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# SECURITIES AND EXCHANGE COMMISSION

## Washington, D.C. 20549

### SCHEDULE 13D

Under the Securities Exchange Act of 1934

**American Bitcoin Corp.**

(Name of Issuer)

**Class A Common Stock, par value \$0.0001 per share**

(Title of Class of Securities)

**02462A104**

(CUSIP Number)

**Victor Semah  
1101 Brickell Avenue, Suite 1500  
Miami, FL, 33131  
(305) 224-6427**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

**09/03/2025**

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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### SCHEDULE 13D

**CUSIP No.** 02462A104

Name of reporting person

1

Hut 8 Corp.

Check the appropriate box if a member of a Group (See Instructions)

2

☐ (a)

☐ (b)

3	SEC use only
4	Source of funds (See Instructions)
	OO
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
	<input type="checkbox"/>
6	Citizenship or place of organization
	DELAWARE
	Sole Voting Power
7	0.00
Number of	Shared Voting Power
Shares	
Beneficially	8
Owned by	585,779,924.00
Each	Sole Dispositive Power
Reporting	9
Person	0.00
With:	Shared Dispositive Power
	10
	585,779,924.00
	Aggregate amount beneficially owned by each reporting person
11	585,779,924.00
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
	<input type="checkbox"/>
13	Percent of class represented by amount in Row (11)
	64.5 %
14	Type of Reporting Person (See Instructions)
	CO

**Comment for Type of Reporting Person:** Calculated based on 176,363,237 shares of Class A Common Stock, par value \$0.0001 per share (the "Class A Common Stock"), of the Issuer and 732,224,903 shares of Class B Common Stock, par value \$0.0001 per share (the "Class B Common Stock" and, together with the Class A Common Stock, the "Common Stock"), of the Issuer outstanding as disclosed in the Current Report on Form 8-K of American Bitcoin Corp. (the "Issuer" or "ABTC") filed with the SEC on September 3, 2025.

### SCHEDULE 13D

**CUSIP No.** 02462A104

1	Name of reporting person
	U.S. Data Mining Group, Inc.
	Check the appropriate box if a member of a Group (See Instructions)
2	<input type="checkbox"/> (a)
	<input type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions)
	OO
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
	<input type="checkbox"/>
6	Citizenship or place of organization

## NEVADA

Sole Voting Power

7

0.00

Number of  
Shares

Shared Voting Power

Beneficially

8

585,779,924.00

Owned by

Each

Sole Dispositive Power

Reporting

9

0.00

Person

With:

Shared Dispositive Power

10

585,779,924.00

Aggregate amount beneficially owned by each reporting person

11

585,779,924.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12



Percent of class represented by amount in Row (11)

13

64.5 %

Type of Reporting Person (See Instructions)

14

CO

**Comment for Type of Reporting Person:** Calculated based on 176,363,237 shares of Class A Common Stock and 732,224,903 shares of Class B Common Stock outstanding as disclosed in the Current Report on Form 8-K of the Issuer filed with the SEC on September 3, 2025.

## SCHEDULE 13D

CUSIP No. 02462A104

Name of reporting person

1

American Bitcoin Holdings LLC

Check the appropriate box if a member of a Group (See Instructions)

2



(a)



(b)

3

SEC use only

Source of funds (See Instructions)

4

OO

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5



Citizenship or place of organization

6

DELAWARE

Number of  
Shares

Sole Voting Power

7

Beneficially

0.00

Owned by

Shared Voting Power

Each

8

585,779,924.00

Reporting

Person

With:

9

Sole Dispositive Power

	0.00
	Shared Dispositive Power
10	585,779,924.00
11	Aggregate amount beneficially owned by each reporting person
	585,779,924.00
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
	<input type="checkbox"/>
13	Percent of class represented by amount in Row (11)
	64.5 %
14	Type of Reporting Person (See Instructions)
	OO
<b>Comment for Type of Reporting Person:</b>	Calculated based on 176,363,237 shares of Class A Common Stock and 732,224,903 shares of Class B Common Stock outstanding as disclosed in the Current Report on Form 8-K of the Issuer filed with the SEC on September 3, 2025.

## SCHEDULE 13D

Item 1.	Security and Issuer
	Title of Class of Securities:
(a)	Class A Common Stock, par value \$0.0001 per share
	Name of Issuer:
(b)	American Bitcoin Corp.
	Address of Issuer's Principal Executive Offices:
(c)	1101 Brickell Avenue, Suite 1500, Miami, FLORIDA , 33131.
Item 2.	Identity and Background
(a)	Hut 8 Corp. ("Hut 8") is a Delaware corporation. U.S. Data Mining Group, Inc. ("USDMG") is a Nevada corporation. American Bitcoin Holdings LLC ("ABH" and, together with Hut 8 and USDMG, the "Reporting Persons") is a Delaware limited liability company.
(b)	The address of each of Hut 8, USDMG and ABH is 1101 Brickell Avenue, Suite 1500, Miami, Florida 33131.
(c)	The principal business of each of Hut 8 and USDMG is as an energy infrastructure platform integrating power, digital infrastructure, and compute at scale to fuel next-generation, energy-intensive use cases such as Bitcoin mining and high-potential computing. The principal business of ABH is to serve as a holding company in connection with Hut 8's investment in the Issuer.
(d)	None of the Reporting Persons nor, to the best of their knowledge, any of their Covered Persons has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
(e)	None of the Reporting Persons nor, to the best of their knowledge, any of their Covered Persons has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.
(f)	Set forth on Exhibit 99.5 attached hereto is a listing of the directors and executive officers of each of the Reporting Persons (collectively, the "Covered Persons"), and the business address and present title of each of the Covered Persons, and is incorporated herein by reference. Except as otherwise designated in Exhibit 99.5, each of the Covered Persons is a citizen of the United States of America. Except as otherwise disclosed herein, none of the Covered Persons beneficially own Common Stock.
Item 3.	Source and Amount of Funds or Other Consideration
	On May 9, 2025, the Issuer (formerly known as Gryphon Digital Mining, Inc.), GDM Merger Sub I Inc. ("Merger Sub Inc."), GDM Merger Sub II LLC ("Merger Sub LLC") and American Bitcoin Corp. ("Historical ABTC") entered into an Agreement and Plan of Merger (the "Merger Agreement"), providing for, among other things, (i) the merger of Merger Sub Inc. with and into Historical ABTC, with Historical ABTC surviving the merger (the "First Merger") as a direct, wholly owned subsidiary of the Issuer and (ii) immediately following the First Merger, the merger of Historical ABTC with and into Merger Sub LLC, with Merger Sub LLC surviving as a direct, wholly owned

subsidiary of the Issuer (the "Second Merger" and, together with the First Merger, the "Mergers"). In connection with the Mergers, the Issuer changed its name to "American Bitcoin Corp." In accordance with the Merger Agreement, on September 3, 2025 (the "Closing Date"), at the closing of the Mergers (the "Closing"), the Issuer issued to ABH an aggregate of 585,779,924 shares of Class B Common Stock. Each share of Class B Common Stock is convertible into one (1) share of Class A Common Stock, subject to the terms and conditions set forth in the Second Amended & Restated Certificate of Incorporation of the Issuer (the "Issuer Charter"). Each share of (a) Class B Common Stock entitles the holder thereof to 10,000 votes per share and (b) Class A Common Stock entitles the holder thereof to one vote per share. The foregoing description of the Merger Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Merger Agreement, a copy of which is attached as Exhibit 99.2 to this Schedule 13D and is incorporated by reference into this Item 3.

Item 4. Purpose of Transaction

The Reporting Persons acquired the securities described in this Schedule 13D at the Closing as described in Item 3. The information in Item 3 and Item 6 of this Schedule 13D is incorporated by reference into this Item 4. As a result of ABH's ownership of Class B Common Stock, ABH directly holds approximately 80% of the total voting power of the outstanding capital stock of the Issuer. Consequently, the Issuer is a "controlled company" within the meaning of Nasdaq's listing rules. For so long as the Reporting Persons beneficially own a majority of the voting power of the outstanding capital stock of the Issuer, they will generally be able to control the outcome of any matter submitted to the Issuer's stockholders for approval, including the election of directors. In its capacity as the controlling stockholder of the Issuer, the Reporting Persons intend to take an active role in participating in the management and/or operations of the Issuer, including on operational, financial and strategic matters. The Reporting Persons may acquire additional securities of the Issuer, or retain or sell all or a portion of the securities then held, in the open market or in privately negotiated transactions. In addition, the Reporting Persons and any persons they cause to be elected to the board of directors of the Issuer (the "Board") may engage in discussions with management, the Board, and the securityholders of the Issuer and other relevant parties or encourage, cause or seek to cause the Issuer or such persons to consider or explore extraordinary corporate transactions, such as: a merger, reorganization or other transaction that could result in the de-listing or de-registration of the Class A Common Stock; sales or acquisitions of assets or businesses; changes to the capitalization or distribution policy of the Issuer; or other material changes to the Issuer's business or corporate structure, including changes in management or the composition of the Board. Any actions the Reporting Persons might undertake may be made at any time and from time to time without prior notice and will be dependent upon the Reporting Persons' review of numerous factors, including, but not limited to: an ongoing evaluation of the Issuer's business, financial condition, operations and prospects; price levels of the Issuer's securities; general market, industry and economic conditions; the relative attractiveness of alternative business and investment opportunities; and other future developments. The Reporting Persons reserve the right, based on all relevant factors and subject to applicable law and other restrictions, including the terms of the agreements referenced in this Schedule 13D, at any time and from time to time, to dispose of some or all of the shares of the Class B Common Stock or other securities of the Issuer that they may own from time to time, in each case in open market or private transactions, block sales or otherwise or pursuant to ordinary stock exchange transactions effected through one or more broker-dealers whether individually or utilizing specific pricing or other instructions (including by means of Rule 10b5-1 programs). Except as otherwise disclosed in this Schedule 13D, the Reporting Persons do not currently have any plans or proposals that relate to, or would result in, any of the matters listed in Items 4(a)-(j) of Schedule 13D. Notwithstanding the foregoing, the Reporting Persons reserve the right to effect any of such actions as any of them may deem necessary or appropriate in the future.

Item 5. Interest in Securities of the Issuer

For each Reporting Person, see the comment section and row (13) for the aggregate number of shares of Class A Common Stock and percentage of the Class A Common Stock beneficially owned. The percentages used in this Schedule 13D are calculated based on 176,363,237 shares of Class A Common Stock and 732,224,903 shares of Class B Common Stock outstanding as disclosed in the Current Report on Form 8-K of the Issuer filed with the SEC on September 3, 2025. Each share of Class B Common Stock is convertible into one (1) share of Class A Common Stock, subject to the terms and conditions set forth in the Issuer Charter. ABH directly holds 585,779,924 shares of Class B Common Stock. ABH is a wholly owned indirect subsidiary of Hut 8. USDMG directly holds 99.9% of the outstanding limited liability company interests in ABH. USDMG is a wholly owned direct subsidiary of Hut 8. As such, USDMG and Hut 8 may be deemed to share voting and dispositive power over all securities of the Issuer held by ABH. Notwithstanding anything in this Schedule 13D to the contrary, each of the Reporting Persons declares that neither the filing of this Schedule 13D nor anything herein shall be construed as an admission by any Reporting Person that such person is, for the purposes of Section 13(d) or 13(g) of the Exchange Act of 1934, as amended, the beneficial owner of any securities or rights to acquire securities held by any other Reporting Person covered by this Schedule 13D.

(a) See rows (7) through (10) for each Reporting Person for the number of shares of Class A Common Stock to which the Reporting Persons have the sole or shared power to vote or direct the vote and sole or shared power to dispose or to direct the disposition.

(b) Except as described in Item 3 above, the Reporting Persons have not effected any transactions in securities of the Issuer during the past 60 days. The acquisition of Class B Common Stock at the Closing by the Reporting Persons will be reported on a Form 3 filed on or about the date hereof with the SEC pursuant to Section 16 of the Act and will be available on the SEC's website at [www.sec.gov](http://www.sec.gov). The information reported in the filing is expressly incorporated herein.

(c) No other person is known by the Reporting Persons to have the right to receive or the power to direct the receipt

from, or the proceeds from the sale of, any shares of Class A Common Stock beneficially owned by the Reporting Persons.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

The information contained in Item 3 and Item 4 of this Schedule 13D is incorporated by reference into this Item 6. The following contracts or arrangements are also in place with respect to the securities of the Issuer. Investors' Rights Agreement Concurrently with the execution of the Merger Agreement, the Issuer, Historical ABTC, ABH and each of the other holders of Class B Common Stock (the "Class B Investors") entered into an Investors' Rights Agreement (as amended, supplemented or otherwise modified from time to time, the "IRA"). The operative provisions of the IRA became effective on the Closing Date. On September 10, 2025, the IRA was amended, effective as of the signing date of the IRA, to remove certain voting agreements among ABH and the Class B Investors with respect to the election of directors of the Issuer. The IRA provides, subject to terms and conditions specified in the IRA, that for so long as the Class B Investor Designee (as defined in the IRA) beneficially owns any shares of the Issuer, the Class B Investor Designee will have the right to serve as a director of the Issuer. If the Class B Investor Designee is entitled to serve on the Board, then upon any written determination by the Class B Investor Designee, the Issuer must take all necessary action to increase the size of the Board and appoint the Class B Investor Designee to fill the newly created vacancy or (ii) include the Class B Investor Designee in the slate of nominees recommended by the Board for election at the next applicable annual or special meeting of stockholders at which directors are to be elected. The IRA also provides for certain registration rights with respect to the registration of shares of the Issuer held by the Class B Investors, including customary demand and "piggy-back" registration rights. The IRA further provides that, at all times when the Issuer qualifies as a "controlled company" under the applicable rules of Nasdaq, except to the extent otherwise agreed in writing by ABH, the Issuer will take all necessary action to avail itself of all "controlled company" exemptions to the rules of Nasdaq or any other exchange on which the equity securities of the Issuer are then listed and will comply with all requirements under the law and all applicable disclosure requirements to take such actions. The foregoing description of the IRA does not purport to be complete and is qualified in its entirety by reference to the full text of the IRA and Amendment No. 1 to the IRA, copies of which are attached as Exhibits 99.3 and 99.4, respectively, to this Schedule 13D and are incorporated by reference into this Item 6.

Item 7. Material to be Filed as Exhibits.

24.1: Power of Attorney, dated as of September 10, 2025. 99.1: Joint Filing Agreement, dated as of September 10, 2025. 99.2: Agreement and Plan of Merger, dated as of May 9, 2025, by and among the Issuer, Merger Sub Inc., Merger Sub LLC and Historical ABTC (incorporated by reference to Exhibit 2.1 of the Issuer's Current Report on Form 8-K filed on May 12, 2025). 99.3: Investors' Rights Agreement, dated as of May 9, 2025 (incorporated by reference to Exhibit 10.4 of the Issuer's Current Report on Form 8-K filed on May 12, 2025). 99.4: Amendment No. 1 to Investors' Rights Agreement, dated as of September 10, 2025. 99.5: Citizenships of Covered Persons, dated as of September 10, 2025.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Hut 8 Corp.

Signature: /s/ Victor Semah

Name/Title: Attorney-in-Fact

Date: 09/10/2025

U.S. Data Mining Group, Inc.

Signature: /s/ Victor Semah

Name/Title: Attorney-in-Fact

Date: 09/10/2025

American Bitcoin Holdings LLC

Signature: /s/ Victor Semah

Name/Title: Attorney-in-Fact

Date: 09/10/2025

**Comments accompanying signature:** Pursuant to the Power of Attorney, attached hereto as Exhibit 24.1, each Reporting Person designated Victor Semah as attorney-in-fact.

**LIMITED POWER OF ATTORNEY**

Know all by these presents, that each of the undersigned individuals and entities (each, a “Filer” and collectively, the “Filers”) hereby makes, constitutes and appoints Victor Semah as such Filer’s true and lawful attorney-in-fact with full power and authority as hereinafter described, in respect of any current or future direct or indirect beneficial ownership of securities of American Bitcoin Corp. (including any successor entity), to:

1. prepare, execute in the Filers’ name(s) and on the Filers’ behalf, and submit to the U.S. Securities and Exchange Commission (the “SEC”) a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the Filers to make electronic filings with the SEC of forms and schedules required by Section 16(a) and Section 13(d) and 13(g) of the Securities Exchange Act of 1934 (the “Exchange Act”) or any rule or regulation of the SEC;

2. Execute for and on behalf of each of the Filers (i) Forms 3, 4, and 5 (including amendments thereto) in accordance with Section 16(a) of the Exchange Act, and the rules thereunder, and (ii) Schedules 13D and 13G (including amendments thereto) in accordance with Sections 13(d) and 13(g) of the Exchange Act and the rules thereunder;

3. Do and perform any and all acts for and on behalf of each of the Filers which may be necessary or desirable to complete and execute any such Form 3, 4, or 5 (including amendments thereto) or Schedule 13D or 13G (including amendments thereto) and timely file such form(s) or schedule(s) with the SEC and any stock exchange or similar authority; and

4. Take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, a Filer, it being understood that the documents executed by such attorney-in-fact on behalf of such Filer pursuant to this Limited Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact’s discretion.

Each of the Filers hereby grants to the attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes a Filer might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all the acts such attorney-in-fact, or such attorney-in-fact’s substitute or substitutes, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney and the rights and powers herein granted. Each of the Filers acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of such Filer, is not assuming any of such Filer’s responsibilities to comply with Sections 13 or 16 of the Exchange Act.

This Limited Power of Attorney shall remain in full force and effect until a Filer is no longer required to file Forms 3, 4, and 5 (including amendments thereto) and Schedules 13D and 13G (including amendments thereto) with respect to such Filer’s holdings of and transactions in securities issued by American Bitcoin Corp., unless earlier revoked by such Filer in a signed writing delivered to the foregoing attorney-in-fact.

*[Signature page follows]*

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IN WITNESS WHEREOF, each of the undersigned has caused this Limited Power of Attorney to be executed as of this 10th day of September, 2025.

**HUT 8 CORP.**

By: /s/ Asher Genoot  
Name: Asher Genoot  
Title: Chief Executive Officer

**U.S. DATA MINING GROUP, INC.**

By: /s/ Asher Genoot  
Name: Asher Genoot  
Title: President

**AMERICAN BITCOIN HOLDINGS LLC**

By: /s/ Asher Genoot  
Name: Asher Genoot  
Title: Chief Executive Officer

*[Signature Page to Limited Power of Attorney]*



**JOINT FILING AGREEMENT**

Pursuant to and in accordance with the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the rules and regulations thereunder, each party hereto hereby agrees to the joint filing, on behalf of each of them, of any filing required by such party under Section 13 or Section 16 of the Exchange Act or any rule or regulation thereunder (including any amendment, restatement, supplement, and/or exhibit thereto) with the Securities and Exchange Commission (and, if such security is registered on a national securities exchange, also with the exchange), and further agrees to the filing, furnishing, and/or incorporation by reference of this agreement as an exhibit thereto. This agreement shall remain in full force and effect until revoked by any party hereto in a signed writing provided to each other party hereto, and then only with respect to such revoking party.

This Joint Filing Agreement may be executed in any number of counterparts, each of which shall be deemed an original, but all of which shall constitute one and the same instrument.

Dated: September 10, 2025

**ENTITIES:****HUT 8 CORP.****U.S. DATA MINING GROUP, INC.****AMERICAN BITCOIN HOLDINGS LLC**

By: /s/ Victor Semah

Name: Victor Semah, as attorney-in-  
fact for the above listed entities

**AMENDMENT NO. 1 TO INVESTORS' RIGHTS AGREEMENT**

This AMENDMENT NO. 1 TO INVESTORS' RIGHTS AGREEMENT (this "Amendment"), dated as of September 10, 2025, amends that certain Investors' Rights Agreement, dated as of May 9, 2025 (the "Agreement"), by and among American Bitcoin Corp., a Delaware corporation (f/k/a Gryphon Digital Mining, Inc.) (the "Company"), American Bitcoin Operating LLC, a Delaware limited liability company (as successor-in-interest to American Bitcoin Corp., a Delaware corporation), American Bitcoin Holdings LLC, a Delaware limited liability company (the "Key Investor"), and each of the stockholders of the Company from time to time party thereto. Capitalized terms used but not otherwise defined in this Amendment shall have the respective meanings assigned to such terms in the Agreement.

**RECITALS**

**WHEREAS**, Section 5.4(b) of the Agreement provides that any term of the Agreement may be amended or modified only with the prior written consent of the Company and the holders of at least a majority of the shares of Class B Common Stock then outstanding; and

**WHEREAS**, the undersigned parties desire to enter into this Amendment to amend certain provisions of the Agreement, as more fully set forth herein.

**NOW, THEREFORE**, in consideration of the mutual covenants and agreements contained in this Amendment, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound, the parties hereto agree as follows:

**ARTICLE I**  
**AMENDMENTS**

Section 1.1 Amendments to the Agreement. The Agreement is hereby amended as set forth below.

(a) Section 2.1 (*Voting Agreement*) of the Agreement is hereby amended and restated as follows:

"Section 2.1 [Reserved.]"

(b) Sections 2.2(b)-(d) (*ABTC Investors' Designee Director Right*) of the Agreement are hereby amended and restated as follows:

"(b) [Reserved.]

(c) [Reserved.]

(d) [Reserved.]"

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**ARTICLE II**  
**GENERAL PROVISIONS**

Section 2.1 No Other Amendment. Except as otherwise expressly provided herein, all of the terms and conditions of the Agreement remain unchanged and continue in full force and effect. This Amendment is limited precisely as written and shall not be deemed to be an amendment to any other term or condition of the Agreement or any of the documents referred to therein. This Amendment shall be deemed to be in full force and effect from and after the execution of this Amendment as if the amendments made herein were originally set forth in the Agreement. In the event of any inconsistency or conflict between the Agreement and this Amendment, this Amendment shall govern and control.

Section 2.2 Miscellaneous. Section 5.2 (*Assignment; Successors and Assigns; No Third Party Beneficiaries*), Section 5.3 (*Severability*), Section 5.4 (*Entire Agreement; Amendments; No Waiver*), Section 5.5 (*Counterparts; Electronic Delivery*), Section 5.6 (*Notices*), Section 5.7 (*Governing Law; Waiver of Jury Trial; Jurisdiction*) and Section 5.8 (*Specific Performance*) of the Agreement shall apply, *mutatis mutandis*, to this Amendment.

[Signature Pages Follow]

IN WITNESS WHEREOF, each of the undersigned has duly executed this Agreement as of the date first set forth above.

**COMPANY:**

AMERICAN BITCOIN CORP.

By: /s/ Matt Prusak  
Name: Matt Prusak  
Title: President

*[Signature Page to Amendment No. 1 to Investors' Rights Agreement]*

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**KEY INVESTOR:**

AMERICAN BITCOIN HOLDINGS LLC

By: /s/ Asher Genoot  
Name: Asher Genoot  
Title: Chief Executive Officer

*[Signature Page to Amendment No. 1 to Investors' Rights Agreement]*

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**ABTC INVESTORS' DESIGNEE:**

/s/ Eric Trump  
Eric Trump

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*[Signature Page to Amendment No. 1 to Investors' Rights Agreement]*

**Executive Officers and Directors of Hut 8 Corp.**

Business Address: 1101 Brickell Avenue, Suite 1500, Miami, Florida 33131

Name:	Title:
William Tai	Chair of the Board
Amy Wilkinson	Director
Joseph Flinn (citizen of Canada)	Director
Mayo A. Shattuck III	Director
E. Stanley O'Neal	Director
Carl J. Rickertsen (citizen of United States and United Kingdom)	Director
Asher Genoot	Chief Executive Officer; Director
Michael Ho (citizen of Canada)	Chief Strategy Officer; Director
Sean Glennan	Chief Financial Officer
Victor Semah (citizen of United States and Panama)	Chief Legal Officer & Secretary

**Executive Officers and Directors of U.S. Data Mining Group, Inc.**

Business Address: c/o Hut 8 Corp., 1101 Brickell Avenue, Suite 1500, Miami, Florida 33131

Name:	Title:
Asher Genoot	President; Director
Michael Ho (citizen of Canada)	Director
Gregory Irwin	Treasurer; Director

**Executive Officers and Directors of American Bitcoin Holdings LLC**

Business Address: c/o Hut 8 Corp., 1101 Brickell Avenue, Suite 1500, Miami, Florida 33131

Name:	Title:
Asher Genoot	Chief Executive Officer
Michael Ho (citizen of Canada)	Chief Strategy Officer
Sean Glennan	Chief Financial Officer
Victor Semah (citizen of United States and Panama)	Chief Legal Officer & Secretary