

FORM 11**NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT**Name of Listed Issuer: Bitzero Holdings Inc. (the "Issuer").Trading Symbol: AIBZDate: August 13, 2026**1. New Options Granted:**Date of Grant: August 13, 2026

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of Optioned Shares	Exercise Price	Expiry Date	No. of Options Granted in Past 12 Months
RSG-FZCO ⁽¹⁾	Consultant	No	75,000	N/A	Dec. 31, 2029	Nil

Note: (1) Restricted Share Units ("**RSUs**") granted under the Omnibus Equity Incentive Plan dated November 19, 2025. The RSUs have a deemed price of US\$6.08, based on the closing price of the Issuer's listed shares on August 13, 2026, vest immediately, and are settled in voting shares of the Issuer. The RSUs and any voting shares issuable on settlement of the RSUs will be subject to a four month and one day hold period from the date of grant of the RSUs.

Total Number of optioned shares proposed for acceptance: 75,000.

2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares ⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
FAR Holdings Bermuda Ltd. ⁽²⁾	454,546	US\$5.55	June 12, 2026	December 12, 2026
FAR Holdings Bermuda Ltd. ⁽³⁾	248,280 RSUs	N/A	June 12, 2026	June 12, 2031
Jon Lee	150,000	US\$4.00	July 12, 2022	July 12, 2027
RSG-FZCO	150,000	US\$4.00	March 3, 2022	March 3, 2027
Ashley Davis	20,000	US\$4.00	April 1, 2022	April 1, 2027
Ashley Davis	20,000	US\$4.00	July 12, 2022	July 12, 2027
Gilles Seguin	100,000	US\$4.00	November 19, 2025	November 19, 2030
Claudia Di Iorio	60,000	US\$4.00	November 19, 2025	November 19, 2030
2674267 Ontario Inc.	200,000 RSUs	N/A	March 4, 2025	March 4, 2031

(1) Set out number of optioned shares for each grant with different terms.

(2) Stock Options granted under the Omnibus Equity Incentive Plan dated November 19, 2025.

(3) Restricted Share Units granted under the Omnibus Equity Incentive Plan dated November 19, 2025.

3. Additional Information

- (a) If shareholder approval was required for the grant of options (including prior approval of a stock option plan), state the date that the shareholder meeting approving the grant was or will be held.

N/A

- (b) State the date of the news release announcing the grant of options.

N/A (the grant does not constitute material information)

- (c) State the total issued and outstanding share capital at the date of grant or amendment.

55,539,116

- (d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to incentive stock options, including new options, amended options and other presently outstanding options.

2.66%

- (e) If the new options are being granted pursuant to a stock option plan, state the number of remaining shares reserved for issuance under the plan.

9,541,055

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- (f) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors.

N/A

- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer.

None.

4. Certificate of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated August 13, 2026.

Igor Kostiouchenko
Name of Director or Senior
Officer

Signed by:

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Signature

Chief Financial Officer
Official Capacity