

This MOU (agreement) is entered into between Bitfrontier Capital Holdings, INC, "BFCH" (a Wyoming company) located at (5753 HWY 85 North #6065 Crestview, FL 32536) and C&G, "C&G" (a Louisiana company) located at (101 La Rue France, Suite 500 Lafayette, LA 70508).

The parties wish to enter into a joint pilot proof of concept for crypto mining hosting whereby C&G provides land, power, security, and internet and BFCH provides managed hosting of miners and operates the mining facility with a profit share arrangement as detailed below. If successful C&G and BFCH may mutually decide to expand the model covered under this agreement and expand the pilot concept into a more formal broader operating agreement.

For purposes of this agreement and first pilot the terms are as follows:

C&G

1. C&G owns and provides the land and power for the pilot site
2. C&G will provide low latency low jitter internet service to the site
3. C&G agrees to provide 24/7 security for the site
4. Need to figure out who cleans equipment and manages moving miners in and out, onramp offramp activity
5. C&G agrees to provide land and power to BFCH and split profits 50/50.
6. C&G owns liquid immersion equipment manufactured by Engineering Fluids Inc capable of housing 360 miners. C&G agrees to make this capital equipment available to the BFCH mining operation at no charge.
 - a. C&G will occupy up to 100 slots of the 360 for C&G owned mining

BFCH

1. BFCH agree to operate the mining facility and agrees to provide the following
 - a. BFCH will provide managed hosting services to 3rd party customers to occupy the non C&G engineering fluids slots.
 - b. BFCH will provide the mining operational support system software, OSS
 - c. BFCH will help manage the day to day maintenance of the facility remotely
 - d. BFCH will manage customer acquisition for the hosted portion of the facility
 - e. BFCH will manage billing for the hosted mining in the facility, "smart hands" will be provided by C&G that will work with BFCH to help troubleshoot issues.
 - f. BFCH will set up and control all network security
 - g. BFCH will fix the existing container, created by Engineered Fluids
 - h. BFCH will offer SOPs for cleaning to be followed by C&G "smart hands"

Financial

7. C&G will pay BFCH \$3/machine per month for the slots they occupy. This is due to software and licensing.

8. Both sides agree to split the expense for insurance for 3rd party customer miners that are brought in under this MOU
9. BFCH will lease the remaining (260+/-) slots for 3rd party hosting services @ a target price .15/kwh
10. BFCH agrees to equally share profits 50/50 with C&G for the hosted mining slots
 - a. Profits are revenue minus all expenses
 - b. Books will be kept open for both sides to see upon request for Louisiana Operations only.

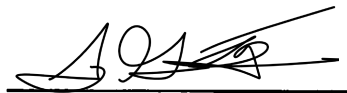
Contingencies

11. There is no term on the agreement. Either party can leave with 90 days written notice
12. If for any reason the pilot is deemed unsuccessful by either side with 180 days notice, C&G remains the rightful owner of all capital equipment it entered into the agreement with
13. BFCH remains the rightful owner of all the capital equipment it entered into the agreement with.
14. BFCH has the right to move hosted miners (customers) to one of its own facilities, within the 180 days allotted.

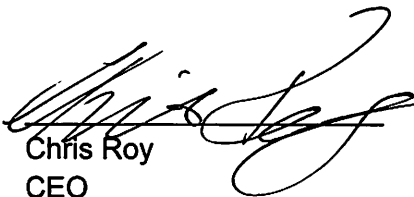
Privacy

1. Going forward both sides agree to work together on all projects related to crypto related in the state of Louisiana and agree not to compete with each other.
 - a. If either party wishes to terminate this agreement this agreement is null and void.
2. Both sides agree that all information shared will be kept private and there is no disclosure to outside 3rd parties without prior written consent from the consenting parties.

After it is determined that both sides would like to move forward, C&G and BFCH agree to enter into a long term contract where both sides will share in the expansion of the hosting and crypto services. All details will be determined as needed after such time that both sides agree to move forward.



Andrew Gilton
CEO
Bitfrontier Capital Holdings, INC



Chris Roy
CEO
C&G