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

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. )\*

**Bitfarms Ltd.**

(Name of Issuer)

**Common Shares**

(Title of Class of Securities)

**09173B107**

(CUSIP Number)

**Riot Platforms, Inc.**  
**3855 Ambrosia Street, Suite 301**  
**Castle Rock, CO 80109**  
**Telephone: (303) 794-2000**

**Attention to:**

**William Jackman**

**Executive Vice President, General Counsel and Secretary**

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

**May 21, 2024**

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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## SCHEDULE 13D

1	NAME OF REPORTING PERSON Riot Platforms, Inc.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Nevada	
	7	SOLE VOTING POWER 36,856,350
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 36,856,350
	10	SHARED DISPOSITIVE POWER 0
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 36,856,350	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 9.25%	
14	TYPE OF REPORTING PERSON CO	

## SCHEDULE 13D

**Item 1. Security and Issuer.**

This Schedule 13D (this “Statement”) relates to the Common Shares, no par value per share (the “Common Shares”), of Bitfarms Ltd., a corporation incorporated under the Canada Business Corporations Act and continued under the Business Corporations Act (Ontario) (the “Company”), whose principal executive offices are located at 110 Yonge Street, Suite 1601, Toronto, Ontario, M5C 1T4.

**Item 2. Identity and Background.**

(a)-(c), (f) This Statement is being filed by Riot Platforms, Inc., a Nevada corporation (“Riot” or the “Reporting Person”), whose principal executive offices are located at 3855 Ambrosia Street, Suite 301, Castle Rock, CO 80109. The common stock of Riot is listed for trading on the Nasdaq Capital Market under the trading symbol “RIOT”.

Riot is a vertically integrated Bitcoin mining company principally engaged in enhancing its capabilities to mine Bitcoin in support of the Bitcoin blockchain. Riot also provides comprehensive and critical infrastructure for institutional-scale Bitcoin mining at its large-scale Bitcoin mining facilities in Milam County, Texas, and Navarro County, Texas.

The information required by General Instruction C to Schedule 13D is attached hereto as Schedule A and is hereby incorporated by reference.

(d)-(e) The Reporting Person and the individuals listed on Schedule A have not, during the last five years, been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

**Item 3. Source and Amount of Funds or Other Consideration.**

The information disclosed under Item 4 below is hereby incorporated by reference into this Item 3.

The aggregate purchase price of the Common Shares held by the Reporting Person reported herein was US\$72,122,651. The Common Shares beneficially owned by the Reporting Person were purchased using funds out of its working capital.

**Item 4. Purpose of Transaction.**

On April 22, 2024, the Reporting Person sent a letter (the “First Letter”) to the board of directors of the Company (the “Board”) that set out the Reporting Person’s non-binding proposal to acquire all of the outstanding Common Shares of the Company (the “Proposed Transaction”) for consideration of US\$2.30 per Common Share, to be paid with a combination of cash and shares of the Reporting Person’s common stock (the “Purchase Price”). The foregoing summary of the First Letter is not intended to be complete and is qualified in its entirety by reference to the full text of the First Letter, which is filed as Exhibit 1 hereto and is incorporated herein by reference.

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## SCHEDULE 13D

On May 28, 2024, the Reporting Person sent a letter to the Board (the “Second Letter”) reiterating the Proposed Transaction at the Purchase Price. The Second Letter also advised the Board that the Reporting Person had acquired approximately 9.25% of the Common Shares and indicated that the Reporting Person currently intends to requisition a special meeting of the Company’s shareholders, at which the Reporting Person intends to nominate several well-qualified and independent directors to join the Company’s Board. The foregoing summary of the Second Letter is not intended to be complete and is qualified in its entirety by reference to the full text of the Second Letter, which is filed as Exhibit 2 hereto and is incorporated herein by reference.

On May 28, 2024, the Reporting Person issued a press release publicly announcing the Proposed Transaction and that the Reporting Person had acquired approximately 9.25% of the Common Shares. The foregoing summary of the press release is not intended to be complete and is qualified in its entirety by reference to the full text of the press release, which is filed as Exhibit 3 hereto and is incorporated herein by reference.

Neither the proposal, nor this Statement is meant to be, nor should be construed as, an offer to buy or the solicitation of an offer to sell any of the Company’s securities.

The Reporting Person intends to review its investment in the Company on a continuing basis and depending upon various factors, including without limitation, the Board’s response, if any, to the Proposed Transaction and any discussion between the Reporting Person and the Board relating thereto, the Company’s financial position and strategic direction, overall market conditions, other investment opportunities available to the Reporting Person, and the availability of securities of the Company at prices that would make the purchase or sale of such securities desirable, the Reporting Person may: (i) increase or decrease its position in the Company through, among other things, the purchase or sale of securities of the Company, including through transactions involving the Common Shares and/or other equity, debt, notes, other securities, or derivative or other instruments that are based upon or relate to the value of securities of the Company in the open market or otherwise; (ii) enter into transactions that increase or hedge their economic exposure to the Common Shares without affecting its beneficial ownership of the Common Shares; or (iii) consider or propose one or more of the actions described in subparagraphs (a) - (j) of Item 4 of Schedule 13D.

If the Proposed Transaction is consummated, it would result in, among other things, (i) the acquisition by the Reporting Person of additional securities of the Company, (ii) a change of control of the Company, (iii) a change in the board of directors or management of the Company, (iv) the de-listing of the Common Shares from the Nasdaq Stock Market, and (v) the de-registration of the Common Shares under the Act.

**Item 5. Interest in Securities of the Issuer.**

(a) and (b) The aggregate number and percentage of the Common Shares that are beneficially owned by the Reporting Person and as to which the Reporting Person has sole voting power, shared voting power, sole dispositive power and shared dispositive power are set forth on the cover page of this Statement, and such information is incorporated herein by reference. The percentages used herein are calculated based on an aggregate of 398,587,000 Common Shares reported by the Company to be outstanding as of May 14, 2024 in its Management’s Discussion and Analysis for the three months ended March 31, 2024, filed as Exhibit 99.2 to the Company’s Report of Foreign Private Issuer filed on Form 6-K on May 15, 2024.

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SCHEDULE 13D

(c) Information concerning the Common Shares purchased by (or on behalf of) the Reporting Person during the 60-day period prior to this filing is set forth in Schedule B hereto and is incorporated herein by reference.

(d) No person other than the Reporting Person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Shares beneficially owned by the Reporting Person.

(e) Not applicable.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.**

Not applicable.

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SCHEDULE 13D

**Item 7. Material to Be Filed as Exhibits.**

[Exhibit 1: April 22, 2024 Letter to the Board of Directors of the Company.](#)

[Exhibit 2: May 28, 2024 Letter to the Board of Directors of the Company.](#)

[Exhibit 3: Press Release of the Reporting Person, dated May 28, 2024](#)

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SCHEDULE 13D

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Dated: May 28, 2024

**Riot Platforms, Inc.**

By: /s/ Colin Yee

Name: Colin Yee

Title: Chief Financial Officer

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**SCHEDULE A**

*Directors and Executive Officers of the Reporting Person*

The following table sets forth certain information with respect to the directors and executive officers of the Reporting Person. Unless otherwise specified below, the business address and address of the organization of principal occupation or employment of each director and executive officer of the Reporting Person is 3855 Ambrosia Street, Suite 301 Castle Rock, CO, USA 80109.

<b>Name</b>	<b>Position</b>	<b>Citizenship</b>
Benjamin Yi	Director and Executive Chairman	Canada
Jason Les	Director and Chief Executive Officer	United States
Hubert Marleau	Director	Canada
Hannah Cho	Director	United States
Lance D'Ambrosio	Director	United States
Colin Yee	Executive Vice President, Chief Financial Officer	Canada
William Jackman	Executive Vice President, General Counsel and Secretary	Canada
Jason Chung	Executive Vice President, Head of Corporate Development & Strategy	Canada
Ryan Werner	Senior Vice President, Chief Accounting Officer	United States

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**SCHEDULE B***Transactions in Common Shares by the Reporting Person*

The table below specifies the date, amount, weighted average price and price range of the Common Shares purchased by (or on behalf of) the Reporting Person during the 60-day period prior to this filing, all of which were purchased in the open market. The Common Shares were purchased in multiple transactions at prices within the ranges indicated in the Price Range column. The Reporting Person undertakes to provide to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of Common Shares purchased at each separate price.

<b>Trade Date</b>	<b>Shares Purchased</b>	<b>Weighted Average Price per Share (US\$)</b>	<b>Price Range (US\$)</b>
3/28/2024	153,692	2.24	2.23 – 2.25
4/01/2024	825,000	2.28	2.23 – 2.32
4/02/2024	2,100,000	2.17	2.12 – 2.19
4/03/2024	1,462,848	2.23	2.17 – 2.25
4/16/2024	1,550,000	1.73	1.72 – 1.75
4/17/2024	1,750,000	1.76	1.72 – 1.82
4/18/2024	2,207,398	1.91	1.80 – 1.96
4/19/2024	2,200,000	1.92	1.88 – 1.97
4/22/2024	2,600,000	2.00	1.91 – 2.07
4/23/2024	268,946	2.10	2.06 – 2.12
4/26/2024	120,824	1.95	1.94 – 1.96
4/29/2024	879,176	1.92	1.88 – 1.95
5/15/2024	1,438,529	1.77	1.66 – 1.86
5/16/2024	1,200,000	1.80	1.75 – 1.84
5/17/2024	767,490	1.79	1.75 – 1.85
5/21/2024	6,229,769	1.87	1.82 – 1.92
5/22/2024	6,505,000	2.03	1.86 – 2.11
5/23/2024	3,997,678	2.02	1.95 – 2.10
5/24/2024	600,000	2.05	1.95 – 2.11



April 22, 2024

BY EMAIL

Board of Directors  
Bitfarms Ltd.  
110 Yonge Street, Suite 1601  
Toronto, ON M5C 1T4

Attention:  
Nicolas Bonta, Chairman of the Board  
Brian Howlett, Lead Independent Director

Dear Nicolas and Brian:

We at Riot Platforms Inc. (“Riot”) have long known and admired Bitfarms Ltd. (“Bitfarms”) and your successful development of a vertically-integrated platform comprised of geographically diverse sites predominantly powered by environmentally-friendly hydroelectric energy. As we have discussed in the past, we firmly believe that a combination of Bitfarms and Riot would create the premier, and largest, publicly-listed Bitcoin miner globally, with 52 EH/s of self-mining capacity by the end of 2024 and geographically diversified operations well positioned for long-term growth. We are confident that a combination of our two companies would generate significant benefits for stockholders of both Bitfarms and Riot, and are pleased to deliver this confidential non-binding proposal affirming our interest in a potential transaction (a “Transaction”).

Riot’s vision is to be the world’s leading Bitcoin-driven infrastructure platform. Our industry leading vertically-integrated approach to mining is demonstrated by the 700 MW of operating capacity at our Rockdale Facility, believed to be the largest Bitcoin mining facility in North America, and our recently energized Corsicana Facility which will have one gigawatt of total capacity when fully developed. We are strong believers in the vertically-integrated business model for Bitcoin mining and believe that Bitfarms’s strategy aligns well with ours.

Therefore, we are pleased to submit this non-binding proposal to acquire 100% of the equity interests of Bitfarms at a price of US\$2.30 for each outstanding Bitfarms common share. This represents a premium of 20% to the closing share price of Bitfarms on April 19, 2024. The consideration delivered to Bitfarms shareholders will be a mix of cash and Riot common stock that would result in Bitfarms shareholders owning no more than 17% of the outstanding common stock of the combined company upon consummation of a Transaction. A Transaction will not require Riot stockholder approval and there will be no financing contingency for the cash portion of the purchase price.

We believe that our proposal offers compelling value for Bitfarms shareholders, with a significant premium above Bitfarms’s current share price and the opportunity to receive Riot common stock and participate in the success of what will become the largest publicly-listed Bitcoin miner. Given our successful experience in executing strategic transactions, particularly evidenced by our acquisition of Whinstone US, Inc. in 2021, we are extremely confident that a Transaction with Riot will maximize speed and certainty of a successful closing for Bitfarms shareholders.

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Our plan is for Bitfarms to operate as Riot's international expansion arm and for our respective management teams to work together to aggressively pursue expansion and increase economies of scale across our combined sites. Bitfarms would also benefit from Riot's unmatched balance sheet strength, with *de minimis* corporate debt, US\$685 million in cash on hand and 8,490 unencumbered Bitcoin as of March 31, 2024, and significant access to public equity markets, all of which will enable Riot to fully finance Bitfarms's current and future growth plans.

The proposed Transaction is our highest strategic priority and has the full support of our entire Board of Directors. Together with our advisors at Citi and Paul Weiss, we have invested considerable time in the preparation of this proposal based on publicly available information. We would, however, expect to have a limited period of customary due diligence with access to appropriate information and your management team to confirm our understanding of Bitfarms. We are prepared to sign a mutually agreeable non-disclosure agreement to enter into these diligence discussions expeditiously, in parallel with which we would also negotiate and finalize definitive transaction agreements.

This letter contains a non-binding offer and is not intended to be legally binding, to constitute an offer capable of acceptance or to grant or impose any rights, obligations, or liability on any part. The final terms and conditions of a Transaction would be subject to the approval of our respective Boards of Directors and the finalization of mutually acceptable transaction agreements. The existence of this letter and its contents are to be held in the strictest confidence by each party and may not be disclosed to anyone other than to key representatives of each party that need to know such existence and contents in connection with a Transaction.

On behalf of our Board of Directors and management team, we would like to reiterate our commitment to the successful combination of our two organizations. We look forward to hearing your response to this proposal and look forward to working with you to create the world's leading Bitcoin mining company.

Yours sincerely,

/s/ Benjamin Yi

Benjamin Yi, Executive Chairman

/s/ Jason Les

Jason Les, Chief Executive Officer

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Riot Platforms, Inc.  
3855 Ambrosia Street, Suite 301  
Castle Rock, CO 80109

**May 28, 2024**

Board of Directors  
Bitfarms Ltd.  
110 Yonge Street, Suite 1601  
Toronto, ON M5C 1T4

Dear Directors:

We were surprised by your swift rejection of our April 22<sup>nd</sup> proposal without the benefit of a thorough and informed evaluation. Further, we are disappointed that we have not been able to engage with you in any meaningful way regarding the strategic and financial merits of combining our two companies given the historic opportunity this would afford Bitfarms' shareholders. Based on the serious governance questions raised below, we believe that the confidentiality agreement that you demanded we execute – which originally included a standstill of more than three years – was designed to give the Bitfarms Board complete control over whether our proposal was properly considered irrespective of the best interests of Bitfarms' shareholders.

As you know, this is not the first time we have expressed an interest in discussing a potential combination with you, and after repeated attempts to do so have not progressed, we have decided to publicly disclose our proposal. Bitfarms' shareholders should have the opportunity to decide if they prefer the substantial premium and high degree of certainty offered by our proposal, or if they would rather continue to accept the significant risk that Bitfarms can realize its full potential for shareholders through the execution of its strategic plan given Bitfarms' problematic governance structure and the Board's recent concerning actions.

Moreover, as the single largest shareholder of Bitfarms, with ownership of 9.25% of Bitfarms' common shares, we are deeply concerned that the founders on Bitfarms' Board – Nicolas Bonta and Emiliano Grodzki – may be entrenching themselves rather than acting in the best interests of all Bitfarms' shareholders. These concerns have only been heightened by the abrupt termination of the Bitfarms CEO without a transition plan in place during a critical period of execution for Bitfarms and the industry, as well as the allegations, if accurate, made against certain members of Bitfarms' Board by the ex-CEO in his lawsuit. In light of our serious governance concerns, we currently intend to requisition a special meeting of Bitfarms' shareholders, at which we would nominate several well-qualified and independent directors to join the Bitfarms Board.

As we have transparently discussed in the past, we firmly believe that a combination of Bitfarms and Riot would create the premier and largest publicly listed Bitcoin miner globally, with a combined pro forma 19.6 EH/s of current self-mining capacity, 52 EH/s of self-mining capacity forecasted by year-end, a stronger financial position to support Bitfarms' growth plans and unmatched geographically diversified operations. We are confident that a combination of our two companies would generate significant benefits for stakeholders of both Bitfarms and Riot.

We reiterate our original proposal to acquire 100% of Bitfarms' common shares at a price of US\$2.30 per share. This represents a premium of 24% to Bitfarms' one-month volume-weighted average share price as of May 24, 2024. The consideration offered to Bitfarms' shareholders under the proposal will consist of a mix of cash and Riot common stock that would result in Bitfarms' shareholders owning up to approximately 17% of the outstanding common stock of the combined company upon consummation of a merger between Bitfarms and Riot. The proposed transaction will not require Riot shareholder approval and there will be no financing contingency for the cash portion of the purchase price.

We believe that our proposal offers compelling value for Bitfarms' shareholders, with a significant premium above Bitfarms' recent share price. The opportunity to receive Riot common stock will allow Bitfarms' shareholders to participate in the significant upside potential of what will become the largest publicly listed Bitcoin miner. Given our successful experience in executing strategic transactions, particularly evidenced by our acquisition of Whinstone US, Inc. in 2021, we are extremely confident that a transaction with Riot will be in the best interests of all of Bitfarms' shareholders.

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Riot Platforms, Inc.  
3855 Ambrosia Street, Suite 301  
Castle Rock, CO 80109

Riot's vision is to be the world's leading Bitcoin-driven infrastructure platform. Our industry-leading, vertically-integrated approach to mining is demonstrated by the 700 MW of operating capacity at our Rockdale Facility, believed to be the largest Bitcoin mining facility in North America, and our recently energized Corsicana Facility, which will have one gigawatt of total capacity when fully developed. We are strong believers in the vertically-integrated business model for Bitcoin mining and believe that Bitfarms' strategy aligns well with ours.

Our plan is for Bitfarms to operate as Riot's international expansion arm and for Bitfarms' well-respected management team to stay on and work together with us to aggressively pursue expansion and increase economies of scale across our combined sites. Bitfarms would also benefit from Riot's balance sheet strength, with *de minimis* corporate debt, more than US\$700 million in cash on hand and 8,872 unencumbered Bitcoin as of April 30, 2024, and significant access to public equity markets, all of which will enable Riot to fully finance Bitfarms' growth plans.

The proposed transaction is our highest strategic priority and has the full support of our entire Board of Directors. Together with our advisors, we have invested considerable time in the preparation of this proposal based on publicly available information.

This letter constitutes a non-binding proposal and is not intended to be legally binding, to constitute an offer capable of acceptance or to grant or impose any rights, obligations, or liability on any part. The final terms and conditions of a transaction would be subject to the approval of our respective Boards of Directors and the finalization of mutually acceptable arrangement and support agreements.

On behalf of our Board of Directors and management team, we would like to reiterate our commitment to the successful combination of our two organizations. We look forward to hearing your response and to working with your shareholders to create the world's leading Bitcoin mining company.

Yours sincerely,

/s/ Benjamin Yi  
Benjamin Yi, Executive Chairman

/s/ Jason Les  
Jason Les, Chief Executive Officer

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**Riot Proposes to Acquire Bitfarms for US\$2.30 Per Share to Create the World's Largest Publicly Listed Bitcoin Miner**

*Proposal Would Deliver Shareholders Substantial Value, Reflecting a 24% Premium to Bitfarms' One-Month Volume Weighted Average Price*

*Combination Would Enhance Bitfarms' Financial Profile, Enabling Investments in Future Growth and Providing a Compelling Opportunity to Participate in Significant Upside of the Combined Company*

*Riot Has Acquired a 9.25% Stake to Become Bitfarms' Largest Shareholder; Intends to Requisition a Special Meeting of Bitfarms' Shareholders to Add New Independent Directors to Bitfarms' Board*

CASTLE ROCK, Colo., May 28, 2024 – Riot Platforms, Inc. (NASDAQ: RIOT) (“Riot” or the “Company”) today announced that it has made a proposal to the Bitfarms Board of Directors (the “Bitfarms Board”) to acquire all of the outstanding shares of Bitfarms Ltd. (NASDAQ/TSX: BITF) (“Bitfarms”) at a price of US\$2.30 per Bitfarms common share (the “Proposal”). Riot also announced that it has accumulated a 9.25% stake in Bitfarms to become Bitfarms’ largest shareholder.

The Proposal represents a 24% premium to Bitfarms’ one-month volume-weighted average share price as of May 24, 2024. Further, it represents a 20% premium to Bitfarms’ share price on April 19, 2024, the last day of trading prior to Riot’s initial proposal to the Bitfarms Board. The Proposal represents approximately US\$950 million in total equity value.

The consideration offered to Bitfarms’ shareholders under the Proposal consists of cash and Riot common stock and would result in Bitfarms’ shareholders owning up to approximately 17% of the combined company. This cash and stock Proposal would provide Bitfarms’ shareholders with a substantial premium and immediate cash value, as well as significant potential for future value creation through participation in a financially and commercially stronger company with a well-defined strategy, led by an established and proven management team.

The Proposal was originally delivered privately to the Bitfarms Board on April 22, 2024. However, the Bitfarms Board rejected it without engaging in substantive dialogue with Riot. Moreover, new allegations in a lawsuit brought by Bitfarms’ recently terminated CEO, if accurate, raise serious questions about whether certain directors are committed to acting in the best interests of all shareholders. As a result, Riot believes it is necessary to disclose its Proposal directly to Bitfarms’ shareholders. Following Bitfarms’ Annual General and Special Meeting, scheduled for May 31, 2024, Riot intends to requisition a Special Meeting of Bitfarms’ shareholders to add new, well-qualified and independent directors to the Bitfarms Board.

**Riot and Bitfarms Together: Compelling Strategic Rationale**

The proposed combination is compelling for shareholders of both companies, as it would:

- **Create the premier and largest Bitcoin miner globally:** The transaction would create a vertically-integrated Bitcoin mining company with approximately 1 GW of current power capacity and 19.6 EH/s of current self-mining capacity, with up to 1.5 GW of power capacity and 52 EH/s of self-mining capacity by year-end, a scale that Riot believes will be substantially larger than any other publicly listed Bitcoin mining company globally. Bitfarms’ vertically-integrated business model aligns well with Riot’s, and Riot is confident that a combined company will drive further strategic and financial benefits to both sets of shareholders.
  - **Provide geographic diversification of sites well-positioned for expansion and long-term growth:** The combined company would have 15 facilities across the United States, Canada, Paraguay and Argentina, with up to 2.2 GW of total power capacity when fully developed. The global capabilities and geographic diversity of the combined sites will be highly differentiated and the Company believes this would allow for continued expansion into operating environments with favorable energy arrangements.
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- **Utilize Riot’s strong financial profile to drive future growth:** Bitfarms will benefit from Riot’s strong balance sheet, with *de minimis* corporate debt, and more than US\$700 million in cash on hand and 8,872 unencumbered Bitcoin as of April 30, 2024 – both approximately 10 times greater than that held by Bitfarms, enabling Riot to fully finance Bitfarms’ growth plans. Riot is also confident that the financial profile of the combined company will unlock for Bitfarms the access to public equity markets that Riot benefits from today.

Benjamin Yi, Executive Chairman of Riot, said, “A combination of Bitfarms and Riot would create the premier and largest publicly listed Bitcoin miner globally, with geographically diversified operations well-positioned for long-term growth. We were disappointed to learn that the Bitfarms Board rejected our compelling Proposal without engaging in substantive dialogue with us. While we have long respected Bitfarms’ business and management team, we are confident that Bitfarms’ shareholders will agree that this Proposal represents a significantly more attractive alternative for Bitfarms than its standalone trajectory.”

Jason Les, Chief Executive Officer of Riot, added, “We are deeply concerned that the founders on the Bitfarms Board – Nicolas Bonta and Emiliano Grodzki – may not be acting in the best interests of all Bitfarms shareholders. The abrupt termination of the Bitfarms CEO without a transition plan in place at a critical period of execution for Bitfarms and the industry, as well as the allegations, if accurate, regarding the actions of certain members of the Bitfarms Board set out in the lawsuit filed by that recently terminated CEO, raise serious governance questions. This is why we intend to call a Special Meeting to give shareholders a chance to bring needed change to the Bitfarms Board and make repairing Bitfarms’ broken corporate governance and maximizing value for all Bitfarms’ shareholders their top priorities.”

The Proposal to acquire Bitfarms has been unanimously approved by the Board of Directors of Riot. While the Proposal is non-binding and subject to customary conditions (including entering into a definitive transaction agreement), any transaction would not be subject to a financing condition nor require a Riot shareholder vote. There can be no assurance that a transaction between Riot and Bitfarms will be consummated.

Citi is serving as financial advisor and Paul, Weiss, Rifkind, Wharton & Garrison LLP and Davies Ward Phillips & Vineberg LLP are serving as legal advisors to Riot in connection with the proposed transaction.

The full text of the letter sent to Bitfarms’ Board today is below:

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May 28, 2024

Board of Directors  
Bitfarms Ltd.  
110 Yonge Street, Suite 1601  
Toronto, ON M5C 1T4

Dear Directors:

We were surprised by your swift rejection of our April 22<sup>nd</sup> proposal without the benefit of a thorough and informed evaluation. Further, we are disappointed that we have not been able to engage with you in any meaningful way regarding the strategic and financial merits of combining our two companies given the historic opportunity this would afford Bitfarms’ shareholders. Based on the serious governance questions raised below, we believe that the confidentiality agreement that you demanded we execute – which originally included a standstill of more than three years – was designed to give the Bitfarms Board complete control over whether our proposal was properly considered irrespective of the best interests of Bitfarms’ shareholders.

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As you know, this is not the first time we have expressed an interest in discussing a potential combination with you, and after repeated attempts to do so have not progressed, we have decided to publicly disclose our proposal. Bitfarms' shareholders should have the opportunity to decide if they prefer the substantial premium and high degree of certainty offered by our proposal, or if they would rather continue to accept the significant risk that Bitfarms can realize its full potential for shareholders through the execution of its strategic plan given Bitfarms' problematic governance structure and the Board's recent concerning actions.

Moreover, as the single largest shareholder of Bitfarms, with ownership of 9.25% of Bitfarms' common shares, we are deeply concerned that the founders on Bitfarms' Board – Nicolas Bonta and Emiliano Grodzki – may be entrenching themselves rather than acting in the best interests of all Bitfarms' shareholders. These concerns have only been heightened by the abrupt termination of the Bitfarms CEO without a transition plan in place during a critical period of execution for Bitfarms and the industry, as well as the allegations, if accurate, made against certain members of Bitfarms' Board by the ex-CEO in his lawsuit. In light of our serious governance concerns, we currently intend to requisition a special meeting of Bitfarms' shareholders, at which we would nominate several well-qualified and independent directors to join the Bitfarms Board.

As we have transparently discussed in the past, we firmly believe that a combination of Bitfarms and Riot would create the premier and largest publicly listed Bitcoin miner globally, with a combined pro forma 19.6 EH/s of current self-mining capacity, 52 EH/s of self-mining capacity forecasted by year-end, a stronger financial position to support Bitfarms' growth plans and unmatched geographically diversified operations. We are confident that a combination of our two companies would generate significant benefits for stakeholders of both Bitfarms and Riot.

We reiterate our original proposal to acquire 100% of Bitfarms' common shares at a price of US\$2.30 per share. This represents a premium of 24% to Bitfarms' one-month volume-weighted average share price as of May 24, 2024. The consideration offered to Bitfarms' shareholders under the proposal will consist of a mix of cash and Riot common stock that would result in Bitfarms' shareholders owning up to approximately 17% of the outstanding common stock of the combined company upon consummation of a merger between Bitfarms and Riot. The proposed transaction will not require Riot shareholder approval and there will be no financing contingency for the cash portion of the purchase price.

We believe that our proposal offers compelling value for Bitfarms' shareholders, with a significant premium above Bitfarms' recent share price. The opportunity to receive Riot common stock will allow Bitfarms' shareholders to participate in the significant upside potential of what will become the largest publicly listed Bitcoin miner. Given our successful experience in executing strategic transactions, particularly evidenced by our acquisition of Whinstone US, Inc. in 2021, we are extremely confident that a transaction with Riot will be in the best interests of all of Bitfarms' shareholders.

Riot's vision is to be the world's leading Bitcoin-driven infrastructure platform. Our industry-leading, vertically-integrated approach to mining is demonstrated by the 700 MW of operating capacity at our Rockdale Facility, believed to be the largest Bitcoin mining facility in North America, and our recently energized Corsicana Facility, which will have one gigawatt of total capacity when fully developed. We are strong believers in the vertically-integrated business model for Bitcoin mining and believe that Bitfarms' strategy aligns well with ours.

Our plan is for Bitfarms to operate as Riot's international expansion arm and for Bitfarms' well-respected management team to stay on and work together with us to aggressively pursue expansion and increase economies of scale across our combined sites. Bitfarms would also benefit from Riot's balance sheet strength, with *de minimis* corporate debt, more than US\$700 million in cash on hand and 8,872 unencumbered Bitcoin as of April 30, 2024, and significant access to public equity markets, all of which will enable Riot to fully finance Bitfarms' growth plans.

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The proposed transaction is our highest strategic priority and has the full support of our entire Board of Directors. Together with our advisors, we have invested considerable time in the preparation of this proposal based on publicly available information.

This letter constitutes a non-binding proposal and is not intended to be legally binding, to constitute an offer capable of acceptance or to grant or impose any rights, obligations, or liability on any part. The final terms and conditions of a transaction would be subject to the approval of our respective Boards of Directors and the finalization of mutually acceptable arrangement and support agreements.

On behalf of our Board of Directors and management team, we would like to reiterate our commitment to the successful combination of our two organizations. We look forward to hearing your response and to working with your shareholders to create the world's leading Bitcoin mining company.

Yours sincerely,

Benjamin Yi, Executive Chairman

Jason Les, Chief Executive Officer

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#### **About Riot Platforms, Inc.**

Riot's (NASDAQ: RIOT) vision is to be the world's leading Bitcoin-driven infrastructure platform. Our mission is to positively impact the sectors, networks, and communities that we touch. We believe that the combination of an innovative spirit and strong community partnership allows the Company to achieve best-in-class execution and create successful outcomes.

Riot is a Bitcoin mining and digital infrastructure company focused on a vertically integrated strategy. The Company has Bitcoin mining operations in central Texas and electrical switchgear engineering and fabrication operations in Denver, Colorado.

For more information, visit [www.riotplatforms.com](http://www.riotplatforms.com).

#### **Non-Binding Proposal**

Riot cautions Riot shareholders, Bitfarms shareholders and others considering trading in Riot securities or Bitfarms securities that the Proposal referred to in this press release is non-binding, does not constitute and should not be construed as an offer or intention to make an offer directly to Bitfarms shareholders, and there can be no assurance that any definitive offer will be made by Riot, that Bitfarms will accept any offer made by Riot, that any agreement will be entered into by Riot and Bitfarms or that the Proposal or any other transaction will be approved or consummated. Riot does not undertake any obligation to provide any updates with respect to the proposed transaction, except as required by applicable law.

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## Cautionary Note Regarding Forward Looking Statements

Statements contained herein that are not historical facts constitute “forward-looking statements” and “forward-looking information” (together, “forward-looking statements”) within the meaning of applicable U.S. and Canadian securities laws that reflect management’s current expectations, assumptions, and estimates of future events, performance and economic conditions. Such forward-looking statements rely on the safe harbor provisions of Section 27A of the U.S. Securities Act of 1933 and Section 21E of the U.S. Securities Exchange Act of 1934 and the safe harbor provisions of applicable Canadian securities laws. Because such statements are subject to risks and uncertainties, actual results may differ materially from those expressed or implied by such forward-looking statements. Words and phrases such as “anticipate,” “believe,” “combined company,” “create,” “drive,” “expect,” “forecast,” “future,” “growth,” “intend,” “hope,” “opportunity,” “plan,” “potential,” “proposal,” “synergies,” “unlock,” “upside,” “will,” “would,” and similar words and phrases are intended to identify forward-looking statements. These forward-looking statements may include, but are not limited to, statements concerning: uncertainties as to whether any definitive offer will be made by Riot or Bitfarms will accept any offer made by Riot; whether Bitfarms will enter into discussions with Riot regarding the proposed combination of Riot and Bitfarms; the outcome of any such discussions, including the possibility that the terms of any such combination will be materially different from those described herein; the conditions to the completion of any combination, including the receipt of Bitfarms shareholder approval and the receipt of all required regulatory approvals; the future performance, results of operations, liquidity and financial position of each of Riot, Bitfarms and the company resulting from the combination of Riot and Bitfarms; the possibility that the combined company may be unable to achieve expected synergies and operating efficiencies within the expected timeframes or at all; the integration of Bitfarms’ operations with those of Riot and the possibility that such integration may be more difficult, time-consuming and costly than expected or that operating costs and business disruption may be greater than expected in connection with the proposed transaction. Such forward-looking statements are not guarantees of future performance or actual results, and readers should not place undue reliance on any forward-looking statement as actual results may differ materially and adversely from forward-looking statements. Detailed information regarding the factors identified by the management of Riot, which they believe may cause actual results to differ materially from those expressed or implied by such forward-looking statements in this press release, may be found in Riot’s filings with the U.S. Securities and Exchange Commission (the “SEC”), including the risks, uncertainties and other factors discussed under the sections entitled “Risk Factors” and “Cautionary Note Regarding Forward-Looking Statements” of Riot’s Annual Report on Form 10-K for the fiscal year ended December 31, 2023, filed with the SEC on February 23, 2024, and the other filings Riot has made or will make with the SEC after such date, copies of which may be obtained from the SEC’s website at [www.sec.gov](http://www.sec.gov). All forward-looking statements contained herein are made only as of the date hereof, and Riot disclaims any intention or obligation to update or revise any such forward-looking statements to reflect events or circumstances that subsequently occur, or of which Riot hereafter becomes aware, except as required by applicable law.

## No Offer or Solicitation

This press release is for informational purposes only and is not intended to and does not constitute an offer to sell or the solicitation of an offer, or an intention to offer, to subscribe for or buy or an invitation to purchase or subscribe for any securities, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. Such an offer to purchase securities would only be made pursuant to a registration statement, prospectus, tender offer, takeover bid circular, management information circular or other regulatory filing filed by Riot with the SEC and available at [www.sec.gov](http://www.sec.gov) or filed with applicable Canadian securities regulatory authorities on SEDAR+ and available at [www.sedarplus.ca](http://www.sedarplus.ca). This press release is not intended to, and does not, solicit a proxy from any shareholder of Bitfarms. Such a solicitation of proxies would only be made pursuant to a proxy circular filed with applicable Canadian securities regulatory authorities on SEDAR+ and available at [www.sedarplus.ca](http://www.sedarplus.ca) or pursuant to an exemption from the proxy solicitation rules under applicable Canadian securities law.

## Important Information for Investors

This communication relates to a proposal that Riot has made for a business combination transaction with Bitfarms. In furtherance of this proposal and subject to future developments, Riot (and, if applicable, Bitfarms) may file one or more registration statements, prospectuses, management information circulars, proxy statements, proxy circulars, tender offers, takeover bid circulars or other documents with the SEC and applicable Canadian securities regulatory authorities. This communication is not a substitute for any registration statement, prospectus, management information circular, proxy statement, proxy circular, tender offer, takeover bid circular or other document (collectively, “Regulatory Filings”) Riot and/or Bitfarms may file with the SEC and/or applicable Canadian securities regulatory authorities in connection with the proposed transaction. INVESTORS AND SECURITY HOLDERS OF RIOT AND BITFARMS ARE URGED TO READ EACH REGULATORY FILING WHEN AND IF FILED BY RIOT AND/OR BITFARMS WITH THE SEC AND/OR APPLICABLE CANADIAN SECURITIES REGULATORY AUTHORITIES CAREFULLY IN THEIR ENTIRETY IF AND WHEN THEY BECOME AVAILABLE AS THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT RIOT, BITFARMS, THE PROPOSED TRANSACTION AND RELATED MATTERS. Any proxy circular, takeover bid circular, management information circular, prospectus or other applicable Regulatory Filing (if and when filed) will be mailed to shareholders of Bitfarms (if and when required to be mailed by applicable law). Investors and security holders will be able to obtain free copies of Regulatory Filings (if and when available) and other documents filed by Riot with the SEC and available at [www.sec.gov](http://www.sec.gov), and on the “Investor Relations” page of Riot’s corporate website, [www.Riotplatforms.com](http://www.Riotplatforms.com). Investors and security holders will be able to obtain free copies of any documents filed with applicable Canadian securities regulatory authorities by Riot on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca), and on the “Investor Relations” page of Riot’s corporate website, [www.Riotplatforms.com](http://www.Riotplatforms.com).

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This communication is neither a solicitation of a proxy nor a substitute for any proxy statement or other filings that may be made with the SEC or Canadian securities regulatory authorities. Nonetheless, Riot and its directors and executive officers and other members of management and employees may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. You can find information about Riot's executive officers and directors in Riot's Annual Report on Form 10-K for the year ended December 31, 2023. Additional information regarding the interests of such potential participants will be included in one or more Regulatory Filings filed with the SEC and Canadian securities regulatory authorities if and when they become available. These documents (if and when available) may be obtained free of charge from the SEC's website at [www.sec.gov](http://www.sec.gov), on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) and by visiting the "Investor Relations" page of Riot's corporate website, [www.Riotplatforms.com](http://www.Riotplatforms.com).

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