

# IONIC DIGITAL INC.

## MINING CO COMMON STOCK FAQs

AS OF OCTOBER 8, 2024

### **Who is Ionic Digital?**

Ionic Digital Inc. is a new corporation that was formed to hold and operate the bitcoin mining business it acquired from affiliates of Celsius Network LLC for the benefit of Ionic Digital's shareholders. On July 13, 2022, Celsius Network LLC and certain of its affiliates (the "Debtors") filed voluntary petitions for relief under Chapter 11 of the United States Bankruptcy Code in the U.S. Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"). On November 9, 2023, the Bankruptcy Court confirmed the *Modified Joint Chapter 11 Plan of Reorganization of Celsius Network LLC and Its Debtor Affiliates* [Docket No. 3972, Ex. A] (as may be supplemented or amended from time to time, the "Plan"), and on January 31, 2024, the Plan became effective. The Plan provides that a new entity ("MiningCo") be formed to hold and operate the Debtors' mining business for the benefit of holders of "MiningCo Common Stock." Ionic Digital is the entity referenced in the Plan as "MiningCo." Equity in Ionic Digital (the "Ionic Digital Common Stock") will be distributed to creditors of the Debtors as set forth under the Plan.

You can learn more about Ionic Digital by reading its draft Registration Statement on Form 10 filed with the Securities and Exchange Commission on January 26, 2024, as amended on April 30, 2024 (the "Registration Statement"), available through this link: [Ionic Digital Form 10](#).

### **Why am I receiving Ionic Digital Common Stock?**

You are receiving Ionic Digital Common Stock in connection with the satisfaction, settlement, release, and discharge of your claim against the Debtors under the Plan.

### **When will I receive my shares of Ionic Digital Common Stock?**

Shares of Ionic Digital Common Stock began being issued shortly after the effective date of the Plan, January 31, 2024 (the "Effective Date"). Shares continue to be issued periodically to certain shareholders as claims between the Debtors and creditors are resolved. If you have a question about the status of your Ionic Digital shareholder distribution, please [open a support inquiry with Stretto](#) and select "I have a question related to..." then select "The equity portion of my claim".

### **How was my share amount calculated?**

The number of shares of Ionic Digital Common Stock that you will receive is dependent upon the size of your claim against the Debtors. Each share of Ionic Digital Common Stock is valued at \$20, and the number of shares you receive will be rounded (up or down) to the nearest whole number because fractional shares cannot be issued. The Debtors have also established reserves of shares of Ionic Digital to account for disputed claims. Those shares will be distributed to creditors as their claims are resolved.

### **Where will my shares of Ionic Digital Common Stock be located?**

Your shares of Ionic Digital Common Stock will be recorded on the books and records of Odyssey Transfer and Trust Company ("Odyssey"), Ionic Digital's transfer agent, who will be responsible for maintaining Ionic Digital's shareholder records. Odyssey will send you an email from the email address "[ionicdigital@odysseytrust.com](mailto:ionicdigital@odysseytrust.com)" containing instructions for how you can access information about your shares, including your account statement.

### **Am I able to trade, transfer or sell my shares of Ionic Digital Common Stock once I receive them?**

Initially, no. Due to securities laws restrictions, you will not be able to trade, transfer or sell your shares of Ionic Digital Common Stock until the trading restrictions on your shares are removed. Subject to any restrictions that may apply to you under applicable securities laws, your shares of Ionic Digital Common Stock will be freely transferable once the Registration Statement becomes effective and the shares are listed on a national securities exchange, which we expect to be Nasdaq. Ionic Digital will notify you once the trading restrictions on your shares have been removed.

### **Can I obtain a stock certificate for my shares of Ionic Digital Common Stock?**

No, Ionic Digital does not offer physical certificates. All shares will be held in uncertificated book-entry format.

### **How do I access my account at Odyssey online?**

Odyssey offers online access for shareholders. Online account access enables you to view your share balance, update your contact information, and generate an account statement.

To register for online account access, go to [ionicdigital.odysseytrust.com](http://ionicdigital.odysseytrust.com) and choose **Register**. When registering your account online, please enter the following information:

- **Shareholder #:** Enter the shareholder number provided in your email from Odyssey
- **Password:** Enter the temporary password provided in your email from Odyssey

Click **Register**, then follow the instructions to complete your registration.

- Enter and confirm your New Password
- Enter and confirm your New Username
- Enter your preferred email and phone number (select the appropriate country code)
- Update your security questions
- Click **Submit**

Upon successful registration, you will be able to view your Ionic Digital shareholder account. At future account sign-ons you will be prompted to answer one of the security questions you previously established. Once the security question has been answered successfully, you will be prompted to receive a code via text or via email. Upon making your selection, a code will be sent to the telephone number or email address previously provided. Enter the code and choose **Submit** to continue to your account landing page.

### **How can I update the contact information on my account?**

The easiest way to update your contact information is by accessing your Odyssey account online following the instructions above. After you have accessed the account, choose the **Action Items** menu at the top of the main page, then select **Change Address** and follow the steps to update your mailing address, telephone number or email address.

Alternatively, you can complete an Account Update Form located here: [Account Update Form](#). The completed form should be scanned to a PDF file or image and submitted to Odyssey by email at [ionicdigital@odysseytrust.com](mailto:ionicdigital@odysseytrust.com).

### **I have been asked to provide a completed IRS Form W-8 or Form W-9. Why is this required?**

Shareholders are requested to provide Odyssey with an IRS Form W-8 or Form W-9, as applicable, to determine the appropriate residency and tax status. Failure to provide the proper form may require U.S. federal backup withholding be applied to any distribution, including any future sale of shares of Ionic Digital Common Stock, when available.

Form W-9 for U.S. persons can be submitted through Odyssey's online account access. After you have accessed the account, choose the **Action Items** menu at the top of the main page, then select **Tax Certification** and follow the steps to submit a Form W-9. Your account will be updated immediately upon submitting the properly completed Form W-9 online.

Form W-8 and its versions can also be electronically submitted via Odyssey's online portal:

- From the Account Summary screen, please select **Forms & Documents** located on the top banner. Select the option in the dropdown titled **Document Exchange**.
- Select the applicable IRS form W-8 from the list of **Available Documents** in the left column. Once the form has been filled out properly (please refer to the W-8 checklist for further information, which can also be found under **Available Documents**), select the **Upload** button under **Requested Documents**.
- Adding a description is optional. Please select **Choose File** and select the file. Once the file is selected, please click on **Upload**.

Your request will be processed within 20 business days of receipt. You can verify your certification status by looking at the **Tax Status** field under **Account Details** on the **Account Summary** landing page. If the Form W-8 submitted is not in good order, you will be notified via email with instructions to remedy the deficiency.

Alternatively, electronic versions of the IRS Form W-8 or Form W-9 can be found online at [irs.gov](http://irs.gov). Download the correct version and submit the completed form to Odyssey by email at [ionicdigital@odysseytrust.com](mailto:ionicdigital@odysseytrust.com).

#### How can I contact Odyssey?

If you have questions regarding your Ionic Digital Common Stock, Odyssey may be reached as follows:

**BY EMAIL:** [ionicdigital@odysseytrust.com](mailto:ionicdigital@odysseytrust.com)

**BY PHONE:** Representatives are available Monday through Friday, 9:00 a.m. to 10:00 p.m. Eastern Time

US & Canada (toll-free)	833-814-9451
Direct Dial (all regions)	973-528-7005
Australia	1800 950 702
United Kingdom	0800 102 6908
Netherlands	0800 0222568
Hong Kong	800 902 149
Singapore	800 492 2739
France	0 805 98 78 51

#### BY MAIL:

Odyssey Transfer and Trust Company  
2155 Woodlane Drive, Suite 100  
Woodbury, MN 55125