acquirer of the Corporation pursuant to the Reverse Takeover Transaction, for the financial year ended September 30, 2025, and 2024, together with the notes thereto and the auditors' report dated January 28, 2026, except as to note 22(c), as to which the date is September 9, 2026, which were filed on SEDAR+ on January 28, 2026 and refiled, as amended and restated, on SEDAR+ on September 9, 2026;

(k) the amended and restated management's discussion and analysis of financial condition and results of operations of Bitzero Blockchain for the year ended September 30, 2025, and 2024, which was filed on SEDAR+ on January 28, 2026 and refiled, as amended and restated, on SEDAR+ on September 9, 2026;

(l) the Annual Information Form of the Corporation dated February 2, 2026, in respect of the fiscal year ended September 30, 2025, filed on SEDAR+ on February 2, 2026 (the "**Annual Information Form**");

(m) the audited consolidated financial statement of the Corporation, for the financial year ended October 31, 2025 and 2024, together with the notes thereto and the auditors' report dated March 6, 2026, which were filed on SEDAR+ on March 6, 2026;

(n) the management's discussion and analysis of financial condition and results of operations of the Corporation for the year ended October 31, 2025 and 2024, which was filed on SEDAR+ on March 6, 2026 (the "**Annual MD&A**");

(o) the Corporation's Form 51-102F6V – Statement of Executive Compensation – Venture Issuers for the years ended October 31, 2025 and 2024, filed on SEDAR+ on April 16, 2026;

(p) Bitzero Blockchain's Form 51-102F6V – Statement of Executive Compensation – Venture Issuers for the years ended September 30, 2025, and 2024, filed on SEDAR+ on April 16, 2026;

(q) the change of status report of the Corporation dated June 9, 2026 filed in connection with the Corporation's Nasdaq listing effective June 9, 2026;

(r) the material change report of the Corporation dated June 10, 2026, in respect of the resignation of Gilles Seguin as a director, appointments of Guido Contesso and Selena Barrera as directors, and appointment of Mohammed Bakhashwain as Chair of the Board of Directors, filed on SEDAR+ on June 10, 2026;

(s) the material change report of the Corporation dated August 10, 2026 in connection with the July 2026 Special Warrant Financing;

(t) the material change report of the Corporation dated August 31, 2026 in respect of the repayment in full of the Corporation's senior secured loan facility with JGB Collateral LLC on August 6, 2026, filed on SEDAR+ on August 31, 2026;

(u) the amended and restated interim financial statements of the Corporation for period ended June 30, 2026, together with the notes thereto (the "**Interim Financial Statements**"), filed on SEDAR+ on September 9, 2026; and

(v) the amended and restated management's discussion and analysis of financial condition and results of operations for the period ended June 30, 2026, filed on SEDAR+ on September 9, 2026 (the "**Interim MD&A**").

Any documents of the type described in section 11.1 of Form 44-101F1 – *Short Form Prospectus* ("**Form 44-101F1**") filed by the Company with a Commission subsequent to the date of this Prospectus Supplement and prior to the expiry of the Prospectus, or the completion of the issuance of securities pursuant hereto, will be deemed to be incorporated by reference into this Prospectus Supplement and the accompanying Base Shelf Prospectus.

Any statement contained in the Prospectus or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of the Prospectus to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall not constitute a part of this Prospectus Supplement, except as so modified or superseded.

Upon filing of a new annual information form and related annual consolidated financial statements with, and where required, accepted by, the applicable securities regulatory authorities during the currency of the Prospectus, the previous annual information form, including all amendments thereto, the previous annual financial statements and all unaudited condensed consolidated interim financial statements (and related management's discussion and analysis in the interim reports for such periods), material change reports filed prior to the end of the fiscal year in which the new annual information form is filed and management information circulars filed prior to the commencement of the fiscal year in which the new annual information form is filed shall all be deemed no longer to be incorporated into this Prospectus Supplement.

SUMMARY DESCRIPTION OF BUSINESS

The full corporate name of the Corporation is "Bitzero Holdings Inc." The Corporation was incorporated on August 26, 2006, pursuant to the provisions of the *Canada Business Corporations Act* under the name "Tiidal Gaming Group Corp." and was continued to the Province of British Columbia governed under the BCBCA on June 4, 2024. On July 10, 2024, the Corporation changed its name from "Tiidal Gaming Group Corp." to "WBM Capital Corp."

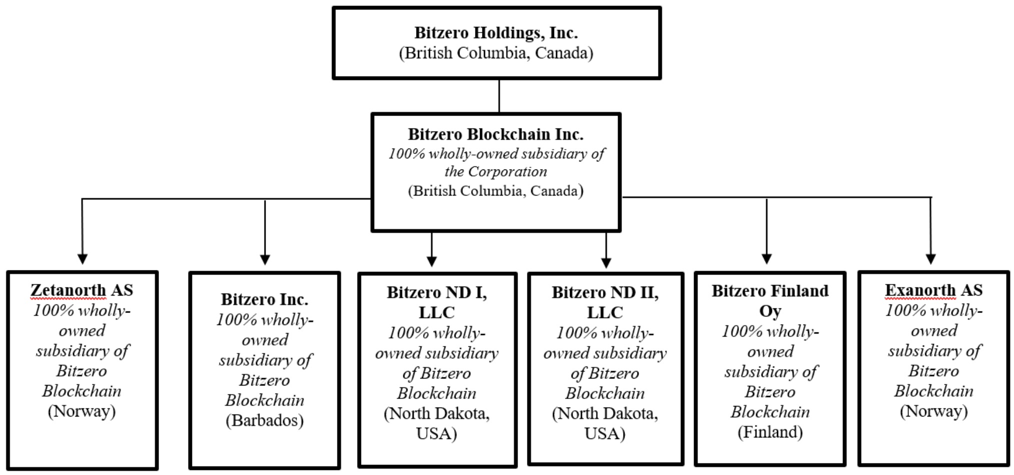
On November 19, 2025, the Corporation completed the Reverse Takeover Transaction pursuant to the terms of the Letter Agreement between Bitzero Blockchain Inc. ("**Bitzero Blockchain**") and the Corporation by way of a triangular amalgamation. In connection with the Reverse Takeover Transaction, the Corporation changed its name from "WBM Capital Corp." to "Bitzero Holdings Inc.", Bitzero Blockchain became a wholly-owned subsidiary of the Corporation, and the shareholders of Bitzero Blockchain became holders of the Voting Shares and Non-Voting Shares on the basis of: (i) one Voting Share for 10 voting shares in the capital of Bitzero Blockchain held; and (ii) one Non-Voting Share on the basis of 10 non-voting shares in the capital of Bitzero Blockchain.

Following the Reverse Takeover Transaction, the head and registered office of the Corporation is located at 1100 One Bentall Centre, 505 Burrard St., Suite 1100, Vancouver, British Columbia, V7X 1M5 Canada. The Corporation's principal regulator is the British Columbia Securities Commission, and it is a reporting issuer in the provinces of Alberta and Ontario as well.

On November 24, 2025, the Voting Shares commenced trading on the CSE under the symbol "BITZ.U."

Effective June 9, 2026, the Corporation's registration statement on Form 40-F was declared effective by the SEC, and the Voting Shares were listed and commenced trading on the Nasdaq under the symbol "AIBZ." Concurrently, the Voting Shares changed their trading symbol on the CSE from "BITZ.U" to "AIBZ.U."

The following diagram illustrates the organizational structure of the Company, including its subsidiaries, as of the date of this Prospectus Supplement:



The Corporation and its Subsidiaries are a provider of IT energy infrastructure and high-efficiency power generation for data centers to support various activities including HPC and Blockchain mining. The Business focuses on three principal areas: (1) data center development; (2) Bitcoin mining; and (3) obtaining strategic data center hosting partnerships. Bitzero Blockchain is the operating entity of the Corporation and owns all the other subsidiaries; see the corporate chart above and "*Summary Description of the Business – Intercorporate Relationships*" in the Base Shelf Prospectus.

Bitzero Blockchain was created to disrupt and innovate in the Blockchain and data center spaces to move markets away from unsustainable data and mining practices. It is engaged in the development and operation of data centers and related energy infrastructure, Bitcoin self-mining, and HPC hosting. Bitzero Blockchain's primary objective is to address the increasing demand for IT energy infrastructure driven by the growth of Blockchain technology and other HPC applications by leveraging advanced technology and energy-efficient solutions. By creating harmony with local authorities, investors, and customers, Bitzero Blockchain aims to become a leader in Blockchain mining and HPC hosting in a sustainable fashion and set a new global standard for best practices in clean energy sourcing, heat capture, and sustainability within local communities.

For additional information with respect to the Company's business, operations and financial condition, refer to the Annual Information Form, Annual MD&A, Interim MD&A, and Base Shelf Prospectus available on SEDAR+ at www.sedarplus.ca.

RECENT DEVELOPMENTS

Developments in the business of the Company since the date of the Annual Information Form are described under "*Summary Description of the Business – Recent Developments*" in the Base Shelf Prospectus and in the documents incorporated by reference in this Prospectus Supplement and the Base Shelf Prospectus.

USE OF PROCEEDS

Proceeds

The Company received gross proceeds of $24,770,453.50 from the Special Warrant Financing on the Closing Date. After deducting the Cash Commission of $1,386,227.21 and the expenses of the Special Warrant Financing and this Distribution, estimated at approximately $354,191, the net proceeds to the Company were approximately $23,030,036. No additional funds will be received by the Company from the deemed exercise of the Special Warrants or the issuance of the Unit Shares and Warrants qualified under this Prospectus

Supplement. The Company may receive additional proceeds in the future if Warrants are exercised for cash. If all Warrants qualified under this Prospectus Supplement are exercised for cash at an exercise price of $5.00 per Warrant Share, the Company would receive gross proceeds of $29,141,710, before deducting any applicable expenses. The Warrants may be exercisable on a cashless basis in the circumstances described in the Warrants. There is no assurance as to how many Warrants will be exercised, if any.

Principal Purposes

The Company received the gross proceeds of the Special Warrant Financing on the Closing Date. Of the gross proceeds of $24,770,453.50, the Company paid the Cash Commission of $1,386,227.21 and the expenses of the Special Warrant Financing and this Distribution, estimated at approximately $354,191, resulting in net proceeds to the Company of approximately $23,030,036. The expenses of the Special Warrant Financing and this Distribution are estimated and include amounts not yet paid or incurred as at the date of this Prospectus Supplement. The estimated working capital of the Company as at August 31, 2026 disclosed under "*Sufficiency of Financial Resources*" in the Base Shelf Prospectus does not reflect those expenses, other than the Cash Commission and the reimbursement of the fees of the Agent's United States counsel. On August 6, 2026, the Company applied $22,420,699.69 of the net proceeds, being approximately 97.4% of the net proceeds, to repay in full the outstanding principal of $22,375,000.00 and the accrued and unpaid interest of $45,699.69 under the Company’s senior secured loan facility with JGB Collateral LLC, as administrative and collateral agent for the lenders (the “**JGB Facility**”). The JGB Facility was drawn in two advances. The proceeds of the first advance were applied principally to the purchase of Bitcoin mining equipment, including approximately US$11.22 million paid to Bitmain, together with approximately US$1.71 million under the Company's transformer supply and financing arrangements with FAR Holdings Bermuda Ltd. (“**FAR Holdings**”), approximately US$0.56 million of site-related payments in Finland including electricity connection charges, and approximately US$0.23 million of legal fees. US$2.00 million of the first advance was retained as the cash reserve required under the JGB Facility, and a portion was applied to legal, diligence and financing fees incurred in establishing the facility. The net proceeds of the second advance, being approximately US$8.0 million, were applied to the purchase of additional Bitcoin mining equipment for deployment at the Company's operations in Norway. The Company expects to apply the unapplied balance of approximately $609,336 to supplement cash generated from its Bitcoin mining operations in meeting recurring operating and administrative obligations. The principal anticipated categories are legal, accounting and audit fees associated with public company reporting and regulatory compliance; employee compensation and consulting services; insurance; and routine office, information technology and administrative costs. No fixed allocation among these categories has been established, and the amounts applied to each will depend on actual requirements and payment timing.

The Company had negative cash flow from operating activities of approximately $(20,809,971) for the financial year ended September 30, 2025 and approximately $(18,262,124) for the nine-month period ended June 30, 2026, and had a working capital deficiency of $(25,281,627) as at June 30, 2026. To the extent that the Company has negative cash flow from operating activities in future periods, the unapplied balance of the net proceeds of the Special Warrant Financing may be used to fund that negative cash flow. See "Risk Factors" in this Prospectus Supplement and "Sufficiency of Financial Resources" in the Base Shelf Prospectus.

A breakdown of the use of the gross proceeds received by the Company from the Special Warrant Financing is provided below:

Use of Proceeds	**Amount (US$)**
Cash Commission	$1,386,227.21
Expenses of the Special Warrant Financing and this Distribution (estimated)	$354,190.75
Repayment of principal outstanding under the JGB Facility	$22,375,000.00
Payment of accrued and unpaid interest outstanding under the JGB Facility	$45,699.69
Working capital and general corporate purposes	$609,335.85
TOTAL	$24,770,453.50

The allocation set out above reflects the application of the net proceeds of the Special Warrant Financing to date and the Company's current intentions with respect to the unapplied balance, based on the current knowledge, planning and expectations of management of the Company. The repayment of the JGB Facility described above has been completed. Although the Company intends to use the unapplied balance of the net proceeds as set out above, the actual allocation of that balance may vary from the allocation set out above, depending on the time periods in which the funds are applied or unforeseen events, including those listed under "*Risk Factors*" in this Prospectus Supplement, the Base Shelf Prospectus, the Annual Information Form, the Annual MD&A and the Interim MD&A. Potential investors are cautioned that, notwithstanding the Company's current intentions regarding the use of the unapplied balance of the net proceeds of the Special Warrant Financing, there may be circumstances where a reallocation of that balance may be advisable for reasons that management believes, in its discretion, are in the Company's best interests.

For the Company's disclosure regarding its liquidity, working capital and the sufficiency of its financial resources, including the schedule reconciling working capital as at June 30, 2026 to estimated working capital as at August 31, 2026, see "*Sufficiency of Financial Resources*" in the Base Shelf Prospectus. See also the going concern disclosure in the Interim Financial Statements and "*Risk Factors*".

Until applied, the unapplied balance of the net proceeds of the Special Warrant Financing, being approximately $609,336, and any proceeds received by the Company on the exercise of the Warrants, will be held as cash balances in the Company's bank account or invested in certificates of deposit and other instruments issued by banks or obligations of or guaranteed by a government authority.

PLAN OF DISTRIBUTION

The Special Warrants were issued by the Company on July 30, 2026 pursuant to the Securities Purchase Agreements. Clear Street LLC acted as exclusive placement agent in connection with the Special Warrant Financing. No Special Warrants are being offered or sold pursuant to this Prospectus Supplement. This Prospectus Supplement qualifies the distribution of the Voting Shares and Warrants issuable upon deemed exercise of the Special Warrants. Upon deemed exercise of the Special Warrants, holders will receive the Voting Shares and Warrants for no additional consideration.

This Prospectus Supplement is being filed in each of the provinces and territories of Canada (collectively, the "**Qualifying Jurisdictions**") to qualify the Distribution of the Unit Shares and the Warrants comprising the 5,828,342 Units issuable on the deemed exercise of 5,828,342 Special Warrants. The Company has agreed to use its commercially reasonable efforts to qualify the Distribution of the Unit Shares and Warrants as soon as practicable. The Special Warrants will be deemed exercised into Units on the Automatic Exercise Date.

On the Automatic Exercise Date, the 5,828,342 Special Warrants will be deemed to be exercised for no additional consideration and the Company will issue 5,828,342 Unit Shares and 5,828,342 Warrants. The Distribution will not result in the receipt of any additional proceeds by the Company and will not have any effect on the loan capital of the Company.

Under applicable securities laws in Canada, certain persons and individuals have statutory liability for any misrepresentation in this Prospectus Supplement, the Prospectus and the documents incorporated herein and therein by reference, subject to available defences. The Company has agreed to indemnify the Agent and its affiliated entities, managers, members, officers, employees, legal counsel, agents and controlling persons against certain liabilities including, without restriction, civil liabilities under applicable securities legislation in Canada, and to contribute to any payments that the Agent may be required to make in respect thereof.

Pursuant to the Securities Purchase Agreements, each of the directors and executive officers of the Company entered into a lock-up agreement with the Company and the Agent providing that, subject to certain limited exceptions, such person will not offer, sell, contract to sell, hypothecate, pledge or otherwise dispose of, directly or indirectly, any Voting Shares or securities convertible, exchangeable or exercisable into Voting Shares during the period commencing on the Closing Date and ending 60 days after the effective date of the registration statement filed in connection with the Special Warrant Financing.

Special Warrants

The Special Warrants are governed by the terms and conditions set forth in the Special Warrant Certificates. An aggregate of 5,828,342 special warrants are outstanding as of the date of this Prospectus Supplement.

The material terms and conditions of the Special Warrants are summarized below:

- Each of the Special Warrants entitles the holder thereof to acquire one Unit for each Special Warrant, subject to adjustment as provided for in the Special Warrant Certificates;
- Each Special Warrant will entitle the holder thereof to receive upon deemed exercise on the Automatic Exercise Date and without payment of additional consideration, one Unit consisting of: (i) one Unit Share; (ii) one Warrant with each Warrant having an exercise price of US$5.00 per Warrant Share with a term of 60 months from the date of issuance of the Special Warrant;
- The Company has agreed to use its commercially reasonable efforts to file a prospectus in order to qualify the distribution of the Unit Shares and Warrants upon the deemed exercise of the Special Warrants in the Qualifying Jurisdictions as soon as possible. This Prospectus Supplement is for such purpose;
- The Special Warrants will be deemed exercised into Units on the Automatic Exercise Date;
- The Special Warrant Certificates provide for and contain adjustment provisions designed to keep the holders of the Special Warrants unaffected by the possible occurrence of certain corporate events, including any subdivision, consolidation, stock dividend or reclassification of the Voting Shares, amalgamation, merger or corporate reorganization of the Company. The Company will make adjustments as it considers necessary and equitable acting in good faith, subject to any approvals required by any stock exchange or regulatory authority having jurisdiction over the Company.
- Until such time of the deemed exercise of the Special Warrants into the Units, the holders of Special Warrants do not have any right or interest whatsoever as a shareholder of the Company, including but not limited to any right to vote at, to receive notice of, or to attend, any meeting of shareholders or any other proceedings of the Company or any right to receive any dividend or other distribution.

The Warrants may expire without being exercised

The Warrants may not be exercised if the market price of the Voting Shares does not exceed the exercise price of the Warrants during the period in which the Warrants are exercisable. If the Warrants expire unexercised, the Company will not receive any proceeds from their exercise and holders will not receive the Warrant Shares underlying those Warrants.

The Company has granted to each holder of the Special Warrants a contractual right of rescission of the prospectus-exempt transaction under which the Special Warrant was initially acquired. The contractual right of rescission provides that if a holder of a Special Warrant who acquires another security of the Company on exercise of the Special Warrant is, or becomes, entitled under the securities legislation of a jurisdiction to the remedy of rescission because of the Prospectus or an amendment to the Prospectus containing a misrepresentation, (a) the holder is entitled to rescission of both the holder's exercise of its Special Warrant and the private placement transaction under which the Special Warrant was initially acquired; (b) the holder is entitled in connection with the rescission to a full refund of all consideration paid to the underwriter or the Company, as the case may be, on the acquisition of the special warrant; (c) if the holder is a permitted assignee of the interest of the original Special Warrant subscriber, the holder is entitled to exercise the rights of rescission and refund as if the holder was the original subscriber. See "*Contractual Rights of Rescission of Special Warrant Holders*".

The above is a summary of the material attributes and characteristics of the Special Warrants. This summary does not purport to be complete and is subject to, and qualified in its entirety by reference to, the terms of the

Special Warrant Certificates.

DESCRIPTION OF SECURITIES BEING DISTRIBUTED

Authorized Capital

The Company's authorized capital consists of an unlimited number of Voting Shares without par value and non-voting shares without par value. As of the date of this Prospectus Supplement, 55,597,366 Voting Shares and 2,312,243 non-voting shares are issued and outstanding on a non-diluted basis.

Voting Shares

The following is a brief summary of the material attributes of our Voting Shares. This summary does not purport to be complete. For full particulars and additional details on our Voting Shares, reference should be made to our articles, a copy of which is available on SEDAR+ at www.sedarplus.ca and EDGAR at www.sec.gov/edgar. Additionally, a more extensive summary of the terms of our Voting Shares is provided in the Annual Information Form, which is incorporated herein by reference.

Holders of Voting Shares are entitled to receive notice of any meetings of shareholders of the Corporation and to attend and cast one vote per Voting Share at all such meetings. Holders of Voting Shares are entitled to receive dividends if, as and when declared by the Board at its discretion from funds legally available for the payment of dividends. Upon the liquidation, dissolution or winding up of the Corporation, the holders of Voting Shares are entitled to participate on a pro rata basis in any distribution of the remaining property or assets of the Corporation, subject to the rights, privileges, restrictions and conditions attaching to any other series or class of shares of the Corporation ranking senior in priority to, or on a pro rata basis with, the Voting Shares. The Voting Shares do not carry any pre-emptive rights, conversion or exchange rights, or redemption, retraction, repurchase rights, nor do they contain any sinking fund or purchase fund provisions. There are no provisions requiring a holder of Voting Shares to contribute additional capital, and there are no restrictions on the issuance of additional Voting Shares by the Corporation.

Non-Voting Shares

The Company is also authorized to issue an unlimited number of non-voting shares without par value. The non-voting shares are not being distributed under this Prospectus Supplement. For a description of the non-voting shares, see "*Description of Securities Offered – Non-Voting Shares*" in the Base Shelf Prospectus.

Warrants

The Warrants are governed by the terms of the certificates representing the Warrants issued by the Company (the "**Warrant Certificates**").

Each Warrant will entitle the holder to acquire one Warrant Share at an exercise price of $5.00 per Warrant Share until July 30, 2031.

The Warrant Certificates provide for adjustment in the number of Warrant Shares issuable upon the exercise of the Warrants and/or the exercise price per Warrant Share upon the occurrence of certain events, including: (a) a share dividend or other distribution payable in Voting Shares, or a subdivision of the outstanding Voting Shares, (b) any consolidation or reverse share split of the outstanding Voting Shares into a smaller number of Voting Shares, (c) the issuance by reclassification of Voting Shares, (d) a subsequent rights offering or special distribution to certain groups of holders. In addition, in the event of a rights offering or other pro rata distribution to holders of Voting Shares, holders of Warrants will be entitled to participate therein to the same extent as if they had exercised their Warrants in full immediately prior to the applicable record date, subject to the beneficial ownership limitation described below.

The Warrant Certificates will also provide for adjustment in the class and/or number of securities or other property issuable upon the exercise of the Warrants and/or the exercise price per security upon the occurrence of the following additional events: (a) any merger or consolidation of the Company with or into another person, (b) any sale, lease, license, assignment, transfer, conveyance or other disposition of all or substantially all of the assets of the Company or any material subsidiary, (c) any completed tender offer or exchange offer accepted by the holders of more than 50% of the outstanding Voting Shares, (d) any reclassification, reorganization or recapitalization of the Voting Shares or any compulsory share exchange pursuant to which the Voting Shares are effectively converted into or exchanged for other securities, cash or property, or (e) a share purchase agreement or other business combination (including, without limitation, a reorganization, recapitalization, spin-off, merger or plan of arrangement) whereby another person or group acquires more than 50% of the outstanding Voting Shares or more than 50% of the voting power (each, a "**Fundamental Transaction**"). In addition, upon the occurrence of a Fundamental Transaction, a holder will have the option, exercisable within the period specified in the Warrant Certificate, to require the Company or the successor entity to purchase the unexercised portion of the holder's Warrant for cash at its Black-Scholes value determined in accordance with the Warrant Certificate, provided that if the Fundamental Transaction is not within the Company's control, the holder will be entitled to receive such value only in the same type or form of consideration (and in the same proportion) payable to holders of Voting Shares in the Fundamental Transaction. The Warrant Certificates will also provide that, during the period in which the Warrants are exercisable, the Company will give notice to the warrantholders of certain stated events, including events that would result in an adjustment to the exercise price for the Warrants and/or the number of Warrant Shares issuable upon exercise of the Warrants. The Warrants will be transferable in accordance with their terms and may be modified or amended with the written consent of the Company and the warrantholder.

The Warrants contain a beneficial ownership limitation that restricts exercise to the extent that, after giving effect to the issuance of Warrant Shares upon exercise, the holder and its attribution parties would beneficially own more than 4.99% (or, upon election by the applicable holder prior to the issuance of the applicable Warrant, 9.99%) of the number of Voting Shares outstanding immediately after giving effect to such issuance, as specified in the applicable Warrant.

The above is a summary of the material attributes and characteristics of the Warrants. This summary does not purport to be complete and is subject to, and qualified in its entirety by reference to, the terms of the Warrant Certificate.

PRIOR SALES

During the 12-month period before the date of this Prospectus Supplement, the Company issued the following Voting Shares, Non-Voting Shares and securities exercisable, convertible or exchangeable into Voting Shares and Non-Voting Shares:

Voting Shares

Date Issued	Number	Price (per Voting Share)
November 19, 2025	4,112,954	$0.05[1]
December 1, 2025	153,348	$4.00[3]
December 15, 2025	12,859	$4.00[3]
December 16, 2025	50,000	$0.10[2]
January 6, 2026	25,945	$4.00[3]
January 14, 2026	26,026	$4.00[3]
January 19, 2026	400,000	$4.00[4]
January 21, 2026	200,000	$0.10[2]
January 28, 2026	25,000	$2.00[4]
February 17, 2026	45,000	$3.00[4]
March 6, 2026	950,000	$2.50[4]
April 17, 2026	400,000	$2.40[4]
April 21, 2026	200,000	$0.10[2]
May 5, 2026	300,000	$0.50[5]
May 5, 2026	5,000	$0.50[5]
May 6, 2026	200,000	$0.10[2]

May 7, 2026	80,000	$0.50[5]
June 9, 2026	150,000	$4.00[3]
June 10, 2026	250,000	$3.00[4]
June 15, 2026	133,333	$0.50[5]
June 16, 2026	27,506	$4.00[3]
June 16, 2026	227,273	$5.55[5]
June 16, 2026	248,280	$5.55[4]
June 19, 2026	6,894	$4.00[3]
June 29, 2026	200,000	$0.10[2]
July 6, 2026	425,000	$8.91[4]
July 7, 2026	400,000	$0.10[2]
July 7, 2026	200,000	$2.50[4]
July 14, 2026	400,000	$0.10[2]
July 21, 2026	16,750	$5.97[4]
July 28, 2026	27,959	$4.00[3]
August 13, 2026	75,000	$6.08[4]

Notes

1. Voting Shares issued on completion of the Reverse Takeover Transaction in exchange for WBM FinCo shares in settlement of C$205,647.70 of indebtedness at a price of C$0.05 per share. Each WBM FinCo share was exchanged for one Voting Share on completion of the Reverse Takeover transaction.
2. Voting Shares issued on the cashless exercise of common share purchase warrants. The number of Voting Shares issued was determined in accordance with the cashless exercise formula contained in the applicable warrants, and no cash consideration was received by the Company. Certain notices of exercise were subsequently amended and restated to clarify the gross number of warrants exercised and the corresponding net number of Voting Shares issuable under the cashless exercise formula.
3. Voting Shares issued on the conversion of convertible debentures or convertible notes at a conversion price of $4.00 per Voting Share, including Voting Shares issued in settlement of accrued interest.
4. Voting Shares issued on the settlement of restricted share units.
5. Voting Shares issued on the exercise of stock options.

Non-Voting Shares

Date Issued	Number	Price (per Non-Voting Share)
November 19, 2025	2,312,243	$4.00

Special Warrants

Date Issued	Number	Number of Voting Shares Issuable Upon Exercise	Issue Price / Exercise Price
July 30, 2026	5,828,342	5,828,342(2)	$4.25(1)

Note

1. Each Special Warrant will be deemed to be exercised on the Automatic Exercise Date for no additional payment.
2. The deemed exercise produces 5,828,342 Unit Shares and 5,828,342 Warrants, with those Warrants exercisable for up to 5,828,342 additional Voting Shares.

Warrants

Date Issued	Number	Number of Voting Shares Issuable Upon Exercise	Exercise Price
November 19, 2025	2,553,477	2,553,477	$0.10(1)
November 19, 2025	375,000	375,000	$4.00(1)
November 19, 2025	268,750	268,750	$5.00(1)
November 19, 2025	97,927	97,927	C$3.60(2)

Notes

1. Issued by Bitzero Blockchain and exchanged for common share purchase warrants of the Company on completion of the reverse takeover.
2. Legacy common share purchase warrants of WBM Capital Corp. carried forward on completion of the reverse takeover. These warrants expired unexercised on November 30, 2025.

Stock Options

Date Issued	Number	Number of Voting Shares Issuable Upon Exercise	Exercise Price
November 19, 2025	340,000	340,000	$4.00(1)
November 19, 2025	518,033	518,033	$0.50(1)
November 19, 2025	160,000	160,000	$4.00(2)
June 12, 2026	454,546	454,546	$5.55(3)

Notes

1. Granted to directors of the Company on completion of the reverse takeover. These stock options expire on November 19, 2028.
2. These stock options expire on December 12, 2026. 227,273 of these stock options were exercised on June 16, 2026.
3. These stock options expire on December 12, 2026.

Restricted Stock Units

Date Issued	Number	Number of Voting Shares Issuable Upon Settlement	Grant-Date Value / Deemed Issue Price
January 19, 2026	45,000	45,000	$3.00(1)
March 4, 2026	1,150,000	1,150,000	Free(2)
April 17, 2026	400,000	400,000	$2.40(3)
May 6, 2026	200,000	200,000	$2.50(1)
May 6, 2026	150,000	150,000	$3.21(6)
May 28, 2026	250,000	250,000	$4.02(4)
June 12, 2026	248,280	248,280	$5.55(1)
June 22, 2026	425,000	425,000	$8.91(1)
August 13, 2026	75,000	75,000	$6.08(5)

Notes

1. RSUs issued in connection with consulting agreements.
2. Issued to management and employees as part of equity compensation plan.
3. Interest paid on a BTC Loan from FAR Holdings.
4. Supply of power transformers and related equipment to Bitzero from FAR Holdings for Bitzero.
5. RSUs issued to RSG-FZCO pursuant to a settlement agreement. The RSUs vested immediately upon issuance and were settled through the issuance of 75,000 Voting Shares.
6. The RSUs are granted but remain unsettled.

Convertible Notes

Date Issued	Principal Amount	Number of Voting Shares Issuable Upon Conversion	Conversion Price
November 19, 2025	US$2,853,990	713,498	$4.00(1)

Note

1. Convertible note issued to FAR Holdings as partial consideration for a purchase of transformers. The note remains outstanding as at the date of this Prospectus Supplement.

TRADING PRICE AND VOLUME

The Voting Shares are listed on the CSE under the stock symbol “AIBZ.U” and on the Nasdaq under the stock symbol “AIBZ”. The following tables set forth information relating to the monthly trading of the Voting Shares on the CSE and Nasdaq, as applicable, for the 12-month period prior to the date of this Prospectus Supplement. On September 10, 2026, the last trading day prior to the date of this Prospectus Supplement, the closing price of the Voting Shares on the CSE was $4.40 and the closing price of the Voting Shares on the Nasdaq was $4.49.

CSE

Month	High (US$)	Low (US$)	Trading Volume
September 2026(1)	5.16	4.11	107,390
August 2026	7.35	5.08	411,421
July 2026	8.58	4.87	1,277,277
June 2026	9.9	5.15	3,015,680

May 2026	5.35	2.36	3,365,087
April 2026	2.65	2.05	699,729
March 2026	2.63	2.11	807,659
February 2026	3.5	2.18	742,197
January 2026	3.99	2.2	1,479,313
December 2025	3	2.25	461,628
November 2025(2)(3)	4.12	2.31	389,624

Notes:

(1) From September 1, 2026 to September 11, 2026.
(2) The Voting Shares began trading on the CSE on November 24, 2025.
(3) From November 24, 2025 to November 30, 2025.

Nasdaq

Month	High (US$)	Low (US$)	Trading Volume
September 2026(1)	5.16	4.11	2,752,903
August 2026	7.32	5.65	8,238,079
July 2026	8.49	4.83	14,132,922
June 2026(2)(3)	10.25	5.0401	9,594,389

Notes:

(1) From September 1, 2026 to September 11, 2026.
(2) The Voting Shares began trading on the Nasdaq on June 9, 2026.
(3) From June 9, 2026 to June 30, 2026.

RISK FACTORS

Investors should consider carefully the risk factors set out herein and contained in and incorporated by reference in the accompanying Base Shelf Prospectus. Discussions of certain risks affecting the Company in connection with the Company's business are set out under the heading "Risk Factors" in the accompanying Base Shelf Prospectus as well as in the documents incorporated by reference therein and herein.

An investment in the Securities is speculative.

An investment in the Unit Shares and Warrants is speculative due to the risky nature of the Company's business and the present state of its development. Investors may lose their entire investment and should carefully consider the risk factors described below and under the heading "*Risk Factors*" in the Annual Information Form.

The Company has a working capital deficit and negative operating cash flow, and there is uncertainty about its ability to continue as a going concern.

The Interim Financial Statements include disclosure regarding the Company's ability to continue as a going concern. As at June 30, 2026, the Company had an accumulated deficit of $(121,001,609) and working capital of $(25,281,627), and whether and when the Company can generate sufficient cash flows to pay for its expenditures and settle its obligations as they fall due is uncertain. The Company is dependent on generating sufficient operating cash flow from its Bitcoin mining operations, and on raising additional equity or debt financing, to fund its growth and to pay its obligations as they come due. There can be no assurance that the Company's efforts to address these matters will be successful. If the Company is unable to generate sufficient cash flow or to obtain additional financing when required, it may be required to curtail its operations or dispose of assets, and investors could lose all or part of their investment.

The Company has had negative cash flow from operating activities and may continue to do so.

For the nine-month period ended June 30, 2026, net cash from (used in) operating activities was approximately $(18,262,124), and for the financial year ended September 30, 2025, net cash from (used in) operating activities was approximately $(20,809,971). Although the Company anticipates it will have positive cash flow from operating activities in future periods, that anticipation is based on certain assumptions and is subject to significant risks. See "*Sufficiency of Financial Resources*" in the Base Shelf Prospectus. To the extent that the Company has negative cash flow in any future period, certain of the net proceeds of the Special Warrant Financing may be used to fund such negative cash flow from operating activities. If the Company experiences future negative cash flow, it may also be required to raise additional funds through the issuance of equity or debt securities. There can be no assurance that the Company will be able to generate positive cash flow from its operations, that additional capital or other types of financing will be available when needed, or that any such financing will be on terms favourable to the Company.

Management has discretion concerning the use of the net proceeds of the Special Warrant Financing.

On August 6, 2026, the Company applied approximately 97.4% of the net proceeds of the Special Warrant Financing to repay the JGB Facility in full. While detailed information regarding the use of the net proceeds of the Special Warrant Financing is described in this Prospectus Supplement, the Company will have broad discretion over the use of the unapplied balance of those net proceeds. There may be circumstances where, for sound business reasons, a reallocation of that balance may be deemed prudent or necessary. In such circumstances that balance will be reallocated at the Company's sole discretion.
Management will have discretion concerning the use of the unapplied balance of the net proceeds described in this Prospectus Supplement as well as the timing of the related expenditures. As a result, an investor will be relying on the judgment of management for the application of that balance. Management may use that balance in ways that an investor may not consider desirable. The results and the effectiveness of the application of that balance are uncertain. If it is not applied effectively, the Company's results of operations may suffer.

The Company may have to raise additional capital to develop the Company's business through the issuance of additional equity, which the Company may not be able to do on favorable terms or at all.

The continued development of the Company may require additional financing. There is no guarantee that the Company will be able to achieve its business objectives. The Company intends to partially fund its business objectives by way of additional offerings of equity and/or debt financing as well as through positive cash flow from operations. The failure to raise or procure such additional funds or the failure to maintain positive cash flow could result in the delay or indefinite postponement of current business objectives. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, will be on terms acceptable to the Company. If additional funds are raised by new equity securities, existing shareholders could suffer significant dilution, and any new equity securities issued could have rights, preferences and privileges superior to those of holders of Voting Shares. In addition, any debt financings may 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 or the disposition of assets. Debt financings may also contain provisions which, if breached, may entitle lenders or their agents to accelerate repayment of loans and/or realize upon security over the assets of the Company, and there is no assurance that the Company would be able to repay such loans in such an event or prevent the enforcement of security granted pursuant to such debt financing. The Company may require additional financing to fund its operations.

The market price of the Company's Voting Shares may be volatile.

The market price of the Voting Shares may be volatile and subject to wide fluctuations in response to numerous factors, many of which are beyond the Company's control. This volatility may affect the ability of holders of Voting Shares to sell their securities at an advantageous price. Market price fluctuations in the Voting Shares may be due to the Company's operating results failing to meet expectations of securities analysts or investors in any period; downward revision in securities analysts' estimates; adverse changes in general market conditions or economic trends; changes in the economic performance or market valuations of companies in the industry in which the Company operates; addition or departure of the Company's executive officers, directors and other key personnel and consultants; release or expiration of transfer restrictions on outstanding Voting Shares; sales or perceived sales of additional shares; regulatory changes affecting the

Company's industry generally and its business both domestically and abroad; announcements of developments and other material events by the Company or its competitors, fluctuations in the cost of vital production materials and services; changes in global financial markets, global economies, general market conditions, interest rates and volatility in the price of the Company's products which may be impacted by a variety of factors; fluctuations in the price of Voting Shares that cause short sellers to enter the market; the sentiment of retail investors (including as may be expressed on financial trading and other social media sites); significant acquisitions or business combinations, strategic partnerships, joint ventures or capital commitments by or involving the Company or its competitors; operating and share price performance of other companies that purchasers deem comparable to the Company or from a lack of market comparable companies; or news reports relating to trends, concerns, technological or competitive developments, regulatory changes and other related issues in the Company's industry or target markets; along with a variety of additional factors. These broad market fluctuations may adversely affect the market price of the Voting Shares.

Financial markets have recently experienced significant price and volume fluctuations that have particularly affected the market prices of equity securities of companies and that have often been unrelated to the operating performance, underlying asset values or prospects of such companies. Accordingly, the market price of the Voting Shares may decline even if the Company's operating results, underlying asset values or prospects have not changed. Additionally, these factors, as well as other related factors, may cause decreases in asset values that are deemed to be other than temporary, which may result in impairment losses. There can be no assurance that continuing fluctuations in price and volume will not occur. If such increased levels of volatility and market uncertainty continue, the Company's operations could be adversely impacted, and the trading price of the Voting Shares may be materially adversely affected.

There may not be an active, liquid market for the Company's Voting Shares.

There may not be an active, liquid market for the Voting Shares. There is no guarantee that an active trading market for the Voting Shares will be maintained on the CSE, Nasdaq or any other stock exchange on which the Company may list the Voting Shares in the future. Investors may not be able to sell their Voting Shares quickly or at the latest market price if trading in the Voting Shares is not active.

If the Company is required to raise additional capital through the issuance of additional equity, this could result in dilution to shareholders.

The Company may issue additional securities in the future, which may dilute a shareholder's holdings in the Company. The Company's articles permit the issuance of an unlimited number of Voting Shares, and shareholders will have no pre-emptive rights in connection with such further issuance. The directors of the Company have discretion to determine the price and the terms of further issuances. Moreover, additional Voting Shares will be issued by the Company on the exercise of options or other convertible securities issued under the Company's omnibus equity incentive plan, and upon the exercise of outstanding Voting Share purchase warrants. Furthermore, the Company may complete additional corporate and property acquisitions pursuant to which it may issue Voting Shares or other equity as partial or full consideration for such acquisitions.

It may be difficult for certain investors to enforce foreign judgments.

Some of the Company's directors and officers reside outside of Canada. Some or all of the assets of such person may be located outside of Canada. Therefore, it may not be possible for investors to collect or to enforce judgments obtained in Canadian courts predicated upon the civil liability provisions of applicable securities laws against such persons. Moreover, it may not be possible for investors to effect service of process within Canada upon such persons.

The Company may lose its foreign private issuer status in the future, which could result in significant additional costs and expenses to the Company.

In order to maintain its status as a foreign private issuer, a majority of the Company's Voting Shares must be either directly or indirectly owned by non-residents of the U.S. unless the Company also satisfies one of the additional requirements necessary to preserve this status. The Company may in the future lose its foreign private issuer status if a majority of its Voting Shares are held in the U.S. and if the Company fails to meet the additional requirements necessary to avoid loss of its foreign private issuer status. The regulatory and compliance costs under U.S. federal securities laws as a U.S. domestic issuer may be significantly more than the costs incurred as a Canadian foreign private issuer eligible to use the Canada-U.S. multijurisdictional disclosure system ("**MJDS**"). If the Company is not a foreign private issuer, it would not be eligible to use MJDS or other foreign issuer forms and would be required to file periodic and current reports and registration statements on U.S. domestic issuer forms with the SEC, which are more detailed and extensive than the forms available to a foreign private issuer, and would be required to file financial statements prepared in accordance with United States GAAP. In addition, the Company may lose the ability to rely upon exemptions from corporate governance requirements of U.S. securities exchanges that are available to foreign private issuers.

The Company relies upon certain accommodations available to it as an "emerging growth company".

The Company is an "emerging growth company" as defined in Section 3(a) of the United States Securities Exchange Act of 1934, as amended (the "**U.S. Exchange Act**"), and the Company will continue to qualify as an emerging growth company until the earliest to occur of: (a) the last day of the fiscal year during which the Company has total annual gross revenues of $1,235,000,000 (as such amount is indexed for inflation every five years by the SEC) or more; (b) the last day of the fiscal year of the Company following the fifth anniversary of the date of the first sale of common equity securities of the Company pursuant to an effective registration statement under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"); (c) the date on which the Company has, during the previous three year period, issued more than $1,000,000,000 in non-convertible debt; and (d) the date on which the Company is deemed to be a "large accelerated filer", as defined in Rule 12b-2 under the U.S. Exchange Act. The Company will qualify as a "large accelerated filer" (and would cease to be an emerging growth company) at such time when on the last business day of its second fiscal quarter of such year the aggregate worldwide market value of its common equity held by non-affiliates will be $700,000,000 or more. For so long as the Company remains an emerging growth company, it is permitted to and intends to rely upon exemptions from certain disclosure requirements that are applicable to other public companies that are not emerging growth companies. These exemptions include not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act. The Company cannot predict whether investors will find the Voting Shares less attractive because the Company relies upon certain of these exemptions. If some investors find the Voting Shares less attractive as a result, there may be a less active trading market for the Voting Shares and the Voting Share price may be more volatile. On the other hand, if the Company no longer qualifies as an emerging growth company, the Company would be required to divert additional management time and attention from the Company's development and other business activities and incur increased legal and financial costs to comply with the additional associated reporting requirements, which could negatively impact the Company's business, financial condition and results of operations.

Holders of Special Warrants have no rights as a shareholder of the Company.

Until such time of the deemed exercise of the Special Warrants into the Units, the holders of Special Warrants do not have any right or interest whatsoever as a shareholder of the Company, including but not limited to any right to vote at, to receive notice of, or to attend, any meeting of shareholders or any other proceedings of the Company or any right to receive any dividend or other distribution.

CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

The following is, as of the date hereof, a general summary of the principal Canadian federal income tax considerations under the *Income Tax Act* (Canada) and the regulations thereunder (collectively, the "**Tax Act**") generally applicable to a holder of Unit Shares and Warrants qualified by this Prospectus Supplement, and Warrant Shares acquired on the exercise of such Warrants (the Unit Shares and Warrant Shares referred to herein as Voting Shares). This summary only applies to a holder that, for the purposes of the Tax Act and at all relevant times: (i) acquires and holds such Voting Shares and Warrants as capital property, and (ii) is not affiliated with and deals at arm's length with the Company, the Agent and any subsequent purchasers of Voting Shares and Warrants held by them (a "**Holder**"). A Voting Share or Warrant generally will be capital property to a holder unless it is held in the course of carrying on a business of trading in or dealing in securities, or it has been acquired in a transaction or transactions considered to be an adventure or concern in the nature of trade.

This summary does not apply to a Holder: (i) that is a "financial institution", as defined in the Tax Act for the purposes of the mark-to-market rules contained in the Tax Act; (ii) that is a "specified financial institution" as defined in the Tax Act; (iii) an interest in which would be a "tax shelter investment" as defined in the Tax Act; (iv) that has made a functional currency reporting election under the Tax Act; (v) that has or will enter into a "derivative forward agreement" or a "synthetic disposition arrangement", as those terms are defined in the Tax Act, with respect to the Voting Shares or Warrants; (vi) that is a partnership; (vii) that receives dividends on the Voting Shares under or as part of a "dividend rental arrangement", as defined in the Tax Act; or (viii) that is exempt from tax under Part I of the Tax Act. Such Holders should consult their own tax advisors with respect to an investment in Units.

This summary is based on the current provisions of the Tax Act, all specific proposals to amend the Tax Act publicly announced by or on behalf of the Minister of Finance (Canada) ("**Tax Proposals**") before the date of this Prospectus Supplement, and the current administrative policies and assessing practices of the Canada Revenue Agency ("**CRA**"), published in writing by it before the date of this Prospectus Supplement. No assurance can be given that the Tax Proposals will be enacted in the form proposed or at all. Except as mentioned above, this summary does not take into account or anticipate any changes in law, whether by legislative, administrative or judicial decision or action, nor does it take into account provincial, territorial or foreign income tax legislation or considerations, which may differ significantly from the Canadian federal income tax considerations discussed herein.

This summary is not exhaustive of all possible Canadian federal income tax considerations, is of a general nature only, does not describe the income tax consequences relating to the deductibility of interest on money borrowed to acquire Units and is not intended to be, nor should it be construed to be, legal or tax advice to any particular Holder. Accordingly, Holders should consult their own tax advisors about the specific tax consequences to them of acquiring, holding and disposing of a Voting Share or Warrant.

Allocation of Cost

Holders will be required to allocate on a reasonable basis their cost of each Unit between the Unit Share and the Warrants comprising the Unit in order to determine their respective adjusted cost bases for purposes of the Tax Act. There can be no assurance that the CRA will agree with a Holder's allocation of such cost.

The adjusted cost base to a Holder of each Unit Share comprising a part of a Unit qualified by this Prospectus Supplement will be determined by averaging the cost of such Unit Share with the adjusted cost base to such Holder of all other Voting Shares (if any) held by the Holder as capital property immediately prior to the acquisition.

Currency Conversion

Subject to certain exceptions that are not discussed in this summary, for the purposes of the Tax Act, all amounts relating to the acquisition, holding or disposition of Voting Shares or Warrants must be determined in Canadian dollars based on the Bank of Canada rate for the day on which such amount arose or such other rate as is acceptable to the CRA.

Exercise of Warrants

No gain or loss will be realized by a Holder upon the exercise of a Warrant to acquire a Warrant Share. When a Warrant is exercised, the Holder's cost of the Warrant Share acquired thereby will be the aggregate of the

Holder's adjusted cost base of such Warrant and the exercise price paid for the Warrant Share. The Holder's adjusted cost base of the Warrant Share so acquired will be determined by averaging such cost with the adjusted cost base (determined immediately before the acquisition of the Warrant Share) to the Holder of all Voting Shares (if any) held by the Holder as capital property immediately prior to such acquisition.

Expiry of Warrants

The expiry of an unexercised Warrant will result in a capital loss to a Holder equal to the Holder's adjusted cost base of such Warrant immediately before its expiry.

Residents of Canada

The following portion of the summary is generally applicable to a Holder that, at all relevant times for purposes of the Tax Act and any applicable income tax treaty or convention, is or is deemed to be a resident of Canada (a "**Resident Holder**").

Resident Holders that might not otherwise be considered to hold their Voting Shares as capital property may, in certain circumstances, be entitled to have their Voting Shares and all other "Canadian securities" (as defined in the Tax Act) owned in the taxation year of the election and all subsequent taxation years deemed to be capital property by making the irrevocable election permitted by subsection 39(4) of the Tax Act. Such Resident Holders should consult their own tax advisors as to whether an election under subsection 39(4) of the Tax Act is available and/or advisable in their particular circumstances. This election is not available for the Warrants.

This summary does not apply to a Resident Holder: (i) that is a "financial institution" for purposes of the Tax Act, (ii) that is a "specified financial institution" as defined for purposes of the Tax Act, (iii) that is a corporation that is or becomes, or does not deal at arm's length for purposes of the Tax Act with a corporation resident in Canada that is or becomes, as part of a transaction or event or series of transactions or events that includes the acquisition of Voting Shares or Warrants, controlled by a non-resident person, or a group of non-resident persons not dealing with each other at arm's length for the purposes of the foreign affiliate dumping rules in Section 212.3 of the Tax Act, (iv) that reports its "Canadian tax results" (as defined in the Tax Act) in a currency other than Canadian currency, (v) that has entered into or will enter into a "synthetic disposition arrangement" or "derivative forward agreement", as such terms are defined in the Tax Act, with respect to Voting Shares or Warrants, (vi) an interest in which is a "tax shelter investment" for purposes of the Tax Act, or (vii) that receives dividends on Voting Shares under or as part of a "dividend rental arrangement", as defined in the Tax Act. Such Resident Holders should consult their own tax advisors.

Receipt of Dividends on Voting Shares

Dividends received or deemed to be received on Voting Shares by a Resident Holder that is an individual (other than certain trusts) will be included in computing the individual's income and will be subject to the gross-up and dividend tax credit rules normally applicable to taxable dividends received by an individual from a taxable Canadian corporation. Taxable dividends received or deemed to be received by such individual which are designated by the Company as "eligible dividends" in accordance with the Tax Act will be subject to enhanced gross-up and dividend tax credit rules under the Tax Act. There may be limitations on the Company's ability to designate any dividends as "eligible dividends".

Dividends received or deemed to be received on Voting Shares by a Resident Holder that is a corporation will be included in computing its income and generally will be deductible in computing its taxable income for that taxation year. In certain circumstances, taxable dividends received by a Resident Holder that is a corporation may be treated as proceeds of disposition or a capital gain pursuant to the rules in subsection 55(2) of the Tax Act. Resident Holders that are corporations should consult their own tax advisors having regard to their own circumstances.

A Resident Holder that is a "private corporation" or "subject corporation" (each as defined in the Tax Act) generally will be liable to pay a special tax under Part IV of the Tax Act (refundable in certain circumstances) on dividends received (or deemed to be received) on the Shares to the extent such dividends are deductible in computing its taxable income for the taxation year. A "subject corporation" is generally a corporation (other than a private corporation) resident in Canada and controlled directly or indirectly by or for the benefit of an individual (other than a trust) or a related group of individuals (other than trusts).

Disposition of a Voting Share or a Warrant

On a disposition or a deemed disposition of a Voting Share (other than to the Company, unless purchased by the Company on the open market in the manner in which shares are normally purchased by any member of the public in the open market) or Warrant, a Resident Holder generally will realize a capital gain (or a capital loss) equal to the amount by which the proceeds of disposition of the Voting Share or Warrant exceed (or are exceeded by) the aggregate of the Resident Holder's adjusted cost base thereof and any reasonable costs of disposition. The adjusted cost base to a Holder of Voting Shares and Warrant is described under the headings "*Allocation of Cost*" and "*Exercise of Warrants*". The tax treatment of any such capital gain (or capital loss) and the capital loss on the expiry of unexercised Warrants is described under the headings "*Taxation of Capital Gains and Capital Losses*" and "*Expiry of Warrants*"

Taxation of Capital Gains and Capital Losses

Generally, one-half of the amount of any capital gain (a "**taxable capital gain**") realized by a Resident Holder in a taxation year must be included in computing the Resident Holder's income in that year, and one-half of the amount of any capital loss (an "**allowable capital loss**") realized by a Resident Holder in a taxation year must be deducted from taxable capital gains realized by the Resident Holder in that year. Allowable capital losses in excess of taxable capital gains realized in a taxation year generally may be carried back and deducted in any of the three preceding taxation years or carried forward and deducted in any following taxation year against net taxable capital gains realized in such years to the extent and under the circumstances described in the Tax Act.

The amount of any capital loss realized on the disposition or deemed disposition of a Voting Share by a Resident Holder that is a corporation may be reduced by the amount of dividends received or deemed to have been received by it on the Voting Share (or on a share for which such Voting Share has been substituted) to the extent and in the circumstances prescribed by the Tax Act. Similar rules may apply where a corporation is a member of a partnership or a beneficiary of a trust that owns Voting Shares, directly, or indirectly through a partnership or a trust. Resident Holders to which these rules may be relevant should consult their own tax advisors.

Refundable Tax

A Resident Holder that is, throughout the relevant taxation year, a "Canadian-controlled private corporation" (as defined in the Tax Act), or that is, at any time in a relevant taxation year, a "substantive CCPC" (as defined in the Tax Act) may be liable to pay an additional tax (refundable in certain circumstances) on its "aggregate investment income" (as defined in the Tax Act) for the year, which includes taxable capital gains, and dividends or deemed dividends that are not deductible in computing the Resident Holder's taxable income. Resident Holders to whom these rules may be relevant should consult their own tax advisors.

Minimum Tax

Capital gains realized and taxable dividends received or deemed to be received by a Resident Holder who is an individual (including certain trusts) may give rise to minimum tax under the Tax Act. Resident Holders should consult their own advisors with respect to the application of minimum tax.

Holders Not Resident in Canada

The following portion of the summary is generally applicable to a Holder that, at all relevant times for purposes of the Tax Act, is (i) neither a resident nor deemed to be a resident of Canada (including as a consequence of an applicable income tax treaty or convention) and (ii) does not use or hold, and is not deemed to use or hold Voting Shares or Warrants in connection with carrying on a business in Canada (a "**Non-Resident Holder**"). Special rules which are not discussed in this summary, may apply to a non-resident insurer carrying on business in Canada and elsewhere or to an "authorized foreign bank" (as defined in the Tax Act). Such Holders should consult their own tax advisors.

Receipt of Dividends on Voting Shares

Dividends on Voting Shares paid or credited, or deemed to be paid or credited to a Non-Resident Holder will be subject to a non-resident withholding tax under the Tax Act at a rate of 25%, subject to reduction under the provisions of an applicable income tax treaty or convention. For example, where a Non-Resident Holder is a resident of the United States, is fully entitled to the benefits under the Canada-U.S. Income Tax Convention (1980), as amended, and is the beneficial owner of the dividend, the applicable rate of Canadian withholding tax is generally reduced to 15% of the amount of such dividend. The *Multilateral Convention to Implement Tax Treaty Related Measures to Prevent Base Erosion and Profit Shifting* (the "**MLI**") of which Canada is a signatory, affects many of Canada's tax treaties (but not the Canada-U.S. Income Tax Convention (1980)), including the ability to claim benefits thereunder. Non-Resident Holders should consult their own tax advisors to determine their entitlement to benefits under any applicable income tax treaty or convention based on their particular circumstances.

Disposition of a Voting Share or a Warrant

A Non-Resident Holder will not be subject to tax under the Tax Act in respect of any capital gain realized on a disposition of Voting Shares or Warrants unless the Voting Shares or Warrants disposed of constitute "taxable Canadian property" of the Non-Resident Holder and the Non-Resident Holder is not entitled to relief under an applicable income tax treaty or convention (including as a result of the application of the MLI).

Generally, a Voting Share or Warrant will not be "taxable Canadian property" (within the meaning of the Tax Act) of a Non-Resident Holder at a particular time provided that the Voting Shares are listed on a "designated stock exchange" (which currently includes the CSE and Nasdaq) unless, at any time during the 60-month period preceding the particular time, (a) the Voting Shares derived more than 50% of their fair market value directly or indirectly from one or any combination of: (i) real or immovable properties situated in Canada, (ii) Canadian resource properties (as defined in the Tax Act), (iii) timber resource properties (as defined in the Tax Act), and (iv) options in respect of, or interests in, or for civil law rights in, property described in (i) to (iii), whether or not the property exists; and (b) at such time, 25% or more of the issued shares of any class or series of the Company's shares were owned by one or any combination of (i) the Non-Resident Holder, (ii) persons with whom the Non-Resident Holder did not deal at "arm's length" (within the meaning of the Tax Act), and (iii) partnerships in which the Non-Resident Holder or a person described in (ii) holds a membership interest directly or indirectly through one or more partnerships. Notwithstanding the foregoing, the Voting Shares and Warrants may also be deemed to be taxable Canadian property to a Non-Resident Holder for purposes of the Tax Act in certain circumstances.

If Voting Shares or Warrants are, or are deemed to be, taxable Canadian property of a Non-Resident Holder and any capital gain that would be realized on the disposition thereof is not exempt from tax under the Tax Act or pursuant to an applicable income tax treaty or convention (including as a result of the application of the MLI), the income tax consequences described above under "*Resident Holders – Disposition of a Voting Share or a Warrant*" and "*Resident Holders – Taxation of Capital Gains and Capital Losses*" will generally apply to the Non-Resident Holder.

Non-Resident Holders whose Voting Shares or Warrants may constitute taxable Canadian property should consult their own tax advisors.

LEGAL MATTERS AND INTERESTS OF EXPERTS

Certain Canadian legal matters relating to the Special Warrant Financing under this Prospectus Supplement will be passed upon on our behalf by Garfinkle Biderman LLP.

MNP LLP audited the annual financial statements of the Corporation for the year ended October 31, 2024 and 2023, and was independent of the Corporation in accordance with the Code of Professional Conduct of the Chartered Professional Accountants of Ontario.

SRCO Professional Corporation ("**SRCO**") audited the annual financial statements of the Corporation for the financial year ended October 31, 2025 and is independent of the Corporation in accordance with the Code of Professional Conduct of the Chartered Professional Accountants of Ontario. SRCO audited the financial statements of Bitzero Blockchain for the financial year ended September 30, 2025 and 2024, and was independent of the Bitzero Blockchain in accordance with the Code of Professional Conduct of the Chartered Professional Accountants of Ontario.

As of the date of this Prospectus, the partners and associates of Garfinkle Biderman LLP, MNP LLP, and SRCO, as a group, beneficially own, directly or indirectly, less than 1% of the outstanding securities of any class or series of the Corporation.

AUDITOR, TRANSFER AGENT AND REGISTRAR

The Company's auditors are SRCO located at Park Place Corporate Centre, 15 Wertheim Court, Suite 409 Richmond Hill, ON L4B 3H7. SRCO has confirmed that they are independent of the Company within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of Ontario and in accordance with the applicable rules and regulations adopted by the SEC and Public Company Accounting Oversight Board (United States).

The Company's registrar and transfer agent for its Voting Shares is Odyssey Trust Company at its principal offices at Trader's Bank Building, 702-67 Yonge Street, Toronto, Ontario M5E 1J8.

ENFORCEMENT OF JUDGMENTS AGAINST FOREIGN PERSONS

The following persons reside outside of Canada and each has appointed an agent listed below for service of process in Canada. Purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person who resides outside of Canada, even if the party has appointed an agent for service of process.

Name and Position of Person	Name and Address of Agent
Mohammed Bakhashwain *Chief Executive Officer and Director*	Garfinkle Biderman LLP801-1 Adelaide St. East, Toronto, Ontario M5C 2V9
Giovanni Gaudenzi *Director*	Garfinkle Biderman LLP801-1 Adelaide St. East, Toronto, Ontario M5C 2V9
Guido Contesso *Director*	Garfinkle Biderman LLP801-1 Adelaide St. East, Toronto, Ontario M5C 2V9
Selena Barrera *Director*	Garfinkle Biderman LLP801-1 Adelaide St. East, Toronto, Ontario M5C 2V9

WHERE YOU CAN FIND ADDITIONAL INFORMATION

The Company is required to file with the securities commission or authority in each of the applicable provinces and territories of Canada annual and quarterly reports, material change reports and other information. In addition, the Company is subject to the informational requirements of the U.S. Exchange Act, and, in accordance with the U.S. Exchange Act, the Company also files reports with, and furnishes other information to, the United States Securities and Exchange Commission (the "**SEC**"). Under MJDS adopted by the United States and Canada, these reports and other information (including financial information) may be prepared in accordance with the disclosure requirements of Canada, which differ in certain respects from those in the United States. As a "foreign private issuer" (under U.S. securities laws), the Company is exempt from the rules under the U.S. Exchange Act prescribing the furnishing and content of proxy statements, and the Company's officers and directors are exempt from the short-swing profit recovery provisions contained in Section 16 of the U.S. Exchange Act. The Company is also exempt from Regulation FD, which prohibits issuers from making selective disclosures of material non-public information. In addition, the Company is not required to publish financial statements as promptly as U.S. companies. Furthermore, as a foreign private issuer, the Company has the option to follow certain Canadian corporate governance practices, except to the extent that such laws would be contrary to U.S. securities laws, and provided that the Company disclose the requirements it is not following and describe the Canadian practices it follows instead.

Documents filed with, or furnished to, the SEC are available through EDGAR at www.sec.gov. The Company's Canadian public disclosure is available on SEDAR+ and can be viewed at www.sedarplus.ca under the Company's issuer profile. Unless specifically incorporated by reference herein, documents filed or furnished by the Company on SEDAR+ or EDGAR are neither incorporated in nor part of this Prospectus.

STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus or a prospectus supplement (including a pricing supplement) relating to the securities purchased by a purchaser and any amendment thereto. In several of the provinces of Canada, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, damages if the prospectus or prospectus supplement (including any pricing supplement) relating to the securities purchased by a purchaser and any amendment thereto contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser.

In an offering of convertible, exchangeable or exercisable securities, investors are cautioned that the statutory right of action for damages for a misrepresentation contained in the prospectus is limited, in certain provincial securities legislation, to the price at which the convertible, exchangeable or exercisable securities is offered to the public under the prospectus offering. This means that, under the securities legislation of certain provinces, if the purchaser pays additional amounts upon conversion, exchange or exercise of the security, those amounts may not be recoverable under the statutory right of action for damages that applies in those provinces. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of this right of action for damages or consult with a legal adviser.

CONTRACTUAL RIGHTS OF RESCISSION OF SPECIAL WARRANT HOLDERS

In addition to the rights set out above, in the event that a holder of Special Warrants who acquires the Units is or becomes entitled under applicable Canadian securities laws to the remedy of rescission by reason of the final Prospectus or supplement to the Prospectus to be filed by the Company in connection herewith and any amendment thereto containing a misrepresentation, such holder shall, subject to available defences and any limitation period under applicable Canadian securities laws, be entitled to rescission not only of the holder's deemed exercise of its Special Warrants but also of the private placement transaction pursuant to which the Special Warrants were initially acquired, and shall be entitled in connection with such rescission to a full refund from the Company of the aggregate subscription price paid on the acquisition of the Special Warrants. In the event such holder is a permitted assignee of the interest of the original purchaser of the Special Warrants, such permitted assignee shall be entitled to exercise the rights of rescission and refund granted hereunder as if such permitted assignee was such original purchaser. The provisions of this section are a direct contractual right extended by the Company (but specifically not by the agent) to holders of Special Warrants, permitted assignees of such holders and holders of the Units acquired by such holders upon deemed exercise of the Special Warrants and are in addition to any other right or remedy available to a holder of Special Warrants under section 131 of the *Securities Act* (British Columbia) (the "**Securities Act**") or equivalent provisions of applicable Canadian securities laws, or otherwise at law. The foregoing contractual rights of action for rescission shall be subject to the defences described under section 131 of the Securities Act, and the equivalent provisions of the securities legislation of the other Qualifying Jurisdictions, which are incorporated herein by reference, and any other defence or defences available to the Company under applicable laws.

CERTIFICATE OF BITZERO HOLDINGS INC.

Dated: September 11, 2026

The short form prospectus, together with the documents incorporated in this prospectus by reference, as supplemented by the foregoing, will, as of the date of a particular distribution of securities under the prospectus, constitute full, true and plain disclosure of all material facts relating to the securities offered by the prospectus and the supplement as required by the securities legislation of each of the provinces and territories of Canada.

/s/ Mohammed Bakhashwain	*/s/ Igor Kostioutchenko*
Mohammed Bakhashwain	**Igor Kostioutchenko**
Chief Executive Officer	Chief Financial Officer

On behalf of the Board of Directors of Bitzero Holdings Inc.

/s/ Claudia Di Iorio	*/s/ Giovanni Gaudenzi*
Claudia Di Iorio	**Giovanni Gaudenzi**
Director	Director

CERTIFICATE OF THE PROMOTERS

Dated: September 11, 2026.

The short form prospectus, together with the documents incorporated in this prospectus by reference, as supplemented by the foregoing, will, as of the date of a particular distribution of securities under the prospectus, constitute full, true and plain disclosure of all material facts relating to the securities offered by the prospectus and the supplement as required by the securities legislation of each of the provinces and territories of Canada.

/s/ Mohammed Bakhashwain

Mohammed Bakhashwain

/s/ Giovanni Gaudenzi

Giovanni Gaudenzi