

About

BlockFi Bitcoin Trust is an investment vehicle that gives institutional and accredited investors access to bitcoin in a turnkey format, with transparency, minimal credit risk and cost efficiency. The investment objective of the Trust is to reflect the value of bitcoin held by the Trust, as determined by reference to the Index¹, less the Trust's expenses and other liabilities.²

Background on Bitcoin

Bitcoin is a decentralized digital asset in existence since 2009. The cryptocurrency has gained adoption as an investment asset.

Investment Terms	
Sponsor	BlockFi NB LLC
Investor Qualifications	Accredited Investor ³
Index	The Coin Metrics Bletchley Index (CMBI) Bitcoin
Sponsor's Fee	1.75% per annum accrued daily
Minimum Investment	Bitcoin equivalent of \$50,000
Creation Frequency	The Trust will issue shares in exchange for bitcoin directly to investors from time to time in baskets.
Redemption Frequency	Redemptions are currently unavailable
IRA Eligibility	IRA eligible from select providers
Taxation	Structured as grantor trust for tax purposes
Non-U.S. Investors	Prospective investors who are not located in the U.S. must consult the section titled "Offering Legends" in the PPM for a listing of restrictions on sales in certain jurisdictions.
Secondary Market Trading	Currently none. If a secondary market develops, shares are eligible to become unrestricted and resold in the secondary market following a minimum one-year holding period.*

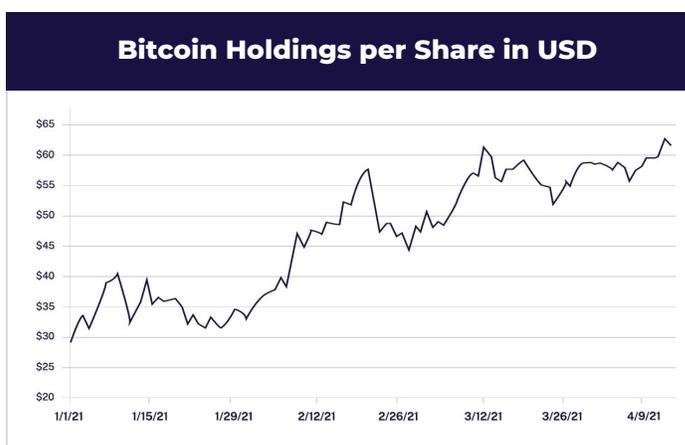
Why a Trust Product

BlockFi believes that investors will be able to more effectively implement strategic and tactical asset allocation strategies that use bitcoin by using the shares instead of directly purchasing and holding bitcoin. For many investors, transaction costs related to the shares will be lower than those associated with the direct purchase, storage and safekeeping of bitcoin.

Safekeeping System

The Trust's appointed custodian is Fidelity Digital Asset Services, LLC ("FDAS"). FDAS generally uses a combination of cold storage and hot storage to secure the assets. In addition to secure vaults, security includes physical, cyber, and operational controls with multilevel safeguards. The Trust's assets will not be lent out or used as collateral for borrowing or derivatives.

Service Providers	
Custodian	Fidelity Digital Assets Services, LLC
Transfer Agent	American Stock Transfer & Trust Company
Trustee	Delaware Trust Company
Index Provider	Coin Metrics Inc.



Past performance is not a guarantee of future results.

*The Sponsor is seeking the creation of a secondary market for the Trust's shares, but there can be no assurances that such a market will develop. Shares purchased from the Trust are restricted securities subject to significant transfer restrictions. Among other things, transfers of such shares require the Sponsor's approval and are subject to a minimum one-year holding period (or, once the Trust's shares have been registered under the Securities Exchange Act of 1934 for at least 90 days, a minimum six-month holding period). The Sponsor is currently seeking to so register the Trust's shares, but there can be no assurances that such registration will be achieved.

Investors should carefully read the Trust's [private placement memorandum](#) before making an investment.

¹ Coin Metrics Bletchley Index (CMBI) Bitcoin Disclaimer. CERTAIN PRODUCTS AND SERVICES OF BLOCKFI MANAGEMENT LLC AND ITS AFFILIATES ("BLOCKFI GROUP") USE INDEX AND OTHER DATA FROM COIN METRICS, INC. UNDER LICENSE AS A SOURCE OF INFORMATION. COIN METRICS, INC. HAS NO OTHER CONNECTION TO ANY BLOCKFI GROUP PRODUCT OR SERVICE AND DOES NOT SPONSOR, ENDORSE, RECOMMEND, MANAGE OR PROMOTE ANY BLOCKFI GROUP PRODUCT OR SERVICE. COIN METRICS, INC. HAS NO OBLIGATION OR LIABILITY IN CONNECTION WITH THE BLOCKFI GROUP PRODUCTS OR SERVICE. BLOCKFI IS NOT RESPONSIBLE FOR THE CALCULATION OF THE INDEX.

² Because the trust does not currently operate a redemption program, there can be no assurance that the value of the trust's shares will reflect the value of the bitcoin held by the trust, minus the trust's fees and expenses, and the shares of the trust, if traded on any secondary market, may trade at a substantial premium over, or a substantial discount to, the value of the bitcoin held by the trust, minus the trust's fees and expenses. There is currently no secondary market for shares of the trust and there can be no assurances that one will develop. The trust may also be unable to meet its investment objective.

³ The shares of the trust are offered in private placements pursuant to the exemption from registration provided by Rule 506(c) under Regulation D of the Securities Act of 1933 (the "Securities Act") and is only available to "accredited investors," as such term is defined under Regulation D of the Securities Act. As a result, the shares of the trust are restricted and subject to significant limitations on transfers and resales.

Investors should carefully consider the investment objectives and risks as well as fees and expenses of the trust before investing. More information, including calculation methodologies for "Bitcoin Holdings" and "Bitcoin Holdings per Share," can be found in the trust's private placement memorandum (which can be accessed [here](#)). Investors should read the trust's private placement memorandum carefully before making an investment. Investments in the trust are speculative investments that involve high degrees of risk, including a partial or total loss of invested funds. An investment in the trust is not suitable for any investor that cannot afford loss of the entire investment. The shares of the trust are intended to reflect the price of the bitcoin held by the trust (based on Bitcoin per share), minus the trust's fees and expenses. The shares of the trust are not registered under the Securities Act, the Securities Exchange Act of 1934, the Investment Company Act of 1940, or any state or other securities laws. Investors should consider an investment in the trust's shares to be an illiquid investment and should invest only if prepared to hold the shares indefinitely. This information, which should not be relied upon as research, investment advice, or a recommendation regarding any products, strategies, or any security in particular, is strictly for illustrative, educational, or informational purposes and is subject to change