

NOT FOR DISTRIBUTION IN OR INTO THE UNITED STATES, AUSTRALIA, CANADA, HONG KONG, NEW ZEALAND, SOUTH AFRICA, JAPAN OR ANY OTHER JURISDICTION IN WHICH THE DISTRIBUTION OR RELEASE WOULD BE UNLAWFUL OR REQUIRE PRIOR APPROVAL

BM3EAC Corp.

Term Sheet with Arkon Energy

Amsterdam – 22 March 2024

BM3EAC Corp. (the “**Company**”), a shell company incorporated under the laws of the Cayman Islands as an exempted company with limited liability and listed on Euronext Amsterdam, the regulated market operated by Euronext Amsterdam N.V., announces that on 21 February 2024 it entered into a term sheet (the “**Terms**”) with Arkon Energy Ohio LLC (now Arkon Energy US Holdco LLC) (“**Arkon**”) relating to a potential transaction, including a business combination, with Arkon or an entity to be formed by it or its members for such purpose (the “**Potential Business Combination**”).

While the Terms are generally indicative and non-binding on the parties, it does include certain binding terms including a 90-day mutual exclusivity period, during which the parties have agreed to work towards executing definitive agreements in respect of the Potential Business Combination. The Potential Business Combination is subject to certain pre-conditions including the completion of satisfactory due diligence by each party, respective board approvals, completion of definitive agreements, and the successful completion of a convertible debt capital raise process.

Arkon is a Bitcoin data center infrastructure and mining business, that buys, develops, and owns valuable data center infrastructure at the intersection of electricity and data processing at an industrial scale that help power the trillion-dollar Bitcoin economy. Arkon currently has 117 megawatts (“**MW**”) of approved operating capacity across two data centers, including a 95MW flagship facility in Hannibal, Ohio, and a 22MW facility in Hopedale, Ohio. In addition, Arkon has binding agreements securing and entitling it to develop more sites in the United States, which would enable the Company to increase capacity by a further 190MW, bringing its total operating capacity to 307MW subject to successful funding and development of the sites. Arkon has signed a letter of intent to acquire an additional 100MW of further pipeline capacity within these same sites.

Arkon’s business model is essentially based on two verticals: (i) hosting third-party Bitcoin mining machines, and (ii) self-mining Bitcoin with its own machines. The business model is based on the ownership and management of the underlying infrastructure that powers the machines, designed to enable flexibility in balancing both verticals while taking advantage of the current tailwinds in the Bitcoin ecosystem.

The convertible debt capital raise would primarily be used to fund the infrastructure capital necessary to increase operating capacity to up to 307MW within the next nine months, including purchasing the latest generation mining machines, as well as refinancing an existing debt facility.

The parties intend to simultaneously close the Potential Business Combination and the convertible debt raise. Subject to such closing, the combined Company intends to issue additional common shares listed on Euronext Amsterdam at the earliest opportunity.

The discussions are ongoing and there is no certainty as to whether the parties will enter into definitive agreements regarding the Potential Business Combination, nor as to the terms of any such business combination.

Further announcements will be made as and when appropriate in compliance with applicable laws and regulations.

IMPORTANT INFORMATION

This press release may contain information that qualifies or may have qualified as inside information within the meaning of Article 7(1) of the EU Market Abuse Regulation.

ENQUIRIES

BM3EAC Corp.
c/o Brigade Capital Management, LP

399 Park Avenue, 16th Floor
New York, NY 10022
Email: BrigadeM3EAC@brigadecapital.com

DISCLAIMER

This announcement is not for distribution or release, directly or indirectly, and should not be distributed in or sent into, the United States, Australia, Canada, Japan, the Cayman Islands or South Africa or any other jurisdiction in which such distribution or release would be unlawful or would require registration or other measures. This announcement does not contain or constitute an offer of securities for sale or an invitation or offer to the public for securities in any jurisdiction.

In the EEA, this announcement is only directed at persons who are “qualified investors” within the meaning of Article 2(e) of the Prospectus Regulation (EU 2017/1129) as amended. In the United Kingdom, this announcement is directed only at “qualified investors” within the meaning of Article 2(e) of the Prospectus Regulation (EU) No 2017/1129 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018.

This announcement is not an offer for sale nor a solicitation of an offer to buy any securities in the United States. This announcement is not for distribution, directly or indirectly, in or into the United States. The securities referenced herein have not been and will not be registered under the U.S. Securities Act of 1933 (the “Securities Act”). Securities may not be offered, sold or otherwise transferred within the United States absent registration under the Securities Act or an exemption therefrom. No public offering of the Offer Shares is being made in the United States.

Forward-looking statements

This announcement, and any related statements, include contain certain statements about the Company, Arkon and the Potential Business Combination that are or may be forward-looking statements, including, statements regarding the Terms relating to the Potential Business Combination, statements about intended capital raises, statements about Arkon’s business and plans, including plans and expectations to develop facilities including expected timing of completion and expected capacity and statements regarding development pipeline, and other statements that are not historical fact. By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances, including, the risk that no agreement is signed for the Potential Business Combination, if such an agreement is signed such combination is not completed, and risks relating to the ultimate terms of any such business combination and timing for completion if such a business combination is completed, risks relating to the conditions to the Potential Business Combination, and the plans to raise financing and other risks and uncertainties, including those set forth by, or in any reports published by, the Company and/or Arkon. As a result, actual future results may differ materially from the plans, goals, and expectations set forth in these forward-looking statements. Any forward-looking statements made herein speak only as of the date they are made. The Company and Arkon disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained in this announcement to reflect any change in the Company’s or Arkon’s expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.