



CURRENT REPORT

Date of Report: February 13th, 2022
(Date of earliest event reported): January 31, 2022

BITFRONTIER CAPITAL HOLDINGS, INC.
(Exact Name of Registrant as Specified in its Charter)

Wyoming
(State of Incorporation)

82-3770657
(IRS Employer ID)

1320 Central Park Blvd Suite 200 Fredericksburg, VA 22401
(Address of principle executive offices)

(540) 736-3069
(Registrant's telephone number, including area code)

Item 5.02

**Departure of Directors or Certain Officers; Election of
Directors; Appointment of Certain Officers; Compensatory
Arrangements of Certain Officers**

On January 31, 2022, Mr. Wilkinson submitted his resignation as independent board member to pursue other opportunities, which was subsequently accepted by the Company effective immediately.

We wish Mr. Wilkinson all the best in his future endeavors. The company and Mr. Wilkinson have no further financial or contractual obligations.

Attached as "exhibit A" is the amendment to the Wyoming SOS that has been submitted reflecting this change.

Attached as "exhibit B" is Mr. Wilkinson's resignation letter.

Attached as "exhibit C" is a letter from BitFrontier addressing the departure.

SIGNATURE

BitFrontier Capital Holdings, Inc.

Date: January 31, 2022

By: /s/ Spencer Payne
Name: Spencer Payne
Title: President
By: /s/ John D. Allen
Name: John D. Allen
Title: Chief Financial Officer



Wyoming Secretary of State
 Herschler Building East, Suite 101
 122 W 25th Street
 Cheyenne, WY 82002-0020
 Ph. 307.777.7311
 Email: SOSRequest@wyo.gov

For Office Use Only

Amended Annual Report for Profit and Nonprofit Corporations Only

This form can **only** be used if an Annual Report is currently on file.

Name of Entity: _____

ID#: _____ (Example: 2000-000123456)

*To amend your annual report and reflect a change in officers and or directors, list the names and addresses of **each** individual below or attach a current list.*

Add Office Name and Address

President: _____
 Vice President: _____
 Secretary: _____
 Treasurer: _____
 Director: _____
 Director: _____
 Director: _____

Delete Office Name and Address

President: _____
 Vice President: _____
 Secretary: _____
 Treasurer: _____
 Director: _____
 Director: _____
 Director: _____

Signature: _____

Date: _____

Printed Name: _____

Title: _____

Email: _____

(An email address is required. Email(s) provided will receive important reminders, notices and filing evidence.)

Form may be submitted by:
Email: SOSRequest@wyo.gov
Mail-in Refer to address at top of this form.

February 13th 2022

Dear Board of Directors and Shareholders,

Please accept this letter as formal notification that I am leaving my position with BitFrontier Capital Holdings INC. In the beginning of July 2021, I was hired as IR for BFCH and was very excited to bridge the gap between shareholders and the company. Due to the lack of communication and follow through from the management team, my ability to keep shareholders in the loop with constant updates and progress on the mining facility was challenged. I want to remind shareholders that I was not part of the day-to-day operations, I was never paid to do IR, or received any shares from the company for doing so. My expectations of a public company and the obligation to shareholders seems to be way different then this current management team. In January I was replaced as IR, it was my understanding that my resignation and removal from the state would take place immediately following, which still hasn't been done. Over the weekend as well as the last several weeks, I contacted the management team and made them aware of the slandering and defamation of character I was receiving due to their inability to get things done on the business side. I also called for a management change, and was quickly shot down at the thought. I have never been a quitter in life, to walk away from something that I think I could come in and fix hurts, but I will no longer be the pinata for this company. I would like to apologize to all current/old shareholders, my intentions were always pure, my attitude energetic, and my mind on getting things done quickly, I was not met with the same from BFCH.

Sincerely,

A handwritten signature in black ink, appearing to read "Bryan Wilkinson", with a long, sweeping underline that extends to the right.

Bryan Wilkinson

DEAR SHAREHOLDERS,

BitFrontier extended an offer to Mr. Wilkinson to manage BitFrontier's public relations investor relations, as well as run the company's online media accounts. BitFrontier created the position intending to improve ties with BitFrontier and active stakeholders. The board of directors establishes the duties of each company position with the expectation that they will be followed and implemented as directed. It became clear very early on that we did not see eye to eye on how and when updates should be provided.

Upon acquiring the company in late 2017, the directive we set for this position provided current information and progress updates without unreasonable expectations and forecasts. The company distinguished itself by eliminating endless runarounds or forward-looking statements from information made publicly available. The company believes Mr. Wilkinson proceeded with good intentions and acted in good faith. We do not hold Mr. Wilkinson responsible for any negative public response resulting from uncontrollable market externalities, causing the company to miss many expectations and forecasts.

We believe he intended to help the company succeed throughout his short tenure. Unfortunately, things didn't work out without being onsite for the day-to-day operations, which is fine. We wish Mr. Wilkinson all the best in his future business endeavors.

BitFrontier Capital Holdings, Inc.

Board of Directors

/s/ Spencer Payne
Spencer Payne
President

/s/ John D. Allen
John D. Allen
Chief Financial Officer/Member of the Board