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The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM D

OMB APPROVAL	
OMB Number:	3235-0076
Estimated average burden hours per response:	4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number) [0001812477](#)
Name of Issuer [Bitfarms Ltd](#)
Jurisdiction of Incorporation/Organization [ONTARIO, CANADA](#)
Year of Incorporation/Organization
 Over Five Years Ago
 Within Last Five Years (Specify Year) [2018](#)
 Yet to Be Formed

Previous Names None

Entity Type
 Corporation
 Limited Partnership
 Limited Liability Company
 General Partnership
 Business Trust
 Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer [Bitfarms Ltd](#)
Street Address 1 [110 Yonge Street](#)
City [TORONTO](#)
State/Province/Country [ONTARIO, CANADA](#)
Street Address 2 [Suite 1601](#)
ZIP/PostalCode [M5C 1T4](#)
Phone Number of Issuer [\(647\) 259-1790](#)

3. Related Persons

Last Name [Finkielsztain](#)
Street Address 1 [110 Yonge Street](#)
City [TORONTO](#)
First Name [Andres](#)
Street Address 2 [Suite 1601](#)
State/Province/Country [ONTARIO, CANADA](#)
ZIP/PostalCode [M5C 1T4](#)
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name [Grodzki](#)
Street Address 1 [110 Yonge Street](#)
City [TORONTO](#)
First Name [Emiliano](#)
Street Address 2 [Suite 1601](#)
State/Province/Country [ONTARIO, CANADA](#)
ZIP/PostalCode [M5C 1T4](#)
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name [Bonta](#)
Street Address 1 [110 Yonge Street](#)
City [TORONTO](#)
First Name [Nicolas](#)
Street Address 2 [Suite 1601](#)
State/Province/Country [ONTARIO, CANADA](#)
ZIP/PostalCode [M5C 1T4](#)
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Hofmeister	Edith	
Street Address 1	Street Address 2	
110 Yonge Street	Suite 1601	
City	State/Province/Country	ZIP/PostalCode
TORONTO	ONTARIO, CANADA	M5C 1T4
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Howlett	Brian	
Street Address 1	Street Address 2	
110 Yonge Street	Suite 1601	
City	State/Province/Country	ZIP/PostalCode
TORONTO	ONTARIO, CANADA	M5C 1T4
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Morphy	L.	Geoffrey
Street Address 1	Street Address 2	
110 Yonge Street	Suite 1601	
City	State/Province/Country	ZIP/PostalCode
TORONTO	ONTARIO, CANADA	M5C 1T4
Relationship: <input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Lucas	Jeffrey	
Street Address 1	Street Address 2	
110 Yonge Street	Suite 1601	
City	State/Province/Country	ZIP/PostalCode
TORONTO	ONTARIO, CANADA	M5C 1T4
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Gagnon	Benjamin	
Street Address 1	Street Address 2	
110 Yonge Street	Suite 1601	
City	State/Province/Country	ZIP/PostalCode
TORONTO	ONTARIO, CANADA	M5C 1T4
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Gobeil	Benoit	
Street Address 1	Street Address 2	
110 Yonge Street	Suite 1601	
City	State/Province/Country	ZIP/PostalCode
TORONTO	ONTARIO, CANADA	M5C 1T4
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
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Fortier
Street Address 1
110 Yonge Street
City
TORONTO
Relationship: Executive Officer Director Promoter

Phillipe
Street Address 2
Suite 1601
State/Province/Country
ONTARIO, CANADA
ZIP/PostalCode
M5C 1T4

Clarification of Response (if Necessary):

Last Name
Osorio
Street Address 1
110 Yonge Street
City
TORONTO
Relationship: Executive Officer Director Promoter

First Name
Patricia
Street Address 2
Suite 1601
State/Province/Country
ONTARIO, CANADA
ZIP/PostalCode
M5C 1T4

Middle Name

Clarification of Response (if Necessary):

Last Name
Ammann
Street Address 1
110 Yonge Street
City
TORONTO
Relationship: Executive Officer Director Promoter

First Name
Marc-Andre
Street Address 2
Suite 1601
State/Province/Country
ONTARIO, CANADA
ZIP/PostalCode
M5C 1T4

Middle Name

Clarification of Response (if Necessary):

Last Name
Magrath
Street Address 1
110 Yonge Street
City
TORONTO
Relationship: Executive Officer Director Promoter

First Name
Paul
Street Address 2
Suite 1601
State/Province/Country
ONTARIO, CANADA
ZIP/PostalCode
M5C 1T4

Middle Name

Clarification of Response (if Necessary):

Last Name
Keen
Street Address 1
110 Yonge Street
City
TORONTO
Relationship: Executive Officer Director Promoter

First Name
Andrea
Street Address 2
Suite 1601
State/Province/Country
ONTARIO, CANADA
ZIP/PostalCode
M5C 1T4

Middle Name

Clarification of Response (if Necessary):

Last Name
Gao
Street Address 1
110 Yonge Street
City
TORONTO
Relationship: Executive Officer Director Promoter

First Name
Jeff (Jun Feng)
Street Address 2
Suite 1601
State/Province/Country
ONTARIO, CANADA
ZIP/PostalCode
M5C 1T4

Middle Name

Clarification of Response (if Necessary):

Last Name
Wargo
Street Address 1
110 Yonge Street

First Name
Stephanie
Street Address 2
Suite 1601

Middle Name

City TORONTO State/Province/Country ONTARIO, CANADA ZIP/PostalCode M5C 1T4

Relationship: [X] Executive Officer [] Director [] Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Polla Damian L.
Street Address 1 Street Address 2
110 Yonge Street Suite 1601
City State/Province/Country ZIP/PostalCode
TORONTO ONTARIO, CANADA M5C 1T4

Relationship: [X] Executive Officer [] Director [] Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Reeves Guillaume
Street Address 1 Street Address 2
110 Yonge Street Suite 1601
City State/Province/Country ZIP/PostalCode
TORONTO ONTARIO, CANADA M5C 1T4

Relationship: [X] Executive Officer [] Director [] Promoter

Clarification of Response (if Necessary):

4. Industry Group

- [] Agriculture
[] Banking & Financial Services
[] Commercial Banking
[] Insurance
[] Investing
[] Investment Banking
[] Pooled Investment Fund
[] Business Services
[] Energy
[] Coal Mining
[] Electric Utilities
[] Energy Conservation
[] Environmental Services
[] Oil & Gas
[] Other Energy
Health Care
[] Biotechnology
[] Health Insurance
[] Hospitals & Physicians
[] Pharmaceuticals
[] Other Health Care
[] Manufacturing
Real Estate
[] Commercial
[] Construction
[] REITS & Finance
[] Residential
[] Other Real Estate
Retailing
[] Restaurants
Technology
[] Computers
[] Telecommunications
[] Other Technology
Travel
[] Airlines & Airports
[] Lodging & Conventions
[] Tourism & Travel Services
[] Other Travel
[X] Other

5. Issuer Size

- Revenue Range OR Aggregate Net Asset Value Range
[] No Revenues [] No Aggregate Net Asset Value
[] \$1 - \$1,000,000 [] \$1 - \$5,000,000
[] \$1,000,001 - \$5,000,000 [] \$5,000,001 - \$25,000,000
[] \$5,000,001 - \$25,000,000 [] \$25,000,001 - \$50,000,000
[] \$25,000,001 - \$100,000,000 [] \$50,000,001 - \$100,000,000

Over \$100,000,000
 Decline to Disclose
 Not Applicable

Over \$100,000,000
 Decline to Disclose
 Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- | | | |
|--|--|---|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Investment Company Act Section 3(c) | |
| <input type="checkbox"/> Rule 504 (b)(1)(i) | <input type="checkbox"/> Section 3(c)(1) | <input type="checkbox"/> Section 3(c)(9) |
| <input type="checkbox"/> Rule 504 (b)(1)(ii) | <input type="checkbox"/> Section 3(c)(2) | <input type="checkbox"/> Section 3(c)(10) |
| <input type="checkbox"/> Rule 504 (b)(1)(iii) | <input type="checkbox"/> Section 3(c)(3) | <input type="checkbox"/> Section 3(c)(11) |
| <input checked="" type="checkbox"/> Rule 506(b) | <input type="checkbox"/> Section 3(c)(4) | <input type="checkbox"/> Section 3(c)(12) |
| <input type="checkbox"/> Rule 506(c) | <input type="checkbox"/> Section 3(c)(5) | <input type="checkbox"/> Section 3(c)(13) |
| <input type="checkbox"/> Securities Act Section 4(a)(5) | <input type="checkbox"/> Section 3(c)(6) | <input type="checkbox"/> Section 3(c)(14) |
| | <input type="checkbox"/> Section 3(c)(7) | |

7. Type of Filing

- New Notice Date of First Sale 2023-11-28 First Sale Yet to Occur
 Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes No

9. Type(s) of Securities Offered (select all that apply)

- | | |
|---|---|
| <input checked="" type="checkbox"/> Equity | <input type="checkbox"/> Pooled Investment Fund Interests |
| <input type="checkbox"/> Debt | <input type="checkbox"/> Tenant-in-Common Securities |
| <input checked="" type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security | <input type="checkbox"/> Mineral Property Securities |
| <input checked="" type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (describe) |

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient H.C. Wainwright & Co., LLC (Associated) Broker or Dealer <input checked="" type="checkbox"/> None None	Recipient CRD Number <input type="checkbox"/> None 375 (Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None None	
Street Address 1 430 Park Avenue	Street Address 2	
City New York	State/Province/Country NEW YORK	ZIP/Postal Code 10022
State(s) of Solicitation (select all that apply) Check "All States" or check individual States <input type="checkbox"/> All States <input type="checkbox"/> Foreign/non-US		
<input checked="" type="checkbox"/> CALIFORNIA <input checked="" type="checkbox"/> NEW YORK		

13. Offering and Sales Amounts

Total Offering Amount \$43,806,002 USD or Indefinite

Total Amount Sold \$43,806,002 USD

Total Remaining to be Sold \$0 USD or Indefinite

Clarification of Response (if Necessary):

Gross proceeds reported here using an exchange rate of 1 CAD : 0.7301 USD (November 27, 2023)

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

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15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$3,066,420 USD Estimate

Finders' Fees \$0 USD Estimate

Clarification of Response (if Necessary):

The placement agent was also issued warrants for up to 2,666,667 common shares of the issuer. Commissions reflect exchange rate of 1 CAD : 0.7301 USD (November 27, 2023)

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Bitfarms Ltd	/s/ L. Geoffrey Morphy	L. Geoffrey Morphy	President and Chief Executive Officer	2023-12-12

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.