**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	)	Chapter 11
BITCOIN DEPOT INC., *et al.*,	)	Case No. 26–90528 (CML)
Debtors.[1]	)	(Jointly Administered)

DEBTORS' EMERGENCY MOTION FOR ENTRY OF AN ORDER (I) SCHEDULING A COMBINED HEARING; (II) ESTABLISHING OBJECTION DEADLINES; (III) APPROVING THE SOLICITATION MATERIALS AND TABULATION PROCEDURES; (IV) CONDITIONALLY APPROVING THE COMBINED DISCLOSURE STATEMENT AND PLAN; AND (V) GRANTING RELATED RELIEF

Emergency relief has been requested. Relief is requested not later than 9:00 a.m. (prevailing Central Time) on June 24, 2026.

If you object to the relief requested or you believe that emergency consideration is not warranted, you must appear at the hearing if one is set, or file a written response prior to the date that relief is requested in the preceding paragraph. Otherwise, the Court may treat the pleading as unopposed and grant the relief requested.

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

The above-captioned debtors and debtors in possession (collectively, the "***Debtors***") file this motion (the "***Motion***") and in support respectfully submit the following:

[1] The Debtors in these Chapter 11 Cases and the last four digits of their respective federal tax identification numbers (if applicable) may be obtained on the website of the Debtors' claims and noticing agent at https://restructuring.ra.kroll.com/bitcoindepot. The location of the Debtors' corporate headquarters is: 8601 Dunwoody Place, Sandy Springs, Georgia 30350.

JURISDICTION AND VENUE

1. The United States Bankruptcy Court for the Southern District of Texas, Houston Division (the "***Court***") has jurisdiction over this matter pursuant to 28 U.S.C. § 1334. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A). The Debtors confirm their consent, pursuant to rule 7008 of the Federal Rules of Bankruptcy Procedure (the "***Bankruptcy Rules***"), to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

2. Venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory bases for the relief requested herein are sections 105(a), 1125, 1126, and 1128 of title 11 of the United States Code (the "***Bankruptcy Code***"), Bankruptcy Rules 2002, 2015, 3016, 3017, 3018, 3020, and 9006, rules 3016-2 and 9013-1 of the Bankruptcy Local Rules for the Southern District of Texas (the "***Local Rules***"), and Section P of the Procedures for Complex Cases in the Southern District of Texas (the "***Complex Case Procedures***").

EMERGENCY CONSIDERATION

4. In accordance with Local Rule 9013-1, the Debtors respectfully request emergency consideration of this Motion[2] by no later than June 24, 2026. The Debtors are winding down their businesses and are marketing their assets for sale on an expedited timeline due to the Debtors' limited liquidity. The Debtors' liquidity is severely constrained and each additional day in chapter 11 imposes material incremental administrative and operational costs that the estates cannot sustain. Commencing solicitation and pursuing confirmation of the Plan on an expedient

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[2] Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Combined Disclosure Statement and Plan (as defined herein), as applicable.

basis will minimize the accrual of further administrative costs and expenses and maximize the value of the Debtors' estates for distribution to their creditors. Accordingly, emergency relief is critical to facilitate the Debtors' prompt emergence from these Chapter 11 Cases for the benefit of all stakeholders.

BACKGROUND

A. General Background

5. As of the Petition Date, Bitcoin Depot Inc. and its Debtor and non-Debtor subsidiaries (collectively, the "***Company***"), headquartered in Sandy Springs, Georgia, with additional corporate offices in Ottawa, Ontario, Canada, owned and operated the largest network of Bitcoin kiosks across North America, providing users with a simple, efficient, and intuitive means of converting cash into Bitcoin. The Company operated a portfolio of approximately 9,700 kiosks deployed in retailer locations throughout the United States, Canada, and Australia, and also offered BDCheckout, a product accepted at approximately 16,300 retail locations that enables users to load cash into their accounts at the checkout counter and then use those funds to purchase Bitcoin.

6. On May 17, 2026 (the "***Petition Date***"), the Debtors each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On May 28, 2026, the United States Trustee for the Southern District of Texas (the "***U.S. Trustee***") appointed an official committee of unsecured creditors in these Chapter 11 Cases pursuant to section 1102 of the Bankruptcy Code (the "***Committee***"). *See The United States Trustee's Notice of Appointment of Committee of Unsecured Creditors* [Docket No. 101]. No request for the appointment of a trustee or examiner has been made in these Chapter 11 Cases.

7. On May 22, 2026, Bitcoin Depot, in its capacity as foreign representative, commenced an ancillary proceeding in Canada (the "***Canadian Proceedings***") on behalf of the Debtors' estates, including the estates of Debtors Digital Gold Ventures Inc., BitAccess Inc., and Express Vending Inc., under the Companies' Creditors Arrangement Act (the "***CCAA***") in the Ontario Superior Court of Justice (Commercial List) (the "***Canadian Court***") in order to, among other things, protect the Debtors' assets in Canada. Alvarez & Marsal Canada Inc. was appointed by the Canadian Court as the information officer in the Canadian Proceedings (the "***Information Officer***").

8. Additional information regarding the Debtors and these Chapter 11 Cases, including the Debtors' business operations, capital structure, financial condition, and the reasons for and objectives of these Chapter 11 Cases, is set forth in the *Declaration of Thomas Studebaker in Support of the Chapter 11 Cases and First-Day Motions* [Docket No. 23] (the "***First Day Declaration***"), filed on May 18, 2026 and incorporated herein by reference.

<u>RELIEF REQUESTED</u>

9. By this Motion, the Debtors seek entry of a proposed order (the "***Proposed Order***"), substantially in the form attached hereto as **<u>Exhibit A</u>**: (a) scheduling a combined hearing (the "***Combined Hearing***") to consider approval and confirmation of the *Debtors' Combined Disclosure Statement and Chapter 11 Plan of Liquidation* (including all exhibits thereto and as amended, supplemented, or otherwise modified from time to time, the "***Combined Disclosure Statement and Plan***" or, separately in relevant part, the "***Disclosure Statement***" or the "***Plan***")[3], filed contemporaneously herewith; (b) setting a deadline by which parties must file objections to the adequacy of the Disclosure Statement and the confirmation of the Plan (the "***Objection***

3 *See* Local Rule 3016-2 ("A disclosure statement and plan may be combined into one document").

Deadline")[4] and a deadline for the Debtors to reply thereto and file a brief in support of approval and confirmation of the Combined Disclosure Statement and Plan (the "***Reply Deadline***"); (c) approving the form of the Solicitation Materials and Tabulation Procedures (each as defined below), including the forms of ballots; (d) conditionally approving the Combined Disclosure Statement and Plan; and (e) granting related relief.

10. In connection with the foregoing, subject to the availability of the Court, the Debtors respectfully request that various deadlines related to the Combined Hearing be set on the following dates (the "***Confirmation Schedule***"):

Event	Date
Voting Record Date[5]	June 22, 2026
Notice Date[6]	Within one (1) business day following entry of the Proposed Order (or as soon as practicable thereafter)
Solicitation Mailing Deadline and Deadline to Mail the Notice of Non-Voting Status	Within three (3) business days following entry of the Proposed Order (or as soon as practicable thereafter)
Publication Deadline	Within five (5) business days following entry of the Proposed Order (or as soon as practicable thereafter)
Plan Supplement Filing Deadline	July 16, 2026
Voting Deadline[7] and Objection Deadline	July 23, 2026 at 5:00 p.m. (Central Time)
Reply Deadline	July 28, 2026 at 5:00 p.m. (Central Time)
Deadline to File the Voting Report	July 28, 2026

4 The Objection Deadline shall also be the deadline for Holders of Claims in Classes 1 and 2 to return their completed Opt-Out Forms, which will be included in the Notice of Non-Voting Status (each as defined below).

5 The "***Voting Record Date***" is the date as of which a holder of record of a claim entitled to vote on the Plan must have held such claim to cast a vote to accept or reject the Plan.

6 The "***Notice Date***" is the date by which the Combined Hearing Notice (as defined below) will be served upon the Debtors' creditor matrix and all interest holders of record as of the Voting Record Date to provide notice of the Combined Hearing.

7 The "***Voting Deadline***" is the deadline by which the Solicitation Agent must have received the ballots of the Voting Classes (as described below) to be properly counted.

Event	Date
Combined Hearing	July 30, 2026 (subject to Court availability)

11. As a threshold matter, and to provide context for the solicitation procedures and other relief described herein, the following chart summarizes the classification of Claims and Interests under the Combined Disclosure Statement and Plan and the corresponding voting rights of each Class:

Class	Claims and Interests	Status	Voting Rights
Class 1	Senior Priority Lien Claims	Unimpaired	Not Entitled to Vote (Presumed to Accept)
Class 2	Other Priority Claims	Unimpaired	Not Entitled to Vote (Presumed to Accept)
Class 3	Term Loan Claims	Impaired	Entitled to Vote
Class 4	Equipment Financing Agreement Claims	Impaired	Entitled to Vote
Class 5	General Unsecured Claims	Impaired	Entitled to Vote
Class 6	Intercompany Claims	Unimpaired/Impaired	Not Entitled to Vote (Presumed to Accept or Deemed to Reject)
Class 7	Subordinated Claims	Impaired	Not Entitled to Vote (Deemed to Reject)
Class 8	Intercompany Interests	Unimpaired/Impaired	Not Entitled to Vote (Presumed to Accept or Deemed to Reject)
Class 9	Equity Interests	Impaired	Not Entitled to Vote (Deemed to Reject)

12. For the Court's further reference, the Debtors provide a list below of the various exhibits and documents cited throughout the Motion:

Document	Exhibit
Proposed Order	**Exhibit A**
Form of Ballots	**Exhibits B, C, and D**
Form of Notice of Non-Voting Status	**Exhibit E**
Form of Combined Hearing Notice	**Exhibit F**

BASIS FOR RELIEF REQUESTED

A. The Confirmation Schedule and the Notice Requirements Relating Thereto Are Appropriate and in the Best Interests of the Debtors, Their Estates, and All Stakeholders.

13. The Debtors seek a hearing to consider both the approval of the Disclosure Statement and confirmation of the Plan. Bankruptcy Rule 3017(a) provides that "the court shall hold a hearing on at least twenty-eight days' notice to the debtor, creditors, equity security holders and other parties in interest . . . to consider the disclosure statement." FED. R. BANKR. P. 3017(a). Section 1128 of the Bankruptcy Code provides that "[a]fter notice, the court shall hold a hearing on confirmation of a plan" and that "[a] party in interest may object to confirmation of a plan." 11 U.S.C. § 1128(a). Additionally, Bankruptcy Rule 3017(c) provides that "[o]n or before approval of the disclosure statement, the court shall fix a time within which the holders of claims and interests may accept or reject the plan and may fix a date for the hearing on confirmation." FED. R. BANKR. P. 3017(c).

14. Bankruptcy Rule 2002(b) provides that notice shall be given to "the debtor, the trustee, all creditors and indenture trustees [of] not less than 28 days . . . by mail of the time fixed . . . for filing objections and the hearing to consider approval of a disclosure statement, or, under [section] 1125(f), to make a final determination on whether the plan provides adequate information so that a separate disclosure statement is not necessary." FED. R. BANKR. P. 2002(b). Under

Bankruptcy Rule 3020(b)(1), objections to confirmation of a plan must be filed and served "within a time fixed by the court." FED. R. BANKR. P. 3020(b)(1).

15. Section 105 of the Bankruptcy Code authorizes the Court to "issue an order . . . that . . . provides that the hearing on approval of the disclosure statement may be combined with the hearing on confirmation of the plan" where the Court deems a combined hearing to be "appropriate to ensure that the case is handled expeditiously and economically." *See* 11 U.S.C. § 105(d)(2)(B)(vi); *see also In re Gulf Coast Oil Corp.*, 404 B.R. 407, 425 (Bankr. S.D. Tex. 2009) ("Section 1125(f) authorizes combined plans and disclosure statements in small business cases and § 105(d) authorizes the court to combine them in other cases.").

16. Finally, Section P of the Complex Case Procedures allows the Court to combine the hearing on the adequacy of a disclosure statement and the hearing to confirm a plan, so long as contemporaneously with the filing of the disclosure statement and the plan, the plan proponent files a motion requesting a joint disclosure statement and confirmation hearing that (a) identifies the proposed balloting agent; (b) identifies any voting procedures in addition to those required in the Complex Case Procedures; and (c) identifies the proposed hearing date for final approval of the disclosure statement and confirmation of the proposed plan. This Motion includes all of the foregoing requirements of Section P of the Complex Case Procedures.

17. The Debtors respectfully request that the Court permit the notice periods for the Plan and the Disclosure Statement to run simultaneously, schedule the Objection Deadline for July 23, 2026 at 5:00 p.m. (Central Time), and schedule the Combined Hearing for July 30, 2026. The Debtors also request that the Court schedule the Reply Deadline for July 28, 2026 at 5:00 p.m. (Central Time). The Debtors further respectfully request that the Court enter the Proposed Order conditionally approving the Disclosure Statement as soon as possible

following the emergency hearing, which has been requested on June 24, 2026 at 9:00 a.m. (Central Time). Entry of the Proposed Order on June 24, 2026 will allow the Solicitation Agent to serve the Combined Hearing Notice attached hereto as Exhibit F to all Holders of Claims and Interests listed on the Schedules by the end of the following Business Day, and on a rolling basis thereafter to any additional parties who file proofs of claim. The proposed Confirmation Schedule will therefore provide Holders of Claims and Interests no less than twenty-eight days' notice of the Objection Deadline, while still affording the Debtors and other parties in interest time to file a responsive brief and, if possible, resolve any objections received.

18. The Debtors respectfully submit that it is appropriate for the Court to approve the Confirmation Schedule pursuant to section 105(d)(2)(B)(vi) of the Bankruptcy Code, Bankruptcy Rule 9006(c)(1), and Section P of the Complex Case Procedures because the Debtors are winding down their businesses and have limited liquidity and the proposed Confirmation Schedule will best preserve the value of the Debtors' Estates. The Confirmation Schedule is designed to facilitate an efficient and expeditious path to confirmation and exit from chapter 11, thereby minimizing ongoing administrative expenses for the benefit of all parties in interest.

19. The Debtors submit that no parties in interest will be prejudiced by the proposed Confirmation Schedule. The Debtors propose to commence solicitation within three business days following entry of the Proposed Order or as soon as practicable thereafter, pursuant to which the Holders of Claims in Class 3 (Term Loan Claims), Class 4 (Equipment Financing Agreement Claims), and Class 5 (General Unsecured Claims) (collectively, the "***Voting Classes***"), as of the Voting Record Date, will receive, in addition to the Combined Hearing Notice, the (i) Combined Disclosure Statement and Plan with all exhibits thereto, (ii) Proposed Order conditionally

approving the Disclosure Statement (without exhibit thereto); and (iii) applicable form of Ballot with prepaid business return envelope (in the event that service is conducted via first class mail or overnight mail) (collectively, a "***Solicitation Package***"). In addition, the Debtors will provide a Solicitation Package (excluding a Ballot) to the U.S. Trustee and parties that have formally appeared in these Chapter 11 Cases and requested service pursuant to Bankruptcy Rule 2002. Holders of Claims not entitled to vote to accept or reject the Plan (collectively, the "***Non-Voting Classes***") will not be denied due process because such Holders will receive a Combined Hearing Notice and a Notice of Non-Voting Status, which will include notice of the Objection Deadline and the procedures for objecting to the adequacy of the Disclosure Statement and confirmation of the Plan. In addition, Holders of Claims in Classes 1 and 2, which are presumed to accept the Plan, will also receive an Opt-Out Form for opting out of the releases set forth in the Combined Disclosure Statement and Plan.

20. The Debtors will not provide the Holders in Class 6 (Intercompany Claims) or Class 8 (Intercompany Interests) with a Solicitation Package, Notice of Non-Voting Status, Combined Hearing Notice or any other type of notice in connection with solicitation. These Holders are either deemed to reject or presumed to accept the Plan and are not entitled to vote. In light of the fact that Claims and Interests in Classes 6 and 8 are all held by the Debtors or their Affiliates, the Debtors request a waiver from any requirement to serve such Holders of Intercompany Claims or Intercompany Interests with any notices or the Solicitation Package.

21. Courts in this District have set combined hearings on approval of disclosure statements and confirmation of plans in chapter 11 cases under similar circumstances. *See, e.g.*, *In re Everstream Solutions LLC*, No. 25-90144 (CML) (Bankr. S.D. Tex. Oct. 14, 2025) (scheduling a combined confirmation hearing and setting deadlines related thereto); *In re Sunnova*

Energy International Inc., No. 25-90160 (ARP) (Bankr. S.D. Tex. Sept. 12, 2025) (same); *In re Desktop Metal, Inc.*, No. 25-90268 (CML) (Bankr. S.D. Tex. Aug. 18, 2025) (same).

22. The Debtors also request that the Court require that objections to approval or confirmation of the Combined Disclosure Statement and Plan: (a) be in writing; (b) comply with the Bankruptcy Rules and the Local Rules; (c) state the name and address of the objecting party and the amount and nature of the claim or interest beneficially owned by such entity; (d) state with particularity the legal and factual basis for such objections, and, if practicable, a proposed modification to the Combined Disclosure Statement and Plan that would resolve such objections; and (e) be filed with the Court with proof of service thereof and served upon the following parties so as to be actually received by the Objection Deadline:

a. proposed counsel to the Debtors, Vinson & Elkins LLP, 845 Texas Avenue, Suite 4700, Houston, Texas 77002, Attn: Paul E. Heath and Sara Zoglman and 1114 Avenue of the Americas, 32nd Floor, New York, New York 10036 Attn: David S. Meyer and Jessica C. Peet;

b. counsel to the Term Loan Agent, Alston & Bird LLP, 90 Park Avenue, New York, New York 10016, Attn: James Vincequerra;

c. the U.S. Trustee, 515 Rusk Street, Suite 3516, Houston, Texas 77002, Attn: Andrew Jimenez and Ha Nguyen;

d. counsel to the Committee, Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, New York 10019, Attn: James H. Burbage and Emma Kari; and

e. those persons who have formally appeared in these Chapter 11 Cases and requested service pursuant to Bankruptcy Rule 2002.

B. The Disclosure Statement Contains Adequate Information and Should be Approved at the Combined Hearing.

23. The Debtors will request at the Combined Hearing that the Court find that the Disclosure Statement contains adequate information within the meaning of section 1125 of the Bankruptcy Code. 11 U.S.C. § 1125(a)(1).

24. Section 1125 of the Bankruptcy Code provides that the proponent of a proposed chapter 11 plan must provide "adequate information" of that plan to holders of impaired claims or interests entitled to vote on the plan. Specifically, section 1125(a)(1) of the Bankruptcy Code states, in relevant part:

> "Adequate information" means information of a kind, and in sufficient detail, as far as is reasonably practicable in light of the nature and history of the debtor and the condition of the debtor's books and records, including a discussion of the potential material Federal tax consequences of the plan to the debtor, any successor to the debtor, and a hypothetical investor typical of the holders of claims or interests in the case, that would enable such a hypothetical investor of the relevant class to make an informed judgment about the plan. . . . [I]n determining whether a disclosure statement provides adequate information, the court shall consider the complexity of the case, the benefit of additional information to creditors and other parties in interest, and the cost of providing additional information.

11 U.S.C. § 1125(a)(1).

25. A disclosure statement must, as a whole, provide information that is "reasonably practicable" to permit an "informed judgment" by creditors and interest holders to vote to accept or reject a plan. *See, e.g.*, *Century Glove, Inc. v. First Am. Bank of N.Y.*, 860 F.2d 94, 100 (3d Cir. 1988) ("[Section] 1125 seeks to guarantee a minimum amount of information to the creditor asked for its vote."); *see also In re Momentum Mfg. Corp.*, 25 F.3d 1132, 1136 (2d Cir. 1994); *In re A.H. Robins, Inc.*, 880 F.2d 694, 696–97 (4th Cir. 1989) (affirming approval of a disclosure statement based on a finding that the statement used "terms that almost anyone could understand"). A disclosure statement "must clearly and succinctly inform the average unsecured creditor what it is going to get, when it is going to get it, and what contingencies there are to getting its distribution." *In re Ferretti*, 128 B.R. 16, 19 (Bankr. D.N.H. 1991).

26. Whether a disclosure statement contains adequate information is determined by the facts and circumstances of each bankruptcy case. *See* 11 U.S.C. § 1125(a)(1); *see also Oneida Motor Freight, Inc. v. United Jersey Bank*, 848 F.2d 414, 417 (3d Cir. 1988) ("From the legislative history of § 1125 we discern that adequate information will be determined by the facts and circumstances of each case."); *Texas Extrusion Corp. v. Lockheed Corp. (In re Texas Extrusion Corp.)*, 844 F.2d 1142, 1157 (5th Cir. 1988) ("The determination of what is adequate information is subjective and made on a case by case basis. This determination is largely within the discretion of the bankruptcy court.").

27. To determine whether a disclosure statement contains adequate information, courts generally examine whether the disclosure statement contains the following types of information, as applicable:

a) the circumstances that gave rise to the filing of the bankruptcy petition;

b) an explanation of the available assets and their value;

c) the anticipated future of the debtor(s);

d) the source of the information provided in the disclosure statement;

e) a disclaimer, which typically indicates that no statements or information concerning the debtor or its assets or securities are authorized, other than those set forth in the disclosure statement;

f) the condition and performance of the debtor while in chapter 11;

g) information regarding claims against the estate;

h) a liquidation analysis setting forth the estimated return that creditors would receive under chapter 7;

i) the accounting and valuation methods used to produce the financial information in the disclosure statement;

j) information regarding the future management of the debtor, including the amount of compensation to be paid to any insiders, directors and/or officers of the debtor;

k) a summary of the plan of reorganization or liquidation;

l) an estimate of all administrative expenses, including attorneys' fees and accountants' fees;

m) the collectability of any accounts receivable;

n) any financial information, valuations, or pro forma projections that would be relevant to creditors' determinations of whether to accept or reject the plan;

o) information relevant to the risks being taken by the creditors and interest holders;

p) the actual or projected value that can be obtained from avoidable transfers;

q) the existence, likelihood, and possible success of nonbankruptcy litigation;

r) the tax consequences of the plan; and

s) the relationship of the debtor with its affiliates.

See, e.g., *In re ReoStar Energy*, No. 10-47176, 2012 WL 1945801 *2 (Bankr. N.D. Tex. May 30, 2012) (noting that "courts have developed checklists for determining whether a disclosure statement meets the requirements of section 1125"); *In re Divine Ripe, L.L.C.*, 554 B.R. 395, 401–02 (Bankr. S.D. Tex. 2016) (adopting a similar list to the one above). Such a list is not meant to be comprehensive, and a debtor is not required to provide all the information on the list. *See In re U.S. Brass Corp.*, 194 B.R. 420, 424–25 (Bankr. E.D. Tex. 1996). Rather, the bankruptcy court must decide what is appropriate in each case in light of the particular facts and circumstances present. *See In re Texas Extrusion Corp.*, 844 F.2d at 1157.

28. The Disclosure Statement contains adequate information to allow the Holders of Claims in the Voting Classes to determine whether to vote to accept or reject the Plan. The Disclosure Statement contains detailed information with respect to, among other things: (a) the Debtors' businesses and corporate structure; (b) the relevant events and circumstances preceding and resulting in the filing of these Chapter 11 Cases; (c) the major events that occurred during the pendency of these Chapter 11 Cases; (d) the Debtors' prepetition capital structure; (e) the requirements for approval or confirmation of the Combined Disclosure Statement and Plan; (f) the key terms of the Combined Disclosure Statement and Plan; (g) risk factors that may affect the Debtors and the Combined Disclosure Statement and Plan; (h) the expected federal tax consequences of the Combined Disclosure Statement and Plan; and (i) a comparison of expected

recoveries under the Combined Disclosure Statement and Plan to those in a hypothetical liquidation under chapter 7 of the Bankruptcy Code.

29. Pursuant to Bankruptcy Rule 3016(c), "[i]f a plan provides for an injunction against conduct not otherwise enjoined under the Code, the plan and disclosure statement [must] describe in specific and conspicuous language (bold, italic, or underlined text) all acts to be enjoined and identify the entities that would be subject to the injunction." FED. R. BANKR. P. 3016(c). The Combined Disclosure Statement and Plan includes injunctions, releases, and exculpations in Article IX, which describes in detail the releases provided under the Combined Disclosure Statement and Plan, the entities to be providing such releases, the entities to be released, and the Claims and Causes of Action to be released. Each of the foregoing sections are set forth in conspicuous, bold print.

30. Accordingly, the Debtors submit that the Disclosure Statement contains "adequate information" within the meaning of section 1125 of the Bankruptcy Code and should be approved.

C. The Forms of Solicitation Materials and the Tabulation Procedures, and the Forms of Notice Relating Thereto, Are Appropriate and Should be Approved.

31. Pursuant to the Combined Disclosure Statement and Plan, the Debtors have classified Claims and Interests into nine separate classes.

32. The only Impaired Classes entitled to vote to accept or reject the Plan are Class 3 (Term Loan Claims), Class 4 (Equipment Financing Agreement Claims), and Class 5 (General Unsecured Claims). The remaining classes are not entitled to vote on the Plan as they are either: (a) presumed to accept the Plan in accordance with section 1126(f) of the Bankruptcy Code (Classes 1 and 2), or (b) deemed to reject the Plan in accordance with section 1126(g) of the Bankruptcy Code (Classes 6, 7, 8, and 9).

33. The Debtors have determined not to solicit votes from the Holders of Claims in Classes 1 and 2, as such classes are presumed to have accepted the Plan, or from the Holders of Claims or Interests in Classes 6, 7, 8, and 9, as such classes are presumed to not have accepted the Plan, in order to preserve the Debtors' limited estate resources. Pursuant to section 1126(f) of the Bankruptcy Code, unimpaired creditors are "conclusively presumed to have accepted the plan, and solicitation of acceptances with respect to such class . . . is not required." 11 U.S.C. § 1126(f). Pursuant to section 1126(g) of the Bankruptcy Code, "a class is presumed not to have accepted a plan if such plan provides that the claims or interests of such class do not entitle the holders of such claims or interests to receive or retain any property under the plan on account of such claims or interests." 11 U.S.C. § 1126(g).

34. The Debtors propose to distribute the Solicitation Materials to and solicit votes on the Plan from Holders of Claims in Classes 3, 4, and 5 using standard tabulation procedures (the "***Tabulation Procedures***") within three (3) business days following entry of the Proposed Order, or as soon as reasonably practicable thereafter, in accordance with section 1125 of the Bankruptcy Code. *See* 11 U.S.C. §§ 105(d)(2)(B)(vi); 1125.

35. Bankruptcy Rule 3017(d) sets forth the materials that must be provided to holders of claims or interests for the purpose of soliciting their votes to accept or reject a plan of reorganization or liquidation. FED. R. BANKR. P. 3017(d). Bankruptcy Rule 3017(e) provides that "the court shall consider the procedures for transmitting the documents and information required by [Bankruptcy Rule 3017(d)] to beneficial holders of stock, bonds, debentures, notes, and other securities, determine the adequacy of the procedures and enter any orders the court deems appropriate." FED. R. BANKR. P. 3017(e).

36. Solely for the purpose of voting to accept or reject the Plan and not for purposes of allowance or distribution on account of a Claim, each Claim within a Voting Class shall be temporarily allowed in an amount equal to (i) the amount asserted in a timely filed Proof of Claim, or, if no timely Proof of Claim has been filed, (ii) the liquidated, non-contingent, undisputed amount of such Claim set forth in the Schedules, subject to the following exceptions:

a. If a Claim is deemed Allowed pursuant to the Plan, such Claim shall be Allowed for voting purposes in the deemed Allowed amount set forth in the Plan.

b. If a Claim has been estimated for voting purposes or otherwise allowed for voting purposes by order of the Court, such Claim shall be allowed in the amount so estimated or allowed by the Court for voting purposes only with respect to the Plan, and not for purposes of allowance or distribution, unless otherwise provided by order of the Court.

c. If an objection to, or request for estimation of, a Claim has been filed by the Voting Deadline , such Claim shall be temporarily disallowed or estimated for voting purposes only with respect to the Plan and not for purposes of allowance or distribution, except to the extent and in the manner as may be set forth in such objection or request for estimation; *provided* if the claimant files a response thereto, the matter shall be resolved by the Court.

d. If the voting amount of a Claim has been established by a stipulation, settlement, or other agreement filed by the Debtors on or before the Voting Deadline, such Claim shall be allowed for voting purposes only with respect to the Plan, and not for purposes of allowance or distribution, in the stipulation, settled, or otherwise agreed-to amount.

e. If a Claim was listed in the Debtors' filed Schedules in an amount that is liquidated, non-contingent, and undisputed, and a Proof of Claim was not filed by the Voting Record Date, such Claim is allowed for voting in the liquidated, non-contingent, undisputed amount set forth in the Debtors' filed Schedules.

f. If a Claim, for which a Proof of Claim was timely filed, is listed as contingent, unliquidated, or disputed in part, such Claim is temporarily allowed in the amount that is liquidated, non-contingent, and undisputed for voting purposes only, and not for purposes of allowance or distribution.

g. If a Claim, for which a Proof of Claim was timely filed for unknown or undetermined amounts, or is wholly unliquidated, or contingent (as determined on the face of the Claim or after a reasonable review of the supporting documentation by the Debtors and/or Solicitation Agent) and such Claim has not been allowed, such Claim shall be temporarily allowed for voting purposes only, and not for purposes of allowance or distribution, at $1.00.

h. Claims filed for $0.00 are not entitled to vote.

i. If a Claim, for which a Proof of Claim has not been timely filed and/or as to which the applicable Claims filing deadline has not passed, and which is listed in the Debtors' filed Schedules as wholly unknown, contingent, and/or disputed, such Claim shall be temporarily allowed for voting purposes only, and not for purposes of allowance or distribution, at $1.00.

j. For purposes of the numerosity requirement of section 1126(c) of the Bankruptcy Code separate Claims held by a single creditor in a particular Class shall be aggregated as if such creditor held one Claim against the Debtors in such Class, and the votes related to such Claims shall be treated as a single vote to accept or reject the Plan.

k. Notwithstanding anything to the contrary contained herein, any creditor who has filed or purchased duplicate Claims within the same Voting Class shall be provided with only one Solicitation Package and one ballot for voting a single Claim in such Class, regardless of whether the Debtors have objected to such duplicate Claims.

l. If a Claim has been amended by a later-filed Proof of Claim that is filed on or prior to the Voting Record Date, the later filed amending Claim shall be entitled to vote in a manner consistent with these tabulation rules, and the earlier filed Claim shall be disallowed for voting purposes, regardless of whether the Debtors have objected to such amended Claim. Except as otherwise ordered by the Court, any amendments to a Claim after the Voting Record Date shall not be considered for purposes of these tabulation rules.

m. For the avoidance of doubt, a Holder shall only be entitled to vote on account of a Claim arising from the rejection of an Executory Contract or Unexpired Lease if the Claim is filed by the Voting Record Date, or by such later date as provided for in the Solicitation Materials and Tabulation Procedures, or as directed by the Court.

37. The Debtors request that the Court approve the vote tabulation methodology set forth above and as set forth in the voting instructions on the Ballots utilized by the Debtors. The Debtors will not count or consider for any purpose in determining whether the Plan has been accepted or rejected the following Ballots: (a) any Ballot that is received after the Voting Deadline; (b) any Ballot that is illegible or contains insufficient information to permit the identification of the Holder; (c) any Ballot cast by a Person or Entity that does not hold a Claim in a Class that is

entitled to vote on the Plan; (d) any unsigned Ballot; (e) any Ballot not marked to accept or reject the Plan, or marked both to accept and reject the Plan; (f) any Ballot superseded by a later, timely submitted, valid, and properly executed Ballot; (g) any Ballot submitted by electronic means other than the E-Ballot Portal (i.e., by facsimile or email); and (h) any Ballot submitted by a party not entitled to cast a vote with respect to the Plan. The Debtors seek to retain exclusive authority to waive any of the aforementioned defects as long as such waiver is documented by the Solicitation Agent in the Voting Report. To assist in the solicitation process, the Debtors request that the Court grant the Solicitation Agent the authority to contact parties who submit incomplete or otherwise deficient Ballots to make a reasonable effort to cure such deficiencies, provided that, neither the Debtors nor Solicitation Agent is required to contact such parties to provide notification of defects or irregularities with respect to completion or delivery of Ballots, nor will any of them incur any liability for failure to provide such notification. Furthermore, the Debtors request that the Court authorize the Debtors and/or their Solicitation Agent, as applicable, to determine all questions as to the validity, form, eligibility (including time of receipt), acceptance, and revocation or withdrawals of Ballots, which determination, absent a contrary ruling by the Court, will be final and binding.

38. If, before the filing of the final Voting Report (as defined below), the Debtors and the Holder of the Claim reach an agreement to alter the amount of the voting Claim or the classification of the voting Claim for tabulation purposes, the Solicitation Agent will be authorized to rely on such an agreement and tabulate the votes accordingly. Such agreement must be memorialized in an email or other correspondence sent from the Debtors to the Solicitation Agent copying the Holder whose Claim is being tabulated, and the Solicitation Agent shall memorialize the existence of such agreement in its Voting Report.

39. Accordingly, the Debtors request that the Court permit the solicitation of all Holders of Claims in the Voting Classes as of the Voting Record Date pursuant to section 1125 of the Bankruptcy Code.

40. Notwithstanding any provision to the contrary contained herein, with respect to the Term Loan Claims in Class 3, to the extent applicable, the amount of such Claims for voting purposes only will be established based on the amounts of the applicable positions held by each Holder, as of the Voting Record Date, as evidenced by (a) the Debtors' books and records or (b) the applicable books and records maintained by the Term Loan Agent, which will be provided to the Debtors or the Solicitation Agent in electronic Microsoft Excel format no later than one (1) Business Day following entry of the Proposed Order.

41. Notwithstanding any provision to the contrary contained herein, with respect to Equipment Financing Agreement Claims in Class 4, the Claim amounts for voting purposes only shall be established based on the amounts of the applicable positions held by each claimant, as of the Voting Record Date, as evidenced by the applicable books and records maintained by the Debtors, and/or the applicable equipment financing counterparty, with the register therefor provided, pursuant to the Court's direction, to the Solicitation Agent in electronic Microsoft Excel, or similar electronic, format within one (1) Business Day following entry of the Proposed Order.

42. The Debtors respectfully submit that the Solicitation Materials and Tabulation Procedures comply with the Bankruptcy Code and the Bankruptcy Rules, and the Debtors seek approval of the Solicitation Materials and Tabulation Procedures.

i. Voting Record Date

43. Bankruptcy Rule 3018(a) provides that the holders of record of the applicable claims against and interests in a debtor entitled to receive ballots and related solicitation materials are to be determined "on the date specified in the solicitation." FED. R. BANKR. P. 3018(a). The

Combined Disclosure Statement and Plan and Ballots clearly identify June 22, 2026 as the date for determining which Holders of Claims and Interests are entitled to vote to accept or reject the Plan.

44. The Solicitation Agent will supplement the initial solicitation mailing and serve Solicitation Packages with Ballots, on a rolling and expedited basis, to Holders of Claims in Voting Classes that validly file a Proof of Claim after the Voting Record Date but on or before the July 16, 2026 proposed general claims bar date established in these Chapter 11 Cases (the "***General Bar Date***"). Holders seeking to vote their Claims are encouraged to file their Proofs of Claim well in advance of the General Bar Date to ensure sufficient time for the Solicitation Agent to receive and process their Proof of Claim and generate and serve corresponding ballots and voting credentials. The Solicitation Agent will use best efforts to provide any such Holder that timely files a Proof of Claim following the Voting Record Date but on or before the General Bar Date with a Solicitation Package on an expedited basis by electronic mail and as soon as reasonably practicable after the filing of such Proof of Claim. To be counted as a vote to accept or reject the Plan, any Ballot submitted pursuant to the procedures set forth in this paragraph must be actually received by the Solicitation Agent (as defined below) by the Voting Deadline and otherwise be in accordance with the Proposed Order.

45. For the avoidance of doubt, the Tabulation Procedures referenced in the preceding paragraph will apply only to Holders of Claims in a Voting Class who file a new, valid Claim after the Voting Record Date, but on or before the General Bar Date. Any Holders who file a Claim after the General Bar Date will not be entitled to a Solicitation Package and Ballot. Moreover, if the Solicitation Agent (as defined below) previously provided such Holder with a Ballot on account of a scheduled Claim or previously filed Proof of Claim, the Solicitation Agent (as defined

below) will update the Holder's voting amount based on an amended Proof of Claim, as filed, but will not be obligated to send another Solicitation Package and new Ballot to such Holder.

ii. Solicitation Materials, Including Ballots

46. Bankruptcy Rule 3017(d) requires the Debtors to transmit forms of ballots, which substantially conform to Official Form No. 314, only to "creditors and equity security holders entitled to vote on the plan." Bankruptcy Rule 3018(c) provides that "[a]n acceptance or rejection shall be in writing, identify the plan or plans accepted or rejected, be signed by the creditor or equity holder or an authorized agent, and conform to the appropriate Official Form." The forms of ballots used in solicitation here include the information contained in the Official Form, but have been modified to address the particular circumstances of these Chapter 11 Cases to include certain information that the Debtors submit to be relevant and appropriate for Holders of Claims entitled to vote to accept or reject the Combined Disclosure Statement and Plan.

47. Within three business days following entry of the Proposed Order or as soon as reasonably practicable thereafter, the Debtors' solicitation agent, Kroll Restructuring Administration LLC ("***Kroll***" or the "***Solicitation Agent***") will transmit or will cause to be transmitted (either by paper copies or in an electronic version, at the Debtors' and Solicitation Agent's discretion, as well as free-of-charge on the Solicitation Agent's website: https://restructuring.ra.kroll.com/bitcoindepot) to the Holders of Claims in Classes 3, 4 and 5: (a) the Combined Disclosure Statement and Plan; (b) the Class 3 Term Loan Claims Ballot, the Class 4 Equipment Financing Agreement Claims Ballot, and the Class 5 General Unsecured Claims Ballot, as applicable, which provide notice of the Voting Deadline and procedures for opting out of the releases under the Combined Disclosure Statement and Plan, substantially in the form attached hereto as **Exhibits B**, **C**, and **D** respectively; and (c) a pre-addressed return envelope (collectively, the "***Solicitation Materials***").

48. Given that the contents of the Solicitation Materials are voluminous, and to save unnecessary costs, the Debtors further request that they be authorized, but not directed, to distribute the contents of the Solicitation Materials, consisting of the Combined Disclosure Statement and Plan (with all exhibits thereto) and the Proposed Order conditionally approving the Combined Disclosure Statement and Plan (excluding all exhibits thereto) in an electronic format, such as a flash drive, instead of paper format. In the event such an electronic format is used, the Combined Hearing Notice, Ballot (with prepaid business reply envelope addressed to the Solicitation Agent), and any additional documents that the Bankruptcy Court has ordered to be made available will be delivered in paper format to Holders of Claims in the Voting Classes eligible to vote on the Plan. If a Holder who receives Solicitation Materials electronically prefers a paper copy format, such Holder may request paper copies from the Solicitation Agent free of charge by (a) visiting the Case Website, (b) writing to Bitcoin Depot Ballot Processing Center, c/o Kroll Restructuring Administration LLC, 850 3rd Avenue, Suite 412, Brooklyn, NY 11232 (by first class mail, hand delivery, or overnight mail) or emailing BitcoinDepotInfo@ra.kroll.com (with "Bitcoin Depot Solicitation Inquiry" in the subject line), or (c) calling the Debtors' restructuring hotline at 844-339-4117 (U.S./Canada, toll-free) or +1 332-232-7827 (international, toll). The Plan and Disclosure Statement are also available free of charge at https://restructuring.ra.kroll.com/bitcoindepot.

49. To be counted as a vote to accept or reject the Plan, each Ballot must have been or be properly executed, completed, and delivered to the Solicitation Agent (a) by first class mail at Bitcoin Depot Inc. Ballot Processing Center c/o Kroll Restructuring Administration LLC, 850 3rd Avenue, Suite 412, Brooklyn, NY 11232, (b) by overnight mail or hand delivery at Bitcoin Depot Inc. Ballot Processing Center c/o Kroll Restructuring Administration LLC, 850 3rd Avenue, Suite

412, Brooklyn, NY 11232, or (c) via the e-ballot platform by visiting the website at https://restructuring.ra.kroll.com/bitcoindepot, and under the "Case Navigation" section of the website, clicking on "Submit E-Ballot" and following the instructions for ballot submission. Each Ballot must be actually received by the Solicitation Agent no later than the Voting Deadline. Additionally, the Ballots are specifically designed to conform to the Combined Disclosure Statement and Plan. The Debtors submit that the Ballots satisfy the requirements of Bankruptcy Rule 3017(d). For purposes of serving the Solicitation Materials, the Solicitation Agent relied on, or will rely on, the address information maintained by the Solicitation Agent as of the Voting Record Date. To that end, the Debtors seek (x) the waiver of any obligation of the Debtors or the Solicitation Agent to conduct additional research for updated addresses based on undeliverable Solicitation Materials (including undeliverable ballots), and (y) confirmation that the Debtors and the Solicitation Agent are not required to resend Solicitation Materials that are returned as undeliverable (unless the Debtors were provided with accurate addresses for such parties prior to the Voting Record Date).

iii. Forms of Notice

a. <u>Notice of Non-Voting Status</u>

50. Pursuant to section 1126(f) of the Bankruptcy Code, unimpaired creditors are "conclusively presumed to have accepted the plan, and solicitation of acceptances with respect to such class . . . is not required." 11 U.S.C. § 1126(f). Pursuant to section 1126(g) of the Bankruptcy Code, "a class is deemed not to have accepted a plan if such plan provides that the claims or interests of such class do not entitle the holders of such claims or interests to receive or retain any property under the plan on account of such claims or interests." 11 U.S.C. § 1126(g). Accordingly, the Debtors will not transmit the Solicitation Materials to Holders of Claims or Interests in the Non-Voting Classes who are either presumed to accept or deemed to reject the Plan.

51. The Debtors propose that, on or before the deadline to mail the Notice of Non-Voting Status, the Solicitation Agent will serve upon the Holders of Claims or Interests in the Non-Voting Classes (the "***Non-Voting Holders***"), at the address to which notices are required to be sent pursuant to Bankruptcy Rule 2002(g), a notice, substantially in the form attached hereto as **Exhibit E** (the "***Notice of Non-Voting Status***"), setting forth: (a) the Non-Voting Classes; (b) a summary of the treatment of Claims and Interests under the Combined Disclosure Statement and Plan; (c) instructions for where Non-Voting Holders may obtain a copy of the Combined Disclosure Statement and Plan, and related exhibits free of charge from the Solicitation Agent; (d) information regarding the Debtors' proposed treatment of Executory Contracts and Unexpired Leases under the Combined Disclosure Statement and Plan; and (e) the full text of the release, exculpation, and injunction provisions set forth in Article IX of the Combined Disclosure Statement and Plan. In addition, the Notice of Non-Voting Status provided to Holders of Claims in Classes 1 and 2 (which are presumed to accept the Plan pursuant to section 1126(f) of the Bankruptcy Code) will also include notice that such Holders will be deemed to have consented to the third-party release provision in Article IX of the Combined Disclosure Statement and Plan unless they timely and properly choose to opt out, and will be accompanied by an opt-out form (the "***Opt-Out Form***") permitting such Holders to opt out of granting the releases set forth in Article IX of the Combined Disclosure Statement and Plan, which Opt-Out Form shall be returned no later than the Objection Deadline. For the avoidance of doubt, the Opt-Out Form will not be provided to Holders of Claims or Interests in Classes 6, 7, 8, and 9 (which are deemed to reject the Plan pursuant to section 1126(g) of the Bankruptcy Code). The Notice of Non-Voting Status provided to Holders of Claims in Classes 1 and 2 includes information on how such parties can opt out electronically via the E-Ballot Portal (as defined below) maintained by the Solicitation

Agent. An encrypted opt-out data and audit trail will be created through the electronic submission process and become part of the record of any opt-out election submitted in this manner. Additionally, the parties' electronic signatures will be deemed to be immediately legally valid and effective. For the avoidance of doubt, the E-Ballot Portal is the sole method for the Non-Voting Holders in Classes 1 and 2 to transmit Opt-Out Forms electronically.

b. <u>Combined Hearing Notice</u>

52. The Debtors propose that, on the Notice Date, the Solicitation Agent will serve upon all Holders of Claims and Interests a notice, substantially in the form attached hereto as <u>**Exhibit F**</u> (the "***Combined Hearing Notice***"), setting forth: (a) the Voting Record Date; (b) the date for which the Combined Hearing is scheduled; (c) the Objection Deadline; (d) a summary of the treatment of Claims and Interests under the Combined Disclosure Statement and Plan; and (e) the full text of the release, exculpation, and injunction provisions set forth in Article IX of the Combined Disclosure Statement and Plan.

53. The Debtors submit that the Notice of Non-Voting Status and the Combined Hearing Notice satisfy the requirements of Bankruptcy Rule 3017(d) and no further notice is required. Additionally, the Debtors respectfully request that the Solicitation Agent be permitted to transmit the Combined Hearing Notice to Holders of Claims and Interests on or before the Notice Date.

iv. Tabulation Procedures

54. As described above, the Debtors will use standard Tabulation Procedures in tabulating the votes of the Holders in the Voting Classes (the "***Voting Holders***"). These Tabulation Procedures are consistent with section 1126(c) of the Bankruptcy Code and Bankruptcy Rule 3018(a).

55. The Debtors respectfully request authorization to accept the ballots and opt-out elections via electronic, online transmissions, solely through the customized online balloting portal to the Debtors' case website maintained by the Solicitation Agent (the "***E-Ballot Portal***"). Voting Holders have the option to cast an electronic ballot and electronically sign and submit the ballot instantly by utilizing the online balloting portal (which allows a Voting Holder to submit an electronic signature). Similarly, Holders of Non-Voting Claims in Classes 1 or 2 have the option to make the election to opt-out of the Third-Party Release and electronically sign and submit the Opt-Out Form through the E-Ballot Portal. Instructions for electronic, online transmission of ballots are set forth on the forms of ballots. The encrypted ballot data and audit trail created by such electronic submission will become part of the record of any ballot submitted in this matter and the Voting Holder's electronic signature will be deemed to be immediately legally valid and effective.

56. The Tabulation Procedures require that each Voting Holder vote all of its Claims to either accept or reject the Plan. Notwithstanding Bankruptcy Rule 3018(a), the Debtors propose that whenever more than one ballot is cast voting the same Claim prior to the Voting Deadline, the last timely, valid ballot received prior to the Voting Deadline should be deemed to reflect the Voting Holder's intent, thereby superseding any prior ballot(s), without prejudice to the Debtors' right to object to the validity of the second ballot on any basis permitted by law. Further, to the extent there are multiple Claims within the same Class submitted by the same Voting Holder, the Debtors propose to, in their discretion, aggregate the Claims of any particular Voting Holder(s) within a Class for the purpose of counting votes.

57. In addition, the Tabulation Procedures require ballots to be actually received by the Solicitation Agent on or before the Voting Deadline to be counted, unless the Debtors extend or have extended such deadlines. Ballots have not or will not be counted if:

a) any ballot is or was illegible or contains or contained insufficient information to permit the identification of the Voting Holder;

b) any ballot that does not or did not contain a signature (*provided* that signatures contained in electronic ballots submitted via the E-Ballot Portal are or were treated as immediately legally effective and valid);

c) any ballot that partially rejected and partially accepted the Plan;

d) any ballot not marked to accept or reject the Plan or marked both to accept and reject the Plan; or

e) any vote cast by a person or entity that does not or did not hold a Claim in a Voting Class as of the Voting Record Date.

58. With respect to transfers of Claims filed pursuant to Bankruptcy Rule 3001(e), the Debtors propose that the transferee be entitled to receive a Solicitation Package and, if the Holder of such Claim is otherwise entitled to vote with respect to the Plan, cast a Ballot on account of such Claim only if (i) all actions necessary to transfer such Claim are completed by the Voting Record Date or (ii) the transferee files, by the Voting Record Date, (a) all documentation required by Bankruptcy Rule 3001(e) to evidence the transfer and (b) a sworn statement of the transferor supporting the validity of the transfer. Further, the Debtors request that, in the event a Claim is transferred after the Voting Record Date, the transferee of such Claim be bound by any vote or election on the Plan made by the holder of such Claim as of the Voting Record Date. Furthermore, where any portion of a single Claim has been transferred to a transferee, all holders of any portion of such single Claim may be (a) treated as a single creditor for purposes of the numerosity requirements in section 1126(c) of the Bankruptcy Code and (b) required to vote every portion of such Claim collectively to accept or reject the Plan. In the event that (x) a Ballot, (y) a group of Ballots within one Voting Class received from a single creditor, or (z) a group of Ballots received

from the various holders of multiple portions of a single Claim partially reject and partially accept the Plan, such Ballot may not be counted in the Debtors' discretion.

59. The Solicitation Agent shall retain all paper copies of ballots and all solicitation-related correspondence for one (1) year following the Effective Date, whereupon the Solicitation Agent is authorized to destroy and/or otherwise dispose of all paper copies of ballots, printed solicitation materials, including unused copies of the Solicitation Materials and all solicitation-related correspondence (including undeliverable mail), unless otherwise directed by the Debtors or the Clerk of the Court in writing within such one (1) year period.

60. Finally, the Debtors intend to publish a copy of the Combined Hearing Notice (the "***Publication Notice***") in the national editions of *The New York Times* and the *Globe & Mail* (or other publications with similar national circulations) on or before the Publication Deadline. A copy of the proposed Publication Notice is attached to the Proposed Order as **Exhibit 1**. The Publication Notice will provide all potential parties in interest (including unknown creditors) with notice of the Debtors' chapter 11 cases, a summary of the Plan, information regarding key dates, including the Combined Hearing, Objection Deadline, and Opt-Out Deadline, the proposed treatments of Claims and Interests under the Plan, and certain other important related matters. In addition, the Publication Notice will be made available on the Debtors' restructuring website maintained by the Solicitation Agent at https://restructuring.ra.kroll.com/bitcoindepot. The Debtors believe that causing the Publication Notice to be published in the national editions of *The New York Times* and the *Globe & Mail* (or other publications with similar national circulations) and posting the Publication Notice on the Debtors' restructuring website will provide sufficient notice of the approval of the Combined Hearing and relevant deadlines to entities who will not otherwise receive notice by mail as provided herein.

61. The Debtors respectfully submit that the Tabulation Procedures provide for a fair and equitable voting process and should be approved in these Chapter 11 Cases.

D. The Combined Disclosure Statement and Plan Should Be Approved on a Conditional Basis.

62. The Debtors seek conditional approval of the Combined Disclosure Statement and Plan. Such relief is consistent with Section P of the Complex Case Procedures, which provides that the Court may consider motions seeking conditional approval of a disclosure statement so long as such motions include a proposed order which: (a) finally approves the balloting and voting procedures to be utilized; (b) finally approves the form of notice to be provided to creditors and interest holders of the debtors; (c) finally approves the form of ballot which will be provided to creditors and interest holders entitled to vote on the proposed plan; (d) establishes a voting record date; and (e) establishes a voting deadline. This Motion and the Proposed Order comply with these requirements of the Complex Case Procedures and the other requirements of the Bankruptcy Rules and Bankruptcy Local Rules, including Local Rule 3016-2.

63. Conditional approval of the Combined Disclosure Statement and Plan is warranted under the circumstances. First, time is of the essence as the Debtors are seeking to emerge from chapter 11 as expeditiously as possible in order to minimize the cost of administrative expenses and implement an expedient wind down of the estates. Second, this Motion and the Proposed Order comply with the procedural requirements for conditional approval under Local Rule 3016-2 and Section P of the Complex Case Procedures by (a) identifying Kroll Restructuring Administration LLC as the Debtors' Solicitation Agent; (b) proposing the Confirmation Schedule (which includes the scheduling of the Combined Hearing); (c) seeking conditional approval of the Combined Disclosure Statement and Plan; (d) seeking final approval of the proposed Solicitation Materials and Tabulation Procedures, the proposed forms of the Notice of Non-Voting Status and

the Combined Hearing Notice to be provided to creditors and interest holders, and the proposed form of ballots; and (e) establishing the Voting Deadline (and the Voting Record Date). Lastly, the Combined Disclosure Statement and Plan provides "adequate information" (as discussed above) within the meaning of Section 1125(a)(1) of the Bankruptcy Code.

64. For the avoidance of doubt, the Debtors are only seeking limited relief to solicit the Combined Disclosure Statement and Plan and are not seeking a final determination as to the adequacy of the Disclosure Statement at this time; rather, such approval will be sought at the Combined Hearing, and all parties' rights to object to the adequacy of the Disclosure Statement (subject to and in accordance with the deadlines and procedures otherwise set forth in the Proposed Order) are reserved.

65. Courts in this district have approved disclosure statements on a conditional basis and have authorized using such disclosure statement during the solicitation of voting classes. *See, e.g.*, *In re Shannon Wind, LLC*, Case No. 26-90124 (ARP) (Bankr. S.D. Tex. April 22, 2026) (conditionally approving the disclosure statement for solicitation); *In re Lycra Co.*, No. 26-90399 (CML) (Bankr. S.D. Tex. Mar. 17, 2026) (same); *In re Cumulus Media Inc.*, Case No. 26-90346 (ARP) (Bankr. S.D. Tex. Mar. 5, 2026) (same); *In re PosiGen, PBC*, Case No. 25-90787 (CML) (Bankr. S.D. Tex. Jan. 30, 2026) (same); *In re Worldwide Machinery Group, Inc.*, Case No. 25-90379 (CML) (Bankr. S.D. Tex. Dec. 1, 2025) (same).

66. Accordingly, the Court should approve the Combined Disclosure Statement and Plan as containing "adequate information" within the meaning of Section 1125(a)(1) of the Bankruptcy Code for the Voting Classes to make an informed decision on whether or not to vote to accept the Plan, on a conditional basis, subject to final approval at the Combined Hearing.

RESERVATION OF RIGHTS

67. Unless specifically provided herein, and notwithstanding any actions taken hereunder, nothing in this Motion shall constitute, nor is it intended to constitute (a) an implication or admission as to the validity, priority, enforceability, or perfection of any claim, lien, security interest in, or other encumbrances against the Debtors and the property of their estates; (b) an impairment or waiver of the Debtors' or any other party in interest's rights to contest or dispute any such claim, lien, or interest; (c) a promise or requirement to pay any prepetition claim or interest; (d) an implication or admission that any particular claim or interest is of a type specified or defined in this Motion or any proposed order; (e) a waiver of the Debtors' or any other party in interest's rights under the Bankruptcy Code or any other applicable law; (f) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; or (g) a concession by the Debtors that any liens (contractual, common law, statutory, or otherwise) that may be satisfied pursuant to the relief requested in this Motion are valid, and the rights of all parties in interest are expressly reserved to contest the extent, validity, or perfection or seek avoidance of all such liens.

NOTICE

68. Notice of this Motion has been provided to: (a) the Office of the United States Trustee for the Southern District of Texas; (b) Alston & Bird LLP, as counsel to the Term Loan Agent; (c) counsel to the Committee, Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, New York 10019, Attn: James H. Burbage and Emma Kari; (d) the Debtors' 30 largest unsecured creditors (on a consolidated basis); (e) those persons who have formally appeared in these Chapter 11 Cases and requested service pursuant to Bankruptcy Rule 2002; (f) the Securities and Exchange Commission; (g) the Internal Revenue Service; and (h) all other applicable government agencies to the extent required by the Bankruptcy Rules or the Local Rules. In light

of the nature of the relief requested in this Motion, the Debtors submit that no further notice is necessary.

PRAYER

The Debtors respectfully request that the Court enter the Proposed Order, substantially in the form attached hereto as **Exhibit A**, and grant them such other and further relief to which the Debtors may be justly entitled.

Dated: June 19, 2026
Houston, Texas

/s/ Paul E. Heath
VINSON & ELKINS LLP
Paul E. Heath (TX 09355050)
Sara Zoglman (TX 24121600)
845 Texas Avenue, Suite 4700
Houston, Texas 77002
Tel: 713.758.2222
Fax: 713.758.2346
Email: pheath@velaw.com
szoglman@velaw.com

-and-

David S. Meyer (*pro hac vice* pending)
Jessica C. Peet (*pro hac vice* pending)
1114 Avenue of the Americas, 32nd Floor
New York, New York 10036
Tel: 212.237.0000
Fax: 212.237.0100
Email: dmeyer@velaw.com
jpeet@velaw.com

Proposed Counsel to the Debtors and Debtors in Possession

CERTIFICATE OF ACCURACY

I certify that the foregoing statements are true and accurate to the best of my knowledge. This statement is being made in accordance with Bankruptcy Local Rule 9013-1(i).

/s/ Sara Zoglman
One of Counsel

CERTIFICATE OF SERVICE

I certify that on June 19, 2026, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Sara Zoglman
One of Counsel

EXHIBIT A

Proposed Order

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

In re:	)	Chapter 11
BITCOIN DEPOT INC., *et al.*,	)	Case No. 26–90528 (CML)
Debtors.[1]	)	(Jointly Administered)

ORDER (I) SCHEDULING A COMBINED HEARING; (II) ESTABLISHING OBJECTION DEADLINES; (III) APPROVING THE SOLICITATION MATERIALS AND TABULATION PROCEDURES; (IV) CONDITIONALLY APPROVING THE COMBINED DISCLOSURE STATEMENT AND PLAN; AND (V) GRANTING RELATED RELIEF

Upon the motion (the "***Motion***")[2] filed by the above-captioned debtors and debtors in possession (collectively, the "***Debtors***") for entry of an order (this "***Order***") (a) scheduling a Combined Hearing, (b) establishing objection deadlines, (c) approving the Solicitation Materials and Tabulation Procedures, (d) conditionally approving the Combined Disclosure Statement and Plan, and (e) granting related relief, all as more fully set forth in the Motion; and the Court having jurisdiction over the matters raised in the Motion pursuant to 28 U.S.C. § 1334; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and that the Court may enter a final order consistent with Article III of the United States Constitution; and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to

[1] The Debtors in these Chapter 11 Cases and the last four digits of their respective federal tax identification numbers (if applicable) may be obtained on the website of the Debtors' claims and noticing agent at https://restructuring.ra.kroll.com/bitcoindepot. The location of the Debtors' corporate headquarters is: 8601 Dunwoody Place, Sandy Springs, Georgia 30350.

[2] Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion or the Combined Disclosure Statement and Plan, as applicable.

28 U.S.C. §§ 1408 and 1409; and the Court having found that the relief requested in the Motion is critical to facilitate the Debtors' prompt emergence from these Chapter 11 Cases for the benefit of all stakeholders; and the Court having reviewed the Motion; and the Court having found that the relief requested in the Motion is in the best interests of the Debtors and their respective Estates, creditors, and other parties in interest; and the Court having found that proper and adequate notice of the Motion and hearing thereon has been given and that no other or further notice is necessary; and the Court having found that good and sufficient cause exists for the granting of the relief requested in the Motion after having given due deliberation upon the Motion and all of the proceedings had before the Court in connection with the Motion, it is HEREBY ORDERED THAT:

1. The Combined Hearing, at which time the Court will consider, among other things, the adequacy and confirmation of the Combined Disclosure Statement and Plan, will be held **virtually by video conference** before the Honorable Judge Christopher M. Lopez, United States Bankruptcy Judge, on **________, 2026 at __:__ _.m. (Central Time)**. The Combined Hearing may be adjourned from time to time, subject to the terms of the Combined Disclosure Statement and Plan, without further notice other than an announcement of the adjourned date(s) in open court, at the Combined Hearing, or by an appropriate filing with the Court, and notice of such adjourned date(s) will be available on the Solicitation Agent's website: https://restructuring.ra.kroll.com/bitcoindepot.

2. Any objections to the approval or confirmation of the Combined Disclosure Statement and Plan must (a) be in writing; (b) comply with the Bankruptcy Rules and the Local Rules; (c) state the name and address of the objecting party and the amount and nature of the claim or interest beneficially owned by such entity; (d) state with particularity the legal and factual basis

for such objections, and, if practicable, a proposed modification to the Combined Disclosure Statement and Plan that would resolve such objections; and (e) be filed with the Court with proof of service, so as to be received **no later than 5:00 p.m. (Central Time) on July 23, 2026**. Objections must be served on:

a. proposed counsel to the Debtors, Vinson & Elkins LLP, 845 Texas Avenue, Suite 4700, Houston, Texas 77002, Attn: Paul E. Heath and Sara Zoglman and 1114 Avenue of the Americas, 32nd Floor, New York, New York 10036 Attn: David S. Meyer and Jessica C. Peet;

b. counsel to the Term Loan Agent, Alston & Bird LLP, 90 Park Avenue, New York, New York 10016, Attn: James Vincequerra;

c. the U.S. Trustee, 515 Rusk Street, Suite 3516, Houston, Texas 77002, Attn: Andrew Jimenez and Ha Nguyen;

d. counsel to the Committee, Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, New York 10019, Attn: James H. Burbage and Emma Kari; and

e. those persons who have formally appeared in these Chapter 11 Cases and requested service pursuant to Bankruptcy Rule 2002.

3. Objections, if any, not timely filed and served in the manner set forth above may, in the Court's discretion, not be considered and may be overruled.

4. The following additional dates and deadlines related to the solicitation of votes on the Combined Disclosure Statement and Plan are approved as set forth below:

Event	Date
Voting Record Date[3]	June 22, 2026
Notice Date[4]	Within one (1) business day following entry of the Order (or as soon as practicable thereafter)
Solicitation Mailing Deadline and Deadline to Mail the Notice of Non-Voting Status	Within three (3) business days of entry of the Order (or as soon as practicable thereafter)
Publication Deadline	Within five (5) business days following entry of the Order (or as soon as practicable thereafter)
Plan Supplement Filing Deadline	July 16, 2026
Voting Deadline[5] and Objection Deadline	July 23, 2026 at 5:00 p.m. (Central Time)
Reply Deadline	July 28, 2026 at 5:00 p.m. (Central Time)
Deadline to File the Voting Report	July 28, 2026
Combined Hearing Date	July 30, 2026 (subject to Court availability)

5. The Solicitation Materials and Tabulation Procedures satisfy the requirements of the Bankruptcy Code and Bankruptcy Rules and are approved. The ballots, substantially in the form attached to the Motion as **Exhibit B**, **Exhibit C**, and **Exhibit D** are approved in all respects. The forms of the Notice of Non-Voting Status and the Combined Hearing Notice, attached to the Motion as **Exhibit E** and **Exhibit F**, respectively, are approved in all respects and shall be deemed good and sufficient notice of these Chapter 11 Cases, the Combined Hearing, the Objection Deadline, and the procedures for objecting to the adequacy and/or confirmation of the Combined Disclosure Statement and Plan and, with respect to Holders of Claims in Classes 1 and 2, opting

[3] The "***Voting Record Date***" is the date as of which a holder of record of a claim entitled to vote on the Combined Disclosure Statement and Plan must have held such claim to cast a vote to accept or reject the Combined Disclosure Statement and Plan.

[4] The "***Notice Date***" is the date by which the Combined Hearing Notice (as defined below) will be served upon the Debtors' creditor matrix and all interest holders of record as of the Voting Record Date to provide notice of the Combined Hearing.

[5] The "***Voting Deadline***" is the deadline by which the Solicitation Agent must have received the ballots of the Voting Classes (as described below) to be properly counted.

out of the releases in Article IX of the Combined Disclosure Statement and Plan, and service thereof complies with the requirements of the Bankruptcy Code and the Bankruptcy Rules and is approved.

6. The Court conditionally approves the Combined Disclosure Statement and Plan as containing adequate information as required by section 1125 of the Bankruptcy Code without prejudice to any party in interest objecting to the Combined Disclosure Statement and Plan at the Combined Hearing; provided, that any party in interest who has not (a) notified the Debtors of its intention to object to the Combined Disclosure Statement and Plan on the basis that it does not include adequate information prior to the Voting Deadline, (b) provided the Debtors with a written request for additional information that would cure such objection, and (c) provided sufficient opportunity for the Debtors to cure such objection or provide such information, shall be deemed to have waived such objection to the Combined Disclosure Statement and Plan.

7. The Solicitation Materials and Tabulation Procedures set forth in the Motion are approved as set forth herein.

8. Solely for the purpose of voting to accept or reject the Plan and not for purposes of allowance or distribution on account of a Claim, each Claim within a Voting Class shall be temporarily allowed in an amount equal to (i) the amount asserted in a timely filed Proof of Claim, or, if no timely Proof of Claim has been filed, (ii) the liquidated, non-contingent, undisputed amount of such Claim set forth in the Schedules, subject to the following exceptions:

a. If a Claim is deemed Allowed pursuant to the Plan, such Claim shall be Allowed for voting purposes in the deemed Allowed amount set forth in the Plan.

b. If a Claim has been estimated for voting purposes or otherwise allowed for voting purposes by order of the Court, such Claim shall be allowed in the amount so estimated or allowed by the Court for voting purposes only with respect to the Plan, and not for purposes of allowance or distribution, unless otherwise provided by order of the Court.

c. If an objection to, or request for estimation of, a Claim has been filed by the Voting Deadline, such Claim shall be temporarily disallowed or estimated for voting purposes only with respect to the Plan and not for purposes of allowance or distribution, except to the extent and in the manner as may be set forth in such objection or request for estimation; *provided* if the claimant files a response thereto, the matter shall be resolved by the Court.

d. If the voting amount of a Claim has been established by a stipulation, settlement, or other agreement filed by the Debtors on or before the Voting Deadline, such Claim shall be allowed for voting purposes only with respect to the Plan, and not for purposes of allowance or distribution, in the stipulation, settled, or otherwise agreed-to amount.

e. If a Claim was listed in the Debtors' filed Schedules in an amount that is liquidated, non-contingent, and undisputed, and a Proof of Claim was not filed by the Voting Record Date, such Claim is allowed for voting in the liquidated, non-contingent, undisputed amount set forth in the Debtors' filed Schedules.

f. If a Claim, for which a Proof of Claim was timely filed, is listed as contingent, unliquidated, or disputed in part, such Claim is temporarily allowed in the amount that is liquidated, non-contingent, and undisputed for voting purposes only, and not for purposes of allowance or distribution.

g. If a Claim, for which a Proof of Claim was timely filed for unknown or undetermined amounts, or is wholly unliquidated, or contingent (as determined on the face of the Claim or after a reasonable review of the supporting documentation by the Debtors and/or Solicitation Agent) and such Claim has not been allowed, such Claim shall be temporarily allowed for voting purposes only, and not for purposes of allowance or distribution, at $1.00.

h. Claims filed for $0.00 are not entitled to vote.

i. If a Claim, for which a Proof of Claim has not been timely filed and/or as to which the applicable Claims filing deadline has not passed, and which is listed in the Debtors' filed Schedules as wholly unknown, contingent, and/or disputed, such Claim shall be temporarily allowed for voting purposes only, and not for purposes of allowance or distribution, at $1.00.

j. For purposes of the numerosity requirement of section 1126(c) of the Bankruptcy Code separate Claims held by a single creditor in a particular Class shall be aggregated as if such creditor held one Claim against the Debtors in such Class, and the votes related to such Claims shall be treated as a single vote to accept or reject the Plan.

k. Notwithstanding anything to the contrary contained herein, any creditor who has filed or purchased duplicate Claims within the same Voting Class shall be provided with only one Solicitation Package and one ballot for voting a single Claim in such Class, regardless of whether the Debtors have objected to such duplicate Claims.

l. If a Claim has been amended by a later-filed Proof of Claim that is filed on or prior to the Voting Record Date, the later filed amending Claim shall be entitled to vote in a manner consistent with these tabulation rules, and the earlier filed Claim shall be disallowed for voting purposes, regardless of whether the Debtors have objected to such amended Claim. Except as otherwise ordered by the Court, any amendments to a Claim after the Voting Record Date shall not be considered for purposes of these tabulation rules.

m. For the avoidance of doubt, a Holder shall only be entitled to vote on account of a Claim arising from the rejection of an Executory Contract or Unexpired Lease if the Claim is filed by the Voting Record Date, or by such later date as provided for in the Solicitation Materials and Tabulation Procedures, or as directed by the Court.

9. If, before the filing of the final Voting Report, the Debtors and the Holder of the Claim reach an agreement to alter the amount of the voting Claim or the classification of the voting Claim for tabulation purposes, the Solicitation Agent is authorized to rely on such an agreement and tabulate the votes accordingly. Such agreement shall be memorialized in an email or other correspondence sent from the Debtors to the Solicitation Agent copying the Holder whose Claim is being tabulated, and the Solicitation Agent shall memorialize the existence of such agreement in its Voting Report. The Debtors shall be permitted to file a supplemental Voting Report prior to the Combined Hearing to permit ballots received after the Voting Deadline to be included on account of claims timely filed by the July 16, 2026 General Bar Date established in these Chapter 11 Cases.

10. With respect to the Term Loan Claims in Class 3, to the extent applicable, the amount of such Claims for voting purposes only will be established based on the amounts of the applicable positions held by each Holder, as of the Voting Record Date, as evidenced by (a) the Debtors' books and records or (b) the applicable books and records maintained by the Term Loan Agent, which will be provided to the Debtors or the Solicitation Agent in electronic Microsoft Excel format no later than one (1) Business Day following the entry of this Order.

11. Notwithstanding any provision to the contrary contained herein, with respect to Equipment Financing Agreement Claims in Class 4, the Claim amounts for voting purposes only shall be established based on the amounts of the applicable positions held by each claimant, as of the Voting Record Date, as evidenced by the applicable books and records maintained by the Debtors, and/or the applicable equipment financing counterparty, with the register therefor provided, pursuant to the Court's direction, to the Solicitation Agent in electronic Microsoft Excel, or similar electronic, format within one (1) Business Day following the entry of this Order.

12. Unless specifically provided herein, and notwithstanding any actions taken hereunder, nothing in the Motion or this Order shall constitute, nor is it intended to constitute (a) an implication or admission as to the validity, priority, enforceability, or perfection of any claim, lien, security interest in, or other encumbrances against the Debtors and the property of their estates; (b) an impairment or waiver of the Debtors' or any other party in interest's rights to contest or dispute any such claim, lien, or interest; (c) a promise or requirement to pay any prepetition claim or interest; (d) an implication or admission that any particular claim or interest is of a type specified or defined in the Motion or any proposed order; (e) a waiver of the Debtors' or any other party in interest's rights under the Bankruptcy Code or any other applicable law; (f) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; or (g) a concession by the Debtors that any liens (contractual, common law, statutory, or otherwise) that may be satisfied pursuant to the relief requested in the Motion are valid, and the rights of all parties in interest are expressly reserved to contest the extent, validity, or perfection or seek avoidance of all such liens.

13. The Term Loan Agent is hereby authorized and directed to provide a register of individual Holders of the Class 3 Term Loan Claims, including the Claim amount for voting

purposes only and mailing and/or email addresses for each such Holder, as of the Voting Record Date, directly to the Solicitation Agent in Microsoft Excel or similar electronic format no later than one Business Day after entry of this Order.

14. All time periods set forth in this Order shall be deemed to meet the statutory requirements or are hereby altered in accordance with Bankruptcy Rule 9006(a).

15. The Debtors are authorized to take or refrain from taking all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion without seeking further order from the Court.

16. Notwithstanding anything in the Bankruptcy Code or the Bankruptcy Rules to the contrary, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

17. The Court retains exclusive jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Dated: ________, 2026
Houston, Texas

____

THE HONORABLE CHRISTOPHER M. LOPEZ
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

Publication Notice

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

In re:	)	Chapter 11
BITCOIN DEPOT INC., *et al.*,	)	Case No. 26–90528 (CML)
Debtors.[1]	)	(Jointly Administered)

NOTICE OF (A) COMBINED HEARING TO CONSIDER FINAL APPROVAL OF AND CONFIRMATION OF THE COMBINED DISCLOSURE STATEMENT AND PLAN, (B) DEADLINE FOR FILING OBJECTIONS TO FINAL APPROVAL AND CONFIRMATION OF THE COMBINED DISCLOSURE STATEMENT AND PLAN, AND (C) OTHER RELEVANT INFORMATION

PLEASE TAKE NOTICE THAT on June 18, 2026, Bitcoin Depot Inc. and its debtor affiliates, as debtors and debtors in possession (collectively, the "***Debtors***") in the above-captioned cases, filed the *Debtors' Combined Disclosure Statement and Chapter 11 Plan of Liquidation* (as may be modified, amended, or supplemented, the "***Combined Disclosure Statement and Plan***") [Docket No. [•]] pursuant to sections 1125 and 1126(b) of chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the "***Bankruptcy Code***"). On [•], 2026, the United States Bankruptcy Court for the Southern District of Texas (the "***Court***") entered an order [Docket No. [•]] (the "***Disclosure Statement Order***"): (a) scheduling a combined hearing (the "***Combined Hearing***") to consider approval and confirmation of the Combined Disclosure Statement and Plan; (b) setting a deadline by which parties must file objections to the adequacy of the Disclosure Statement and the confirmation of the Plan (the "***Objection Deadline***")[2] and a deadline for the Debtors to reply thereto and file a brief in support of approval and confirmation of the Combined Disclosure Statement and Plan (the "***Reply Deadline***"); (c) approving the form of the Solicitation Materials and Tabulation Procedures, including the forms of ballots; (d) conditionally approving the Combined Disclosure Statement and Plan; and (e) granting related relief. Copies of the Combined Disclosure Statement and Plan may be obtained free of charge by visiting the website maintained by the Debtors' claims, noticing and solicitation agent, Kroll Restructuring Administration LLC (the "***Solicitation Agent***"), at https://restructuring.ra.kroll.com/bitcoindepot.

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1 The Debtors in these Chapter 11 Cases and the last four digits of their respective federal tax identification numbers (if applicable) may be obtained on the website of the Debtors' claims and noticing agent at https://restructuring.ra.kroll.com/bitcoindepot. The location of the Debtors' corporate headquarters is: 8601 Dunwoody Place, Sandy Springs, Georgia 30350.

2 The Objection Deadline shall also be the deadline for Holders of Claims in Classes 1 and 2 to return their completed Opt-Out Forms, which will be included in the Notice of Non-Voting Status (each as defined below).

Copies of the Combined Disclosure Statement and Plan may also be obtained by calling the Solicitation Agent at (844) 339-4117 (U.S./Canada, toll free) or +1 (332) 232-7827 (international, toll).

PLEASE TAKE FURTHER NOTICE THAT the Combined Hearing will commence on **[•], 2026, at [•]:[•] [•].m. (prevailing Central Time)** before The Honorable Christopher M. Lopez, United States Bankruptcy Judge, in Courtroom 402, Floor 4 of the United States Bankruptcy Court, 515 Rusk Street, Houston, Texas 77002, or as soon thereafter as counsel may be heard.

Critical Information Regarding Voting on the Plan

Within three (3) business days after entry of the Disclosure Statement Order, or as soon as reasonably practicable thereafter (the "***Solicitation Mailing Deadline***"), the Debtors will complete the initial mailing of the solicitation packages to solicit votes to accept or reject the Plan from the Holders of Claims in Class 3, Class 4, and Class 5, each of record as of June 22, 2026, (the "***Voting Record Date***"). **The deadline for the submission of votes to accept or reject the Plan is at 5:00 p.m. (prevailing Central Time) on July 23, 2026, unless such time is extended by the Debtors.**

Critical Information Regarding Objecting to the Plan or Disclosure Statement

Any objections to confirmation of the Plan and the adequacy of the Disclosure Statement on a final basis must a) be in writing; (b) comply with the Bankruptcy Rules and the Local Rules; (c) state the name and address of the objecting party and the amount and nature of the claim or interest beneficially owned by such entity; (d) state with particularity the legal and factual basis for such objections, and, if practicable, a proposed modification to the Combined Disclosure Statement and Plan that would resolve such objections; and (e) be filed with the Court with proof of service, so as to be received **no later than the Objection Deadline**.

UNLESS AN OBJECTION IS TIMELY SERVED AND FILED IN ACCORDANCE WITH THIS NOTICE, IT MAY NOT BE CONSIDERED BY THE COURT. IF THE PLAN IS CONFIRMED BY THE COURT, IT WILL BE BINDING ON THE DEBTORS, ANY AND ALL HOLDERS OF CLAIMS OR INTERESTS (REGARDLESS OF WHETHER THEIR CLAIMS OR INTERESTS ARE DEEMED TO HAVE ACCEPTED OR REJECTED THE PLAN), ALL ENTITIES THAT ARE PARTIES TO OR ARE SUBJECT TO THE SETTLEMENTS, COMPROMISES, RELEASES, DISCHARGES, AND INJUNCTIONS DESCRIBED IN THE PLAN OR THE CONFIRMATION ORDER, EACH ENTITY ACQUIRING PROPERTY UNDER THE PLAN OR THE CONFIRMATION ORDER, AND ANY AND ALL NON-DEBTOR PARTIES TO EXECUTORY CONTRACTS AND UNEXPIRED LEASES WITH THE DEBTORS.

<u>Important Information Regarding Discharges, Injunctions, Exculpations, and Releases</u>

If you do not opt out of granting the releases set forth in the Plan, you shall be deemed to have consented to the releases contained in Article IX.C of the Plan.

YOU ARE ADVISED AND ENCOURAGED TO CAREFULLY REVIEW AND CONSIDER THE PLAN, INCLUDING THE RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AS YOUR RIGHTS MAY BE AFFECTED.

EXHIBIT B

Form of Class 3 Term Loan Claims Ballot

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS INCLUDED IN THE MATERIALS MAILED WITH THIS BALLOT.

IMPORTANT: THE DEBTORS' CHAPTER 11 CASES HAVE BEEN COMMENCED AS OF THE DATE OF THE DISTRIBUTION OF THIS BALLOT. THE COMPANY INTENDS TO PROMPTLY SEEK CONFIRMATION OF THE COMBINED DISCLOSURE STATEMENT AND PLAN BY THE COURT.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

In re:	)	Chapter 11
BITCOIN DEPOT INC., *et al.*,	)	Case No. 26–90528 (CML)
Debtors.[1]	)	(Jointly Administered)

BALLOT FOR VOTING TO ACCEPT
OR REJECT THE DEBTORS' COMBINED
DISCLOSURE STATEMENT AND CHAPTER 11 PLAN FOR
BITCOIN DEPOT INC. AND ITS DEBTOR AFFILIATES

CLASS 3 – TERM LOAN CLAIMS

THE VOTING DEADLINE BY WHICH YOUR BALLOT MUST BE ACTUALLY RECEIVED BY THE SOLICITATION AGENT IS 5:00 P.M. (CENTRAL TIME) ON JULY 23, 2026 (THE "*VOTING DEADLINE*").

IF YOUR BALLOT IS NOT RECEIVED ON OR PRIOR TO THE VOTING DEADLINE, THE VOTE REPRESENTED BY YOUR BALLOT WILL NOT BE COUNTED, EXCEPT IN THE DEBTORS' DISCRETION.

[1] The Debtors in these Chapter 11 Cases and the last four digits of their respective federal tax identification numbers (if applicable) may be obtained on the website of the Debtors' claims and noticing agent at https://restructuring.ra.kroll.com/bitcoindepot. The location of the Debtors' corporate headquarters is: 8601 Dunwoody Place, Sandy Springs, Georgia 30350.

Bitcoin Depot Inc. and its affiliated debtors listed in footnote 1 (collectively, the "***Debtors***") have provided you with this ballot (the "***Ballot***") to solicit your vote to accept or reject the *Debtors' Combined Disclosure Statement and Chapter 11 Plan of Liquidation* (as may be modified, amended, or supplemented, the "***Combined Disclosure Statement and Plan***"), which is being proposed by the Debtors.[2]

If you are, **on June 22, 2026** (the "***Voting Record Date***"), a Holder of a Class 3 Term Loan Claim against any of the Debtors arising under that certain *Second Amended and Restated Credit Agreement*, dated as of November 1, 2024 (as amended or otherwise modified prior to the Petition Date), by and among (a) Term Loan Borrower, (b) HoldCo, (c) the subsidiary guarantors party thereto, (d) the Term Loan Lenders, and (e) the Term Loan Agent (the "***Term Loan Agreement***"), please use this Ballot to cast your vote to accept or reject the Combined Disclosure Statement and Plan, which accompanies this Ballot.

The Debtors have already commenced cases under chapter 11 of the Bankruptcy Code (these "***Chapter 11 Cases***"). The Combined Disclosure Statement and Plan has not yet been approved by any court with respect to whether it contains adequate information within the meaning of section 1125(a) of the Bankruptcy Code. The Debtors intend to seek approval and confirmation of the Combined Disclosure Statement and Plan at a combined hearing before the Court (the "***Combined Hearing***"), on a date and time to be announced.

The Combined Disclosure Statement and Plan, as well as all other documents filed on the docket, are available for review and download free of charge on the Debtors' restructuring website maintained by the Solicitation Agent (as defined below) at https://restructuring.ra.kroll.com/bitcoindepot. They are also available for review for a fee on the Court's website at www.txs.uscourts.gov and are on file with the Clerk of the Court, 4th Floor, 515 Rusk Street, Houston, Texas 77002, where they are available for review during normal operating hours. Printed copies of the Combined Disclosure Statement and Plan may be obtained free of charge by contacting the Solicitation Agent via (a) telephone at (844) 339-4117 (U.S./Canada, toll free) or +1 (332) 232-7827 (international, toll) or (b) email at bitcoindepotinfo@ra.kroll.com (with "Bitcoin Depot Solicitation Inquiry" in the subject line).

Before you transmit your vote, please review the Combined Disclosure Statement and Plan, and all related documents enclosed herewith carefully. The Combined Disclosure Statement and Plan can be confirmed by the Court and thereby made binding upon you if it is accepted by the Holders of (a) at least two-thirds in dollar amount and more than one-half in number of Claims in each Class of Claims entitled to vote and that actually vote on the Combined Disclosure Statement and Plan and (b) at least two-thirds in number of Interests in each Class of Interests entitled to vote and that actually vote on the Combined Disclosure Statement and Plan, and if it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained (or if a Class of Claims or Interests is deemed to reject the Combined Disclosure

[2] Capitalized terms used in this Ballot and the attached instructions that are not otherwise defined herein have the meanings given to them in the Combined Disclosure Statement and Plan.

Statement and Plan), the Court may nonetheless confirm the Combined Disclosure Statement and Plan if it finds that the Combined Disclosure Statement and Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the Class or Classes rejecting it, and otherwise satisfies the applicable requirements of section 1129(b) of the Bankruptcy Code.

Please note that the Combined Disclosure Statement and Plan contemplates separate Classes of Claims and Interests for voting and distribution purposes. Depending on the nature of the Claims or Interests that are held in or against the Debtors, a creditor may have Claims and/or Interests in multiple Classes. The Combined Disclosure Statement and Plan sets forth a description of the Classes.

Your receipt of this Ballot does not signify that your Claim has been or will be Allowed. This Ballot is solely for purposes of voting to accept or reject the Combined Disclosure Statement and Plan and not for the purpose of allowance or disallowance of or distribution on account of Class 3 Term Loan Claims. You must provide all of the information requested by this Ballot. Failure to do so may result in the disqualification of your vote.

Please also note that the Combined Disclosure Statement and Plan may be modified as described in Article XI of the Combined Disclosure Statement and Plan. If the Combined Disclosure Statement and Plan is so modified, the Debtors may not be required to and, accordingly, may not resolicit votes on the Combined Disclosure Statement and Plan. In such case, a vote to accept the Combined Disclosure Statement and Plan submitted prior to the Voting Deadline will be considered a vote to accept the Combined Disclosure Statement and Plan as so modified.

If you have any questions on how to properly complete this Ballot, please call Kroll Restructuring Administration, LLC, the Debtors' claims, noticing, and solicitation agent (the "***Solicitation Agent***" or "***Kroll***") at (844) 339-4117 (U.S./Canada, toll free) or +1 (332) 232-7827 (international, toll) or email—with a reference to "Bitcoin Depot Solicitation Inquiry" in the subject line—to bitcoindepotinfo@ra.kroll.com. **THE SOLICITATION AGENT IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.**

PLEASE READ AND FOLLOW THE BELOW INSTRUCTIONS CAREFULLY. COMPLETE, SIGN (ELECTRONIC SIGNATURE IS ACCEPTABLE) AND DATE YOUR CUSTOMIZED BALLOT (PURSUANT TO THE INSTRUCTIONS BELOW), AND RETURN IT SO THAT IT IS <u>ACTUALLY RECEIVED</u> BY THE SOLICITATION AGENT ON OR BEFORE THE VOTING DEADLINE OF <u>5:00 P.M. (CENTRAL TIME) ON JULY 23, 2026</u> IN ACCORDANCE WITH THE INSTRUCTIONS PROVIDED HEREIN. IF THIS BALLOT IS NOT COMPLETED, SIGNED, AND <u>ACTUALLY RECEIVED</u> BY THE SOLICITATION AGENT PRIOR TO THE EXPIRATION OF THE VOTING DEADLINE, THEN THE VOTES TRANSMITTED BY THIS BALLOT WILL NOT BE COUNTED, EXCEPT IN THE DEBTORS' DISCRETION.

IMPORTANT

You should carefully review the Combined Disclosure Statement and Plan before you vote. You may wish to seek legal or other professional advice concerning the Combined Disclosure Statement and Plan and your Term Loan Claim. Your Term Loan Claim against the Debtors has been placed in Class 3 under the Combined Disclosure Statement and Plan.

VOTING DEADLINE: 5:00 P.M. (CENTRAL TIME) ON JULY 23, 2026.

If your Ballot is not received by the Solicitation Agent on or before the Voting Deadline and such deadline is not extended, your vote will not count except in the Debtors' discretion.

If the Combined Disclosure Statement and Plan is confirmed by the Court, it will be binding on you whether or not you vote.

IF YOU (A) HAVE ANY QUESTIONS REGARDING THE BALLOT, (B) DID NOT RECEIVE A COPY OF THE COMBINED DISCLOSURE STATEMENT AND PLAN, OR (C) NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE SOLICITATION AGENT BY CALLING (844) 339-4117 (U.S./CANADA, TOLL FREE) OR +1 (332) 232-7827 (INTERNATIONAL, TOLL) OR EMAIL—WITH A REFERENCE TO "BITCOIN DEPOT SOLICITATION INQUIRY" IN THE SUBJECT LINE— BITCOINDEPOTINFO@RA.KROLL.COM. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE COURT. THE SOLICITATION AGENT IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.

VOTING DEADLINE: JULY 23, 2026 AT 5:00 P.M. (CENTRAL TIME)

For your vote to be counted, this Ballot must be properly completed, signed, and returned so that it is actually received by the Solicitation Agent by no later than July 23, 2026 at 5:00 p.m. (Central Time), unless such time is extended in writing by the Debtors. Please submit a Ballot with your vote in the envelope provided or by *one* of the following methods:

If Submitting Your Vote through the E-Balloting Portal

Kroll will accept Ballots if properly completed through the E-Balloting Portal. To submit your Ballot via the E-Balloting Portal, visit https://restructuring.ra.kroll.com/bitcoindepot, and under the Case Navigation section of the website, click on "Submit E-Ballot" and follow the instructions to submit your Ballot.

IMPORTANT NOTE: You will need the following information to retrieve and submit your customized electronic Ballot:

Unique E-Ballot ID#:____

Kroll's E-Balloting Portal is the sole manner in which Ballots will be accepted via electronic or online transmission. Ballots submitted by facsimile, email, or other means of electronic transmission will not be counted.

Each E-Ballot ID# is to be used solely for voting only those Claims described in your electronic Ballot. Please complete and submit an electronic Ballot for each E-Ballot ID# you receive, as applicable.

If your Ballot is not received by Kroll on or before the Voting Deadline, and such Voting Deadline is not extended by the Debtors as noted above, your vote will not be counted.

If by First Class Mail, Overnight Courier, or Hand Delivery:

Bitcoin Depot Inc. Ballot Processing Center
c/o Kroll Restructuring Administration LLC
850 3rd Avenue, Suite 412
Brooklyn, NY 11232

To arrange hand delivery of your Ballot, please contact the Solicitation Agent via email at bitcoindepotballots@ra.kroll.com (with "Bitcoin Depot Ballot Delivery" in the subject line) at least 24 hours prior to your arrival at the Kroll address above and provide the anticipated date and time of delivery.

PLEASE READ THE ATTACHED VOTING INFORMATION
AND INSTRUCTIONS BEFORE COMPLETING THIS BALLOT

Item 1. ***Amount of Class 3 Term Loan Claim.***[3] The undersigned hereby certifies that on **June 22, 2026**, the Voting Record Date, the undersigned was the record Holder (or authorized signatory of such a Holder) of a Term Loan Claim in Class 3 under the Combined Disclosure Statement and Plan, in the aggregate unpaid principal amount of:

Claim Amount: $ _______________
Debtor:__________________________________

Any admission of Claims for purposes of voting on the Plan is not an admission of liability on the part of the Debtors or any other party for payment purposes.

YOUR VOTE ON THIS BALLOT WILL BE APPLIED TO EACH DEBTOR AGAINST WHOM YOU HAVE A TERM LOAN CLAIM.

Item 2. ***Vote on the Combined Disclosure Statement and Plan.*** The undersigned Holder of a Term Loan Claim in Class 3 under the Combined Disclosure Statement and Plan, as described in Item 1 above, votes all such Claims to (check one box):

☐ **Accept** the Combined Disclosure Statement and Plan

OR

☐ **Reject** the Combined Disclosure Statement and Plan

Item 3. ***Optional Opt-Out of Releases***.

Following Confirmation, subject to Article X of the Combined Disclosure Statement and Plan, the Combined Disclosure Statement and Plan will be substantially consummated on the Effective Date. Among other things, effective as of the Confirmation Date but subject to the occurrence of the Effective Date, certain release, injunction, exculpation, and discharge provisions set forth in Article IX of the Combined Disclosure Statement and Plan will become effective. In determining how to cast your vote on the Combined Disclosure Statement and Plan, it is important to read the provisions contained in Article X of the Combined Disclosure Statement and Plan very carefully so that you understand how confirmation and substantial consummation of the Combined Disclosure Statement and Plan—which effectuates such provisions—will affect you and any

[3] For voting purposes only, subject to tabulation rules.

Claim(s) you may hold against the Debtors and/or certain other Released Parties specified in the Combined Disclosure Statement and Plan.[4]

Article IX.C of the Combined Disclosure Statement and Plan contains the following provision:

C. Releases by the Releasing Parties[5] Other Than the Debtors

Notwithstanding anything contained herein to the contrary, upon and as of the Effective Date, each Releasing Party (other than the Debtors and the Estates) releases each Debtor, the Estates, and each other Released Party from any and all claims and Causes of Action, whether known or unknown, including any derivative claims, asserted on behalf of the Debtors and the Estates, that such Entity would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, the Debtors (including the management, ownership, or operation thereof), any securities issued by the Debtors and the ownership thereof, the Term Loan

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4 "***Released Party***" means each Person or Entity identified as Released Parties in the Plan Supplement as recommended by the Independent Subcommittee at the conclusion of the Investigation. Any Person or Entity that is a Released Party shall be obligated to reasonably cooperate with the Liquidation Trustee in the Liquidation Trustee's pursuit of Retained Causes of Action against any non-Released Party.

Potential Released Parties may include, among others, each of the following solely in its capacity as such: (a)(i) the Debtors; (ii) the Estates; and (iii) with respect to each Debtor, each Debtor's directors, managers, members, officers, principals, Investigation Subcommittee, Restructuring Committee, Chief Restructuring Officer, committees (including executive committees or any special committees) and their respective members, employees, predecessors, successors, assigns, subsidiaries, agents, financial advisors, attorneys, accountants, investment bankers, consultants, representatives, other professionals (including its Professionals), the Information Officer, and any other Related Party; (b)(i) each Holder of a Claim or Interest who votes in favor of the Combined Disclosure Statement and Plan; and (ii) each Related Party of each Entity in clause (b)(i); and (c)(i) the Committee and its members, each in their capacities as such; and (ii) with respect to the Committee, its retained Professionals, including its attorneys, and financial advisors; provided, however, that in each case, an Entity shall not be a Released Party if it: (x) elects to opt out of the releases set forth in Article IX of the Combined Disclosure Statement and Plan; or (y) timely objects to the releases set forth in Article IX of the Combined Disclosure Statement and Plan and such objection is not resolved before Confirmation. For the avoidance of doubt the **Persons and Entities** that will be deemed Released Parties remains subject in all respects to the Investigation Subcommittee's findings and recommendations at the conclusion of the Investigation. Notwithstanding the foregoing, the Independent Member, the Chief Restructuring Officer, and the Information Officer will be Released Parties. Any Person or Entity that is a Released Party shall be obligated to reasonably cooperate with the Liquidation Trustee in the Liquidation Trustee's pursuit of claims or Causes of Action against any non-Released Party.

5 "***Releasing Parties***" means each of the following, solely in its capacity as such: (a)(i) the Debtors; and (ii) the Estates; (b)(i) all Holders of Claims and Interests that vote to accept the Combined Disclosure Statement and Plan but do not opt out of granting the releases set forth herein; (ii) all Holders of Claims or Interests whose vote to accept or reject the Combined Disclosure Statement and Plan is solicited but that do not vote either to accept or to reject the Combined Disclosure Statement and Plan and do not opt out of granting the releases set forth herein; (iii) all Holders of Claims or Interests that are presumed to accept the Combined Disclosure Statement and Plan but do not opt out of granting the releases set forth herein; (iv) with respect to each of the foregoing parties in clauses (b)(i) through (b)(iv), each of such Entity's current and former Affiliates; (v) with respect to each of the foregoing parties in clauses (b)(i) through (b)(iv), each of such Entity's Related Party for which such Entity is legally entitled to bind such Related Party to the releases contained in the Combined Disclosure Statement and Plan under applicable law (in each case, solely in its capacity as such); and (c)(i) the members of any statutory committee, including the Committee, appointed in the Chapter 11 Cases and (ii) such committee's Professionals.

Facility, the Equipment Financing Agreements, the Debtors' in- or out-of-court restructuring efforts, any Avoidance Actions (but excluding Avoidance Actions brought as counterclaims or defenses to claims actually asserted and pursued against the Debtors), intercompany transactions, the Chapter 11 Cases, the Canadian Proceedings, the formulation, preparation, dissemination, solicitation, negotiation, entry into, or filing of the Combined Disclosure Statement and Plan, the Cash Collateral Orders, the Plan Supplement, or any 363 Asset Sale, contract, instrument, release, or other agreement or document created or entered into in connection with the Combined Disclosure Statement and Plan, the Cash Collateral Orders, the Plan Supplement, any 363 Asset Sale, the Chapter 11 Cases, the Canadian Proceedings, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of consummation, the Sales Process, the administration and implementation of the Combined Disclosure Statement and Plan, the Sales Process, or the distribution of property under the Combined Disclosure Statement and Plan, the Sales Process, or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date. Notwithstanding anything to the contrary in the foregoing, the releases set forth above do not release: (a) any post-Effective Date obligations of any Person or Entity under the Combined Disclosure Statement and Plan, any 363 Asset Sale Transaction Documents, or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Combined Disclosure Statement and Plan or any 363 Asset Sale; or (b) any Person or Entity from any claim or Causes of Action related to an act or omission that is determined in a Final Order by a court of competent jurisdiction to have constituted actual fraud, willful misconduct, or gross negligence by such Person or Entity.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval, pursuant to Bankruptcy Rule 9019, of the foregoing releases, which includes by reference each of the related provisions and definitions contained herein, and, further, shall constitute the Bankruptcy Court's finding that such releases are: (a) consensual; (b) essential to the Confirmation of the Combined Disclosure Statement and Plan; (c) given in exchange for the good and valuable consideration provided by the Released Parties; (d) a good faith settlement and compromise of the claims released by the Releasing Parties; (e) in the best interests of the Debtors and their Estates; (f) fair, equitable, and reasonable; (g) given and made after due notice and opportunity for hearing; and (h) a bar to any of the Releasing Parties asserting any claim or Cause of Action released pursuant to the foregoing releases.

Check the box below if you elect not to grant the releases contained in Article IX.C of the Combined Disclosure Statement and Plan. Election to withhold consent is at your option. If you submit a Ballot accepting or rejecting the Combined Disclosure Statement and Plan, or if you abstain from submitting a Ballot, and in either case, you do not check the box below, you will be deemed to consent to the releases contained in Article IX.C of the Combined Disclosure Statement and Plan to the fullest extent permitted by applicable law. Please be advised that your decision to opt out does not affect the amount of distribution you will receive under the Combined Disclosure Statement and Plan. Specifically, your recovery under the Combined Disclosure Statement and

Plan will be the same whether or not you opt out of the releases contained in Article IX.C of the Combined Disclosure Statement and Plan.

<u>The Holder of a Class 3 Term Loan Claim set forth in Item 1 elects to</u>:

☐ **OPT OUT** of the Releases Contained in Article IX.C of the Combined Disclosure Statement and Plan

IF YOU VOTE TO ACCEPT OR REJECT THE COMBINED DISCLOSURE STATEMENT AND PLAN AND YOU DO NOT CHECK THE “OPT OUT” BOX IN ITEM 3 AND TIMELY SUBMIT YOUR BALLOT, YOU WILL BE DEEMED TO CONSENT TO THE RELEASES OF THE RELEASED PARTIES SET FORTH IN ARTICLE IX.C OF THE COMBINED DISCLOSURE STATEMENT AND PLAN.

IF YOU ABSTAIN FROM VOTING ON THE COMBINED DISCLOSURE STATEMENT AND PLAN AND YOU DO NOT TIMELY SUBMIT YOUR BALLOT WITH THE “OPT OUT” BOX IN ITEM 3 CHECKED, YOU WILL BE DEEMED TO CONSENT TO THE RELEASES OF THE RELEASED PARTIES SET FORTH IN ARTICLE IX.C OF THE COMBINED DISCLOSURE STATEMENT AND PLAN.

Item 4: ***Certifications.*** By returning this Ballot, the undersigned Holder of a Class 3 Term Loan Claim under the Combined Disclosure Statement and Plan, as described in Item 1 above, certifies that (a)(i) it was the record Holder of the Claims described in Item 1 on June 22, 2026, and/or (ii) it has full power and authority to vote to accept or reject the Combined Disclosure Statement and Plan; (b) it has received a copy of the Combined Disclosure Statement and Plan (and all attachments and supplements thereto); (c) the Holder has cast the same vote with respect to all of its Class 3 Claims described in Item 1; and (d) no other Class 3 Ballots with respect to the amount of the Claims described in Item 1 have been cast or, if any other Class 3 Ballots have been cast with respect to such Claims, then any such earlier Class 3 Ballots are hereby revoked. The undersigned understands that an otherwise properly completed, executed and timely-returned Ballot that does not indicate either acceptance or rejection of the Combined Disclosure Statement and Plan or indicates both acceptance and rejection of the Combined Disclosure Statement and Plan will not be counted. By signing this Ballot you also are acknowledging that your vote is subject to all terms or conditions set forth in the Combined Disclosure Statement and Plan.

Name of Holder: ______________________________

Signature:	______________________________
Print Name:	______________________________
Title:	______________________________
Street Address:	______________________________
City, State and Zip Code:	______________________________
Telephone Number:	______________________________
Email Address:	______________________________
Date Completed:	______________________________

PLEASE PROMPTLY RETURN YOUR COMPLETED BALLOT.

BALLOTS MAY BE SUBMITTED VIA THE E-BALLOT PORTAL, IN THE RETURN ENVELOPE PROVIDED, OR AS DIRECTED IN THE VOTING INSTRUCTIONS.

IN ORDER TO COUNT, YOUR COMPLETED BALLOT MUST BE <u>RECEIVED</u> NO LATER THAN 5:00 P.M. (CENTRAL TIME) ON JULY 23, 2026 OR THE VOTES TRANSMITTED THEREBY WILL NOT BE COUNTED, EXCEPT IN THE DEBTORS' DISCRETION.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THIS BALLOT, THE COMBINED DISCLOSURE STATEMENT AND PLAN, OR OTHER RELATED MATERIALS OR DOCUMENTS, PLEASE CALL THE SOLICITATION AGENT AT (844) 339-4117 (U.S./CANADA, TOLL FREE) OR +1 (332) 232-7827 (INTERNATIONAL) OR EMAIL AT BITCOINDEPOTINFO@RA.KROLL.COM WITH A REFERENCE TO "BITCOIN DEPOT SOLICITATION INQUIRY" IN THE SUBJECT LINE.

INSTRUCTIONS FOR COMPLETING THE BALLOT

1. In order for your vote to count, you must:

   a) In Item 2, indicate either acceptance or rejection of the Combined Disclosure Statement and Plan by checking the appropriate box;

   b) Make sure to read the information regarding releases in Item 3 and check the box **if you elect to opt out** of the releases;

   c) Review the certifications in Item 4 of the Ballot; and either

      i. electronically complete, sign, and return your customized electronic Ballot by utilizing the "E-Ballot" platform on Kroll's website so that it is **actually received** by Kroll no later than the Voting Deadline of 5:00 P.M. Central Time on July 23, 2026 (unless such time is extended by the Debtors); **OR**

      ii. complete, sign, and return your Ballot by first class mail, overnight courier or hand delivery per mailing instructions provided above so that it is **actually received** by Kroll no later than the Voting Deadline of 5:00 P.M. Central Time on July 23, 2026 (unless such time is extended by the Debtors). A pre-addressed, postage pre-paid return envelope is enclosed for your convenience. Any unsigned Ballot will not be counted.

2. **The method of delivery of your Ballot is at your election and at your own risk. YOU ARE STRONGLY ENCOURAGED TO SUBMIT YOUR BALLOT VIA THE E-BALLOT PLATFORM. Kroll's "E-Ballot" platform is the sole manner in which Ballots will be accepted via electronic or online transmission. Ballots submitted by facsimile, email or other means of electronic transmission will not be counted. If voting online, to have your vote counted, you must electronically complete, sign, and submit the electronic Ballot by utilizing the E-Ballot platform on Kroll's website. Your Ballot must be received by Kroll no later than the Voting Deadline, unless such time is extended by the Debtors.**

Creditors who cast a Ballot using Kroll's "E-Ballot" platform should NOT also submit a paper Ballot.

If you are unable to use the E-Ballot platform or need assistance from Kroll in completing and submitting your Ballot, please contact Kroll by email—with a reference to "Bitcoin Depot Solicitation Inquiry" in the subject line—to: bitcoindepotinfo@ra.kroll.com or by telephone at (844) 339-4117 (U.S./Canada, toll free) or +1 (332) 232-7827 (international, toll).

3. A properly completed, executed, and timely-returned Ballot that either (a) indicates both an acceptance and rejection of the Combined Disclosure Statement and Plan or (b) fails to indicate either an acceptance or rejection of the Combined Disclosure Statement and Plan will not be counted.

4. You must vote all your Claims within a single Class under the Combined Disclosure Statement and Plan either to accept or reject the Combined Disclosure Statement and Plan. Accordingly, a Ballot (or multiple Ballots with respect to Claims within a single Class) that partially rejects and partially accepts the Combined Disclosure Statement and Plan will not be counted.

5. If you cast more than one Ballot voting the same Claim prior to the Voting Deadline, the last valid Ballot timely received shall be deemed to reflect the voter's intent and shall supersede and revoke any earlier received Ballot. If you simultaneously cast inconsistent duplicate Ballots with respect to the same Claim, such Ballots shall not be counted.

6. Any Ballot cast by a person or entity that did not hold a Claim in Class 3 (Term Loan Claims) as of the Voting Record Date will not be counted.

7. Any Ballot that is illegible or that contains insufficient information to permit the identification of the claimant will not be counted.

8. The Ballot does not constitute, and shall not be deemed to be, a proof of claim or equity interest or an assertion or admission of a Claim or an Interest.

9. It is important that you vote. The Combined Disclosure Statement and Plan can be confirmed by the Court and thereby made binding upon you if it is accepted by the Holders of (a) at least two-thirds in dollar amount and more than one-half in number of Claims in each Class entitled to vote and that actually vote on the Combined Disclosure Statement and Plan and (b) at least two-thirds in number of Interests in each Class entitled to vote and that actually vote on the Combined Disclosure Statement and Plan, and if it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. The votes of Claims actually voted in your Class will bind both those who vote and those who do not vote. If the requisite acceptances are not obtained, the Court nonetheless may confirm the Combined Disclosure Statement and Plan if it finds that the Combined Disclosure Statement and Plan: (a) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes voting to reject the Combined Disclosure Statement and Plan; and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

10. Each Ballot you receive is for voting only your Claim described in that Ballot. Please complete and return each Ballot you receive. The attached Ballot is designated only for voting Class 3 Term Loan Claims.

11. The Ballot is not a letter of transmittal and may not be used for any purposes other than to cast a vote to accept or reject the Combined Disclosure Statement and Plan. Holders should not surrender, at this time, certificates (if any) representing their securities. No party will accept delivery of any such certificates surrendered together with this Ballot.

12. NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER SOLICITATION MATERIALS APPROVED BY THE COURT, INCLUDING, WITHOUT LIMITATION, THE COMBINED DISCLOSURE STATEMENT AND PLAN.

13. PLEASE RETURN YOUR BALLOT PROMPTLY.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE PROCEDURES GENERALLY, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT KROLL BY EMAIL—WITH A REFERENCE TO "BITCOIN DEPOT SOLICITATION INQUIRY" IN THE SUBJECT LINE—TO: BITCOINDEPOTINFO@RA.KROLL.COM OR BY TELEPHONE AT (844) 339-4117 (U.S./CANADA, TOLL FREE) or +1 (332) 232-7827 (INTERNATIONAL, TOLL). THE SOLICITATION AGENT IS NOT AUTHORIZED TO PROVIDE LEGAL ADVICE.

EXHIBIT C

Form of Class 4 Equipment Financing Agreement Claims Ballot

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS INCLUDED IN THE MATERIALS MAILED WITH THIS BALLOT.

IMPORTANT: THE DEBTORS' CHAPTER 11 CASES HAVE BEEN COMMENCED AS OF THE DATE OF THE DISTRIBUTION OF THIS BALLOT. THE COMPANY INTENDS TO PROMPTLY SEEK CONFIRMATION OF THE COMBINED DISCLOSURE STATEMENT AND PLAN BY THE COURT.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

In re:	)	Chapter 11
BITCOIN DEPOT INC., *et al.*,	)	Case No. 26–90528 (CML)
Debtors.[1]	)	(Jointly Administered)

BALLOT FOR VOTING TO ACCEPT
OR REJECT THE DEBTORS' COMBINED
DISCLOSURE STATEMENT AND CHAPTER 11 PLAN FOR
BITCOIN DEPOT INC. AND ITS DEBTOR AFFILIATES

CLASS 4 – EQUIPMENT FINANCING AGREEMENT CLAIMS

THE VOTING DEADLINE BY WHICH YOUR BALLOT MUST BE ACTUALLY RECEIVED BY THE SOLICITATION AGENT IS 5:00 P.M. (CENTRAL TIME) ON JULY 23, 2026 (THE "*VOTING DEADLINE*").

IF YOUR BALLOT IS NOT RECEIVED ON OR PRIOR TO THE VOTING DEADLINE, THE VOTE REPRESENTED BY YOUR BALLOT WILL NOT BE COUNTED, EXCEPT IN THE DEBTORS' DISCRETION.

[1] The Debtors in these Chapter 11 Cases and the last four digits of their respective federal tax identification numbers (if applicable) may be obtained on the website of the Debtors' claims and noticing agent at https://restructuring.ra.kroll.com/bitcoindepot. The location of the Debtors' corporate headquarters is: 8601 Dunwoody Place, Sandy Springs, Georgia 30350.

Bitcoin Depot Inc. and its affiliated debtors listed in footnote 1 (collectively, the "***Debtors***") have provided you with this ballot (the "***Ballot***") to solicit your vote to accept or reject the *Debtors' Combined Disclosure Statement and Chapter 11 Plan of Liquidation* (as may be modified, amended, or supplemented, the "***Combined Disclosure Statement and Plan***"), which is being proposed by the Debtors.[2]

If you are, **on June 22, 2026** (the "***Voting Record Date***"), a Holder of a Class 4 Equipment Financing Agreement Claim against any of the Debtors arising under the VFS Financing Agreement and the NFS Financing Agreement (the "***Equipment Financing Agreements***"), please use this Ballot to cast your vote to accept or reject the Combined Disclosure Statement and Plan, which accompanies this Ballot.

The Debtors have already commenced cases under chapter 11 of the Bankruptcy Code (these "***Chapter 11 Cases***"). The Combined Disclosure Statement and Plan has not yet been approved by any court with respect to whether it contains adequate information within the meaning of section 1125(a) of the Bankruptcy Code. The Debtors intend to seek approval and confirmation of the Combined Disclosure Statement and Plan at a combined hearing before the Court (the "***Combined Hearing***"), on a date and time to be announced.

The Combined Disclosure Statement and Plan, as well as all other documents filed on the docket, are available for review and download free of charge on the Debtors' restructuring website maintained by the Solicitation Agent (as defined below) at https://restructuring.ra.kroll.com/bitcoindepot. They are also available for review for a fee on the Court's website at www.txs.uscourts.gov and are on file with the Clerk of the Court, 4th Floor, 515 Rusk Street, Houston, Texas 77002, where they are available for review during normal operating hours. Printed copies of the Combined Disclosure Statement and Plan may be obtained free of charge by contacting the Solicitation Agent via (a) telephone at (844) 339-4117 (U.S./Canada, toll free) or +1 (332) 232-7827 (international, toll) or (b) email at bitcoindepotinfo@ra.kroll.com (with "Bitcoin Depot Solicitation Inquiry" in the subject line).

Before you transmit your vote, please review the Combined Disclosure Statement and Plan, and all related documents enclosed herewith carefully. The Combined Disclosure Statement and Plan can be confirmed by the Court and thereby made binding upon you if it is accepted by the Holders of (a) at least two-thirds in dollar amount and more than one-half in number of Claims in each Class of Claims entitled to vote and that actually vote on the Combined Disclosure Statement and Plan and (b) at least two-thirds in number of Interests in each Class of Interests entitled to vote and that actually vote on the Combined Disclosure Statement and Plan, and if it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained (or if a Class of Claims or Interests is deemed to reject the Combined Disclosure Statement and Plan), the Court may nonetheless confirm the Combined Disclosure Statement and Plan if it finds that the Combined Disclosure Statement and Plan provides fair and equitable

[2] Capitalized terms used in this Ballot and the attached instructions that are not otherwise defined herein have the meanings given to them in the Combined Disclosure Statement and Plan.

treatment to, and does not discriminate unfairly against, the Class or Classes rejecting it, and otherwise satisfies the applicable requirements of section 1129(b) of the Bankruptcy Code.

Please note that the Combined Disclosure Statement and Plan contemplates separate Classes of Claims and Interests for voting and distribution purposes. Depending on the nature of the Claims or Interests that are held in or against the Debtors, a creditor may have Claims and/or Interests in multiple Classes. The Combined Disclosure Statement and Plan sets forth a description of the Classes.

Your receipt of this Ballot does not signify that your Claim has been or will be Allowed. This Ballot is solely for purposes of voting to accept or reject the Combined Disclosure Statement and Plan and not for the purpose of allowance or disallowance of or distribution on account of Class 4 Equipment Financing Agreement Claims. You must provide all of the information requested by this Ballot. Failure to do so may result in the disqualification of your vote.

Please also note that the Combined Disclosure Statement and Plan may be modified as described in Article XI of the Combined Disclosure Statement and Plan. If the Combined Disclosure Statement and Plan is so modified, the Debtors may not be required to and, accordingly, may not resolicit votes on the Combined Disclosure Statement and Plan. In such case, a vote to accept the Combined Disclosure Statement and Plan submitted prior to the Voting Deadline will be considered a vote to accept the Combined Disclosure Statement and Plan as so modified.

If you have any questions on how to properly complete this Ballot, please call Kroll Restructuring Administration, LLC, the Debtors' claims, noticing, and solicitation agent (the "***Solicitation Agent***" or "***Kroll***") at (844) 339-4117 (U.S./Canada, toll free) or +1 (332) 232-7827 (international, toll) or email—with a reference to "Bitcoin Depot Solicitation Inquiry" in the subject line—to bitcoindepotinfo@ra.kroll.com. **THE SOLICITATION AGENT IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.**

PLEASE READ AND FOLLOW THE BELOW INSTRUCTIONS CAREFULLY. COMPLETE, SIGN (ELECTRONIC SIGNATURE IS ACCEPTABLE) AND DATE YOUR CUSTOMIZED BALLOT (PURSUANT TO THE INSTRUCTIONS BELOW), AND RETURN IT SO THAT IT IS <u>ACTUALLY RECEIVED</u> BY THE SOLICITATION AGENT ON OR BEFORE THE VOTING DEADLINE OF <u>5:00 P.M. (CENTRAL TIME) ON JULY 23, 2026</u> IN ACCORDANCE WITH THE INSTRUCTIONS PROVIDED HEREIN. IF THIS BALLOT IS NOT COMPLETED, SIGNED, AND <u>ACTUALLY RECEIVED</u> BY THE SOLICITATION AGENT PRIOR TO THE EXPIRATION OF THE VOTING DEADLINE, THEN THE VOTES TRANSMITTED BY THIS BALLOT WILL NOT BE COUNTED, EXCEPT IN THE DEBTORS' DISCRETION.

IMPORTANT

You should carefully review the Combined Disclosure Statement and Plan before you vote. You may wish to seek legal or other professional advice concerning the Combined Disclosure Statement and Plan and your Equipment Financing Agreement Claim. Your Equipment Financing Agreement Claim against the Debtors has been placed in Class 4 under the Combined Disclosure Statement and Plan.

VOTING DEADLINE: 5:00 P.M. (CENTRAL TIME) ON JULY 23, 2026.

If your Ballot is not received by the Solicitation Agent on or before the Voting Deadline and such deadline is not extended, your vote will not count except in the Debtors' discretion.

If the Combined Disclosure Statement and Plan is confirmed by the Court, it will be binding on you whether or not you vote.

IF YOU (A) HAVE ANY QUESTIONS REGARDING THE BALLOT, (B) DID NOT RECEIVE A COPY OF THE COMBINED DISCLOSURE STATEMENT AND PLAN, OR (C) NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE SOLICITATION AGENT BY CALLING (844) 339-4117 (U.S./CANADA, TOLL FREE) OR +1 (332) 232-7827 (INTERNATIONAL, TOLL) OR EMAIL—WITH A REFERENCE TO "BITCOIN DEPOT SOLICITATION INQUIRY" IN THE SUBJECT LINE— BITCOINDEPOTINFO@RA.KROLL.COM. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE COURT. THE SOLICITATION AGENT IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.

VOTING DEADLINE: JULY 23, 2026 AT 5:00 P.M. (CENTRAL TIME)

For your vote to be counted, this Ballot must be properly completed, signed, and returned so that it is actually received by the Solicitation Agent by no later than July 23, 2026 at 5:00 p.m. (Central Time), unless such time is extended in writing by the Debtors. Please submit a Ballot with your vote in the envelope provided or by *one* of the following methods:

If Submitting Your Vote through the E-Balloting Portal

Kroll will accept Ballots if properly completed through the E-Balloting Portal. To submit your Ballot via the E-Balloting Portal, visit https://restructuring.ra.kroll.com/bitcoindepot, and under the Case Navigation section of the website, click on "Submit E-Ballot" and follow the instructions to submit your Ballot.

IMPORTANT NOTE: You will need the following information to retrieve and submit your customized electronic Ballot:

Unique E-Ballot ID#:____

Kroll's E-Balloting Portal is the sole manner in which Ballots will be accepted via electronic or online transmission. Ballots submitted by facsimile, email, or other means of electronic transmission will not be counted.

Each E-Ballot ID# is to be used solely for voting only those Claims described in your electronic Ballot. Please complete and submit an electronic Ballot for each E-Ballot ID# you receive, as applicable.

If your Ballot is not received by Kroll on or before the Voting Deadline, and such Voting Deadline is not extended by the Debtors as noted above, your vote will not be counted.

If by First Class Mail, Overnight Courier, or Hand Delivery:

Bitcoin Depot Inc. Ballot Processing Center
c/o Kroll Restructuring Administration LLC
850 3rd Avenue, Suite 412
Brooklyn, NY 11232

To arrange hand delivery of your Ballot, please contact the Solicitation Agent via email at bitcoindepotballots@ra.kroll.com (with "Bitcoin Depot Ballot Delivery" in the subject line) at least 24 hours prior to your arrival at the Kroll address above and provide the anticipated date and time of delivery.

PLEASE READ THE ATTACHED VOTING INFORMATION
AND INSTRUCTIONS BEFORE COMPLETING THIS BALLOT

Item 1. ***Amount of Class 4 Equipment Financing Agreement Claim.***[3] The undersigned hereby certifies that on **June 22, 2026**, the Voting Record Date, the undersigned was the record Holder (or authorized signatory of such a Holder) of an Equipment Financing Agreement Claim in Class 4 under the Combined Disclosure Statement and Plan, in the aggregate unpaid amount of:

Claim Amount: $ _______________
Debtor:_________________________________

Any admission of Claims for purposes of voting on the Plan is not an admission of liability on the part of the Debtors or any other party for payment purposes.

YOUR VOTE ON THIS BALLOT WILL BE APPLIED TO THE DEBTOR AGAINST WHOM YOU HAVE A EQUIPMENT FINANCING AGREEMENT CLAIM, AS REFLECTED ABOVE IN ITEM 1.

Item 2. ***Vote on the Combined Disclosure Statement and Plan.*** The undersigned Holder of an Equipment Financing Agreement Claim in Class 4 under the Combined Disclosure Statement and Plan, as described in Item 1 above, votes all such Claims to (check one box):

☐ **Accept** the Combined Disclosure Statement and Plan

OR

☐ **Reject** the Combined Disclosure Statement and Plan

Item 3. ***Optional Opt-Out of Releases***.

Following Confirmation, subject to Article X of the Combined Disclosure Statement and Plan, the Combined Disclosure Statement and Plan will be substantially consummated on the Effective Date. Among other things, effective as of the Confirmation Date but subject to the occurrence of the Effective Date, certain release, injunction, exculpation, and discharge provisions set forth in Article IX of the Combined Disclosure Statement and Plan will become effective. In determining how to cast your vote on the Combined Disclosure Statement and Plan, it is important to read the provisions contained in Article X of the Combined Disclosure Statement and Plan very carefully so that you understand how confirmation and substantial consummation of the Combined Disclosure Statement and Plan—which effectuates such provisions—will affect you and any

[3] For voting purposes only, subject to tabulation rules.

Claim(s) you may hold against the Debtors and/or certain other Released Parties specified in the Combined Disclosure Statement and Plan.[4]

Article IX.C of the Combined Disclosure Statement and Plan contains the following provision:

C. Releases by the Releasing Parties[5] Other Than the Debtors

Notwithstanding anything contained herein to the contrary, upon and as of the Effective Date, each Releasing Party (other than the Debtors and the Estates) releases each Debtor, the Estates, and each other Released Party from any and all claims and Causes of Action, whether known or unknown, including any derivative claims, asserted on behalf of the Debtors and the Estates, that such Entity would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, the Debtors (including the management, ownership, or operation thereof), any securities issued by the Debtors and the ownership thereof, the Term Loan

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4 "***Released Party***" means each Person or Entity identified as Released Parties in the Plan Supplement as recommended by the Independent Subcommittee at the conclusion of the Investigation. Any Person or Entity that is a Released Party shall be obligated to reasonably cooperate with the Liquidation Trustee in the Liquidation Trustee's pursuit of claims or Causes of Action against any non-Released Party.

Potential Released Parties may include, among others, each of the following solely in its capacity as such: (a)(i) the Debtors; (ii) the Estates; and (iii) with respect to each Debtor, each Debtor's directors, managers, members, officers, principals, Investigation Subcommittee, Restructuring Committee, Chief Restructuring Officer, committees (including executive committees or any special committees) and their respective members, employees, predecessors, successors, assigns, subsidiaries, agents, financial advisors, attorneys, accountants, investment bankers, consultants, representatives, other professionals (including its Professionals), the Information Officer, and any other Related Party; (b)(i) each Holder of a Claim or Interest who votes in favor of the Combined Disclosure Statement and Plan; and (ii) each Related Party of each Entity in clause (b)(i); and (c)(i) the Committee and its members, each in their capacities as such; and (ii) with respect to the Committee, its retained Professionals, including its attorneys, and financial advisors; provided, however, that in each case, an Entity shall not be a Released Party if it: (x) elects to opt out of the releases set forth in Article IX of the Combined Disclosure Statement and Plan; or (y) timely objects to the releases set forth in Article IX of the Combined Disclosure Statement and Plan and such objection is not resolved before Confirmation. For the avoidance of doubt the **Persons and Entities** that will be deemed Released Parties remains subject in all respects to the Investigation Subcommittee's findings and recommendations at the conclusion of the Investigation. Notwithstanding the foregoing, the Independent Member, the Chief Restructuring Officer, and the Information Officer will be Released Parties. Any Person or Entity that is a Released Party shall be obligated to reasonably cooperate with the Liquidation Trustee in the Liquidation Trustee's pursuit of Retained Causes of Action against any non-Released Party.

5 "***Releasing Parties***" means each of the following, solely in its capacity as such: (a)(i) the Debtors; and (ii) the Estates; (b)(i) all Holders of Claims and Interests that vote to accept the Combined Disclosure Statement and Plan but do not opt out of granting the releases set forth herein; (ii) all Holders of Claims or Interests whose vote to accept or reject the Combined Disclosure Statement and Plan is solicited but that do not vote either to accept or to reject the Combined Disclosure Statement and Plan and do not opt out of granting the releases set forth herein; (iii) all Holders of Claims or Interests that are presumed to accept the Combined Disclosure Statement and Plan but do not opt out of granting the releases set forth herein; (iv) with respect to each of the foregoing parties in clauses (b)(i) through (b)(iv), each of such Entity's current and former Affiliates; (v) with respect to each of the foregoing parties in clauses (b)(i) through (b)(iv), each of such Entity's Related Party for which such Entity is legally entitled to bind such Related Party to the releases contained in the Combined Disclosure Statement and Plan under applicable law (in each case, solely in its capacity as such); and (c)(i) the members of any statutory committee, including the Committee, appointed in the Chapter 11 Cases and (ii) such committee's Professionals.

Facility, the Equipment Financing Agreements, the Debtors' in- or out-of-court restructuring efforts, any Avoidance Actions (but excluding Avoidance Actions brought as counterclaims or defenses to claims actually asserted and pursued against the Debtors), intercompany transactions, the Chapter 11 Cases, the Canadian Proceedings, the formulation, preparation, dissemination, solicitation, negotiation, entry into, or filing of the Combined Disclosure Statement and Plan, the Cash Collateral Orders, the Plan Supplement, or any 363 Asset Sale, contract, instrument, release, or other agreement or document created or entered into in connection with the Combined Disclosure Statement and Plan, the Cash Collateral Orders, the Plan Supplement, any 363 Asset Sale, the Chapter 11 Cases, the Canadian Proceedings, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of consummation, the Sales Process, the administration and implementation of the Combined Disclosure Statement and Plan, the Sales Process, or the distribution of property under the Combined Disclosure Statement and Plan, the Sales Process, or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date. Notwithstanding anything to the contrary in the foregoing, the releases set forth above do not release: (a) any post-Effective Date obligations of any Person or Entity under the Combined Disclosure Statement and Plan, any 363 Asset Sale Transaction Documents, or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Combined Disclosure Statement and Plan or any 363 Asset Sale; or (b) any Person or Entity from any claim or Causes of Action related to an act or omission that is determined in a Final Order by a court of competent jurisdiction to have constituted actual fraud, willful misconduct, or gross negligence by such Person or Entity.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval, pursuant to Bankruptcy Rule 9019, of the foregoing releases, which includes by reference each of the related provisions and definitions contained herein, and, further, shall constitute the Bankruptcy Court's finding that such releases are: (a) consensual; (b) essential to the Confirmation of the Combined Disclosure Statement and Plan; (c) given in exchange for the good and valuable consideration provided by the Released Parties; (d) a good faith settlement and compromise of the claims released by the Releasing Parties; (e) in the best interests of the Debtors and their Estates; (f) fair, equitable, and reasonable; (g) given and made after due notice and opportunity for hearing; and (h) a bar to any of the Releasing Parties asserting any claim or Cause of Action released pursuant to the foregoing releases.

Check the box below if you elect not to grant the releases contained in Article IX.C of the Combined Disclosure Statement and Plan. Election to withhold consent is at your option. If you submit a Ballot accepting or rejecting the Combined Disclosure Statement and Plan, or if you abstain from submitting a Ballot, and in either case, you do not check the box below, you will be deemed to consent to the releases contained in Article IX.C of the Combined Disclosure Statement and Plan to the fullest extent permitted by applicable law. Please be advised that your decision to opt out does not affect the amount of distribution you will receive under the Combined Disclosure Statement and Plan. Specifically, your recovery under the Combined Disclosure Statement and

Plan will be the same whether or not you opt out of the releases contained in Article IX.C of the Combined Disclosure Statement and Plan.

The Holder of a Class 4 Equipment Financing Agreement Claim set forth in Item 1 elects to:

☐ **OPT OUT** of the Releases Contained in Article IX.C of the Combined Disclosure Statement and Plan

IF YOU VOTE TO ACCEPT OR REJECT THE COMBINED DISCLOSURE STATEMENT AND PLAN AND YOU DO NOT CHECK THE "OPT OUT" BOX IN ITEM 3 AND TIMELY SUBMIT YOUR BALLOT, YOU WILL BE DEEMED TO CONSENT TO THE RELEASES OF THE RELEASED PARTIES SET FORTH IN ARTICLE IX.C OF THE COMBINED DISCLOSURE STATEMENT AND PLAN.

IF YOU ABSTAIN FROM VOTING ON THE COMBINED DISCLOSURE STATEMENT AND PLAN AND YOU DO NOT TIMELY SUBMIT YOUR BALLOT WITH THE "OPT OUT" BOX IN ITEM 3 CHECKED, YOU WILL BE DEEMED TO CONSENT TO THE RELEASES OF THE RELEASED PARTIES SET FORTH IN ARTICLE IX.C OF THE COMBINED DISCLOSURE STATEMENT AND PLAN.

Item 4: ***Certifications.*** By returning this Ballot, the undersigned Holder of a Class 4 Equipment Financing Agreement Claim under the Combined Disclosure Statement and Plan, as described in Item 1 above, certifies that (a)(i) it was the record Holder of the Claims described in Item 1 on June 22, 2026, and/or (ii) it has full power and authority to vote to accept or reject the Combined Disclosure Statement and Plan; (b) it has received a copy of the Combined Disclosure Statement and Plan (and all attachments and supplements thereto); (c) the Holder has cast the same vote with respect to all of its Class 4 Claims described in Item 1; and (d) no other Class 4 Ballots with respect to the amount of the Claims described in Item 1 have been cast or, if any other Class 4 Ballots have been cast with respect to such Claims, then any such earlier Class 4 Ballots are hereby revoked. The undersigned understands that an otherwise properly completed, executed and timely-returned Ballot that does not indicate either acceptance or rejection of the Combined Disclosure Statement and Plan or indicates both acceptance and rejection of the Combined Disclosure Statement and Plan will not be counted. By signing this Ballot you also are acknowledging that your vote is subject to all terms or conditions set forth in the Combined Disclosure Statement and Plan.

Name of Holder:	___________________________________
Signature:	___________________________________
Print Name:	___________________________________
Title:	___________________________________
Street Address:	___________________________________
City, State and Zip Code:	___________________________________
Telephone Number:	___________________________________
Email Address:	___________________________________
Date Completed:	___________________________________

PLEASE PROMPTLY RETURN YOUR COMPLETED BALLOT.

BALLOTS MAY BE SUBMITTED VIA THE E-BALLOT PORTAL, IN THE RETURN ENVELOPE PROVIDED, OR AS DIRECTED IN THE VOTING INSTRUCTIONS.

IN ORDER TO COUNT, YOUR COMPLETED BALLOT MUST BE RECEIVED NO LATER THAN 5:00 P.M. (CENTRAL TIME) ON JULY 23, 2026 OR THE VOTES TRANSMITTED THEREBY WILL NOT BE COUNTED, EXCEPT IN THE DEBTORS' DISCRETION.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THIS BALLOT, THE COMBINED DISCLOSURE STATEMENT AND PLAN, OR OTHER RELATED MATERIALS OR DOCUMENTS, PLEASE CALL THE SOLICITATION AGENT AT (844) 339-4117 (U.S./CANADA, TOLL FREE) OR +1 (332) 232-7827 (INTERNATIONAL, TOLL) OR EMAIL AT BITCOINDEPOTINFO@RA.KROLL.COM WITH A REFERENCE TO "BITCOIN DEPOT SOLICITATION INQUIRY" IN THE SUBJECT LINE.

<u>INSTRUCTIONS FOR COMPLETING THE BALLOT</u>

1. In order for your vote to count, you must:

   a) In Item 2, indicate either acceptance or rejection of the Combined Disclosure Statement and Plan by checking the appropriate box;

   b) Make sure to read the information regarding releases in Item 3 and check the box **<u>if you elect to opt out</u>** of the releases;

   c) Review the certifications in Item 4 of the Ballot; and either

      i. electronically complete, sign, and return your customized electronic Ballot by utilizing the "E-Ballot" platform on Kroll's website so that it is **<u>actually received</u>** by Kroll no later than the Voting Deadline of 5:00 P.M. Central Time on July 23, 2026 (unless such time is extended by the Debtors); **<u>OR</u>**

      ii. complete, sign, and return your Ballot by first class mail, overnight courier or hand delivery per mailing instructions provided above so that it is **<u>actually received</u>** by Kroll no later than the Voting Deadline of 5:00 P.M. Central Time on July 23, 2026 (unless such time is extended by the Debtors). A pre-addressed, postage pre-paid return envelope is enclosed for your convenience. Any unsigned Ballot will not be counted.

2. **The method of delivery of your Ballot is at your election and at your own risk. YOU ARE STRONGLY ENCOURAGED TO SUBMIT YOUR BALLOT VIA THE E-BALLOT PLATFORM. Kroll's "E-Ballot" platform is the sole manner in which Ballots will be accepted via electronic or online transmission. Ballots submitted by facsimile, email or other means of electronic transmission will not be counted. If voting online, to have your vote counted, you must electronically complete, sign, and submit the electronic Ballot by utilizing the E-Ballot platform on Kroll's website. Your Ballot must be received by Kroll no later than the Voting Deadline, unless such time is extended by the Debtors.**

<u>Creditors who cast a Ballot using Kroll's "E-Ballot" platform should NOT also submit a paper Ballot.</u>

If you are unable to use the E-Ballot platform or need assistance from Kroll in completing and submitting your Ballot, please contact Kroll by email—with a reference to "Bitcoin Depot Solicitation Inquiry" in the subject line—to: bitcoindepotinfo@ra.kroll.com or by telephone at (844) 339-4117 (U.S./Canada, toll free) or +1 (332) 232-7827 (international, toll).

3. A properly completed, executed, and timely-returned Ballot that either (a) indicates both an acceptance and rejection of the Combined Disclosure Statement and Plan or (b) fails to indicate either an acceptance or rejection of the Combined Disclosure Statement and Plan will not be counted.

4. You must vote all your Claims within a single Class under the Combined Disclosure Statement and Plan either to accept or reject the Combined Disclosure Statement and Plan. Accordingly, a Ballot (or multiple Ballots with respect to Claims within a single Class) that partially rejects and partially accepts the Combined Disclosure Statement and Plan will not be counted.

5. If you cast more than one Ballot voting the same Claim prior to the Voting Deadline, the last valid Ballot timely received shall be deemed to reflect the voter's intent and shall supersede and revoke any earlier received Ballot. If you simultaneously cast inconsistent duplicate Ballots with respect to the same Claim, such Ballots shall not be counted.

6. Any Ballot cast by a person or entity that did not hold a Claim in Class 4 (Equipment Financing Agreement Claims) as of the Voting Record Date will not be counted.

7. Any Ballot that is illegible or that contains insufficient information to permit the identification of the claimant will not be counted.

8. The Ballot does not constitute, and shall not be deemed to be, a proof of claim or equity interest or an assertion or admission of a Claim or an Interest.

9. It is important that you vote. The Combined Disclosure Statement and Plan can be confirmed by the Court and thereby made binding upon you if it is accepted by the Holders of (a) at least two-thirds in dollar amount and more than one-half in number of Claims in each Class entitled to vote and that actually vote on the Combined Disclosure Statement and Plan and (b) at least two-thirds in number of Interests in each Class entitled to vote and that actually vote on the Combined Disclosure Statement and Plan, and if it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. The votes of Claims actually voted in your Class will bind both those who vote and those who do not vote. If the requisite acceptances are not obtained, the Court nonetheless may confirm the Combined Disclosure Statement and Plan if it finds that the Combined Disclosure Statement and Plan: (a) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes voting to reject the Combined Disclosure Statement and Plan; and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

10. Each Ballot you receive is for voting only your Claim described in that Ballot. Please complete and return each Ballot you receive. The attached Ballot is designated only for voting Class 4 Equipment Financing Agreement Claims.

11. The Ballot is not a letter of transmittal and may not be used for any purposes other than to cast a vote to accept or reject the Combined Disclosure Statement and Plan. Holders should not surrender, at this time, certificates (if any) representing their securities. No party will accept delivery of any such certificates surrendered together with this Ballot.

12. NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER SOLICITATION MATERIALS APPROVED BY THE COURT, INCLUDING, WITHOUT LIMITATION, THE COMBINED DISCLOSURE STATEMENT AND PLAN.

13. PLEASE RETURN YOUR BALLOT PROMPTLY.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE PROCEDURES GENERALLY, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT KROLL BY EMAIL—WITH A REFERENCE TO "BITCOIN DEPOT SOLICITATION INQUIRY" IN THE SUBJECT LINE—TO: BITCOINDEPOTINFO@RA.KROLL.COM OR BY TELEPHONE AT (844) 339-4117 (U.S./CANADA, TOLL FREE) or +1 (332) 232-7827 (INTERNATIONAL, TOLL). THE SOLICITATION AGENT IS NOT AUTHORIZED TO PROVIDE LEGAL ADVICE.

EXHIBIT D

Form of Class 5 General Unsecured Claims Ballot

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS INCLUDED IN THE MATERIALS MAILED WITH THIS BALLOT.

IMPORTANT: THE DEBTORS' CHAPTER 11 CASES HAVE BEEN COMMENCED AS OF THE DATE OF THE DISTRIBUTION OF THIS BALLOT. THE COMPANY INTENDS TO PROMPTLY SEEK CONFIRMATION OF THE COMBINED DISCLOSURE STATEMENT AND PLAN BY THE COURT.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

In re:	)	Chapter 11
	)	
BITCOIN DEPOT INC., *et al.*,	)	Case No. 26–90528 (CML)
	)	
Debtors.[1]	)	(Jointly Administered)
	)	

BALLOT FOR VOTING TO ACCEPT
OR REJECT THE DEBTORS' COMBINED
DISCLOSURE STATEMENT AND CHAPTER 11 PLAN FOR
BITCOIN DEPOT INC. AND ITS DEBTOR AFFILIATES

CLASS 5 – GENERAL UNSECURED CLAIMS

THE VOTING DEADLINE BY WHICH YOUR BALLOT MUST BE <u>ACTUALLY RECEIVED</u> BY THE SOLICITATION AGENT IS 5:00 P.M. (CENTRAL TIME) ON JULY 23, 2026 (THE "*VOTING DEADLINE*").

IF YOUR BALLOT IS NOT RECEIVED ON OR PRIOR TO THE VOTING DEADLINE, THE VOTE REPRESENTED BY YOUR BALLOT WILL NOT BE COUNTED, EXCEPT IN THE DEBTORS' DISCRETION.

[1] The Debtors in these Chapter 11 Cases and the last four digits of their respective federal tax identification numbers (if applicable) may be obtained on the website of the Debtors' claims and noticing agent at https://restructuring.ra.kroll.com/bitcoindepot. The location of the Debtors' corporate headquarters is: 8601 Dunwoody Place, Sandy Springs, Georgia 30350.

Bitcoin Depot Inc. and its affiliated debtors listed in footnote 1 (collectively, the "***Debtors***") have provided you with this ballot (the "***Ballot***") to solicit your vote to accept or reject the *Debtors' Combined Disclosure Statement and Chapter 11 Plan of Liquidation* (as may be modified, amended, or supplemented, the "***Combined Disclosure Statement and Plan***"), which is being proposed by the Debtors.[2]

If you are, **on June 22, 2026** (the "***Voting Record Date***"), a Holder of a Class 5 General Unsecured Claim against any of the Debtors, please use this Ballot to cast your vote to accept or reject the Combined Disclosure Statement and Plan, which accompanies this Ballot.

The Debtors have already commenced cases under chapter 11 of the Bankruptcy Code (these "***Chapter 11 Cases***"). The Combined Disclosure Statement and Plan has not yet been approved by any court with respect to whether it contains adequate information within the meaning of section 1125(a) of the Bankruptcy Code. The Debtors intend to seek approval and confirmation of the Combined Disclosure Statement and Plan at a combined hearing before the Court (the "***Combined Hearing***"), on a date and time to be announced.

The Combined Disclosure Statement and Plan, as well as all other documents filed on the docket, are available for review and download free of charge on the Debtors' restructuring website maintained by the Solicitation Agent (as defined below) at https://restructuring.ra.kroll.com/bitcoindepot. They are also available for review for a fee on the Court's website at www.txs.uscourts.gov and are on file with the Clerk of the Court, 4th Floor, 515 Rusk Street, Houston, Texas 77002, where they are available for review during normal operating hours. Printed copies of the Combined Disclosure Statement and Plan may be obtained free of charge by contacting the Solicitation Agent via (a) telephone at (844) 339-4117 (U.S./Canada, toll free) or +1 (332) 232-7827 (international, toll) or (b) email at bitcoindepotinfo@ra.kroll.com (with "Bitcoin Depot Solicitation Inquiry" in the subject line).

Before you transmit your vote, please review the Combined Disclosure Statement and Plan, and all related documents enclosed herewith carefully. The Combined Disclosure Statement and Plan can be confirmed by the Court and thereby made binding upon you if it is accepted by the Holders of (a) at least two-thirds in dollar amount and more than one-half in number of Claims in each Class of Claims entitled to vote and that actually vote on the Combined Disclosure Statement and Plan and (b) at least two-thirds in number of Interests in each Class of Interests entitled to vote and that actually vote on the Combined Disclosure Statement and Plan, and if it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained (or if a Class of Claims or Interests is deemed to reject the Combined Disclosure Statement and Plan), the Court may nonetheless confirm the Combined Disclosure Statement and Plan if it finds that the Combined Disclosure Statement and Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the Class or Classes rejecting it, and otherwise satisfies the applicable requirements of section 1129(b) of the Bankruptcy Code.

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[2] Capitalized terms used in this Ballot and the attached instructions that are not otherwise defined herein have the meanings given to them in the Combined Disclosure Statement and Plan.

Please note that the Combined Disclosure Statement and Plan contemplates separate Classes of Claims and Interests for voting and distribution purposes. Depending on the nature of the Claims or Interests that are held in or against the Debtors, a creditor may have Claims and/or Interests in multiple Classes. The Combined Disclosure Statement and Plan sets forth a description of the Classes.

Your receipt of this Ballot does not signify that your Claim has been or will be Allowed. This Ballot is solely for purposes of voting to accept or reject the Combined Disclosure Statement and Plan and not for the purpose of allowance or disallowance of or distribution on account of Class 5 General Unsecured Claims. You must provide all of the information requested by this Ballot. Failure to do so may result in the disqualification of your vote.

Please also note that the Combined Disclosure Statement and Plan may be modified as described in Article XI of the Combined Disclosure Statement and Plan. If the Combined Disclosure Statement and Plan is so modified, the Debtors may not be required to and, accordingly, may not resolicit votes on the Combined Disclosure Statement and Plan. In such case, a vote to accept the Combined Disclosure Statement and Plan submitted prior to the Voting Deadline will be considered a vote to accept the Combined Disclosure Statement and Plan as so modified.

If you have any questions on how to properly complete this Ballot, please call Kroll Restructuring Administration, LLC, the Debtors' claims, noticing, and solicitation agent (the "***Solicitation Agent***" or "***Kroll***") at (844) 339-4117 (U.S./Canada, toll free) or +1 (332) 232-7827 (international, toll) or email—with a reference to "Bitcoin Depot Solicitation Inquiry" in the subject line—to bitcoindepotinfo@ra.kroll.com. **THE SOLICITATION AGENT IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.**

PLEASE READ AND FOLLOW THE BELOW INSTRUCTIONS CAREFULLY. COMPLETE, SIGN (ELECTRONIC SIGNATURE IS ACCEPTABLE) AND DATE YOUR CUSTOMIZED BALLOT (PURSUANT TO THE INSTRUCTIONS BELOW), AND RETURN IT SO THAT IT IS <u>ACTUALLY RECEIVED</u> BY THE SOLICITATION AGENT ON OR BEFORE THE VOTING DEADLINE OF <u>5:00 P.M. (CENTRAL TIME) ON JULY 23, 2026</u> IN ACCORDANCE WITH THE INSTRUCTIONS PROVIDED HEREIN. IF THIS BALLOT IS NOT COMPLETED, SIGNED, AND <u>ACTUALLY RECEIVED</u> BY THE SOLICITATION AGENT PRIOR TO THE EXPIRATION OF THE VOTING DEADLINE, THEN THE VOTES TRANSMITTED BY THIS BALLOT WILL NOT BE COUNTED, EXCEPT IN THE DEBTORS' DISCRETION.

IMPORTANT

You should carefully review the Combined Disclosure Statement and Plan before you vote. You may wish to seek legal or other professional advice concerning the Combined Disclosure Statement and Plan and your General Unsecured Claim. Your General Unsecured Claim against the Debtors has been placed in Class 5 under the Combined Disclosure Statement and Plan.

VOTING DEADLINE: 5:00 P.M. (CENTRAL TIME) ON JULY 23, 2026.

If your Ballot is not received by the Solicitation Agent on or before the Voting Deadline and such deadline is not extended, your vote will not count except in the Debtors' discretion.

If the Combined Disclosure Statement and Plan is confirmed by the Court, it will be binding on you whether or not you vote.

IF YOU (A) HAVE ANY QUESTIONS REGARDING THE BALLOT, (B) DID NOT RECEIVE A COPY OF THE COMBINED DISCLOSURE STATEMENT AND PLAN, OR (C) NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE SOLICITATION AGENT BY CALLING (844) 339-4117 (U.S./CANADA, TOLL FREE) OR +1 (332) 232-7827 (INTERNATIONAL, TOLL) OR EMAIL—WITH A REFERENCE TO "BITCOIN DEPOT SOLICITATION INQUIRY" IN THE SUBJECT LINE— BITCOINDEPOTINFO@RA.KROLL.COM. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE COURT. THE SOLICITATION AGENT IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.

VOTING DEADLINE: JULY 23, 2026 AT 5:00 P.M. (CENTRAL TIME)

For your vote to be counted, this Ballot must be properly completed, signed, and returned so that it is actually received by the Solicitation Agent by no later than July 23, 2026 at 5:00 p.m. (Central Time), unless such time is extended in writing by the Debtors. Please submit a Ballot with your vote in the envelope provided or by *one* of the following methods:

If Submitting Your Vote through the E-Balloting Portal

Kroll will accept Ballots if properly completed through the E-Balloting Portal. To submit your Ballot via the E-Balloting Portal, visit https://restructuring.ra.kroll.com/bitcoindepot, and under the Case Navigation section of the website, click on "Submit E-Ballot" and follow the instructions to submit your Ballot.

IMPORTANT NOTE: You will need the following information to retrieve and submit your customized electronic Ballot:

Unique E-Ballot ID#:____

Kroll's E-Balloting Portal is the sole manner in which Ballots will be accepted via electronic or online transmission. Ballots submitted by facsimile, email, or other means of electronic transmission will not be counted.

Each E-Ballot ID# is to be used solely for voting only those Claims described in your electronic Ballot. Please complete and submit an electronic Ballot for each E-Ballot ID# you receive, as applicable.

If your Ballot is not received by Kroll on or before the Voting Deadline, and such Voting Deadline is not extended by the Debtors as noted above, your vote will not be counted.

If by First Class Mail, Overnight Courier or Hand Delivery:

Bitcoin Depot Inc. Ballot Processing Center
c/o Kroll Restructuring Administration LLC
850 3rd Avenue, Suite 412
Brooklyn, NY 11232

To arrange hand delivery of your Ballot, please contact the Solicitation Agent via email at bitcoindepotballots@ra.kroll.com (with "Bitcoin Depot Ballot Delivery" in the subject line) at least 24 hours prior to your arrival at the Kroll address above and provide the anticipated date and time of delivery.

PLEASE READ THE ATTACHED VOTING INFORMATION
AND INSTRUCTIONS BEFORE COMPLETING THIS BALLOT

Item 1. ***Amount of Class 5 General Unsecured Claim.*** [3] The undersigned hereby certifies that on **June 22, 2026**, the Voting Record Date, the undersigned was the record Holder (or authorized signatory of such a Holder) of a General Unsecured Claim in Class 5 under the Combined Disclosure Statement and Plan, in the aggregate unpaid amount of:

Claim Amount: $ ______________
Debtor:____________________________

Any admission of Claims for purposes of voting on the Plan is not an admission of liability on the part of the Debtors or any other party for payment purposes.

YOUR VOTE ON THIS BALLOT WILL BE APPLIED TO THE DEBTOR AGAINST WHOM YOU HAVE A GENERAL UNSECURED CLAIM, AS REFLECTED ABOVE IN ITEM 1.

Item 2. ***Vote on the Combined Disclosure Statement and Plan.*** The undersigned Holder of a General Unsecured Claim in Class 5 under the Combined Disclosure Statement and Plan, as described in Item 1 above, votes all such Claims to (check one box):

☐ **Accept** the Combined Disclosure Statement and Plan

OR

☐ **Reject** the Combined Disclosure Statement and Plan

Item 3. ***Optional Opt-Out of Releases***.

Following Confirmation, subject to Article X of the Combined Disclosure Statement and Plan, the Combined Disclosure Statement and Plan will be substantially consummated on the Effective Date. Among other things, effective as of the Confirmation Date but subject to the occurrence of the Effective Date, certain release, injunction, exculpation, and discharge provisions set forth in Article IX of the Combined Disclosure Statement and Plan will become effective. In determining how to cast your vote on the Combined Disclosure Statement and Plan, it is important to read the provisions contained in Article X of the Combined Disclosure Statement and Plan very carefully so that you understand how confirmation and substantial consummation of the Combined Disclosure Statement and Plan—which effectuates such provisions—will affect you and any

[3] For voting purposes only, subject to tabulation rules.

Claim(s) you may hold against the Debtors and/or certain other Released Parties specified in the Combined Disclosure Statement and Plan.[4]

Article IX.C of the Combined Disclosure Statement and Plan contains the following provision:

C. Releases by the Releasing Parties[5] Other Than the Debtors

Notwithstanding anything contained herein to the contrary, upon and as of the Effective Date, each Releasing Party (other than the Debtors and the Estates) releases each Debtor, the Estates, and each other Released Party from any and all claims and Causes of Action, whether known or unknown, including any derivative claims, asserted on behalf of the Debtors and the Estates, that such Entity would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, the Debtors (including the management, ownership, or operation thereof), any securities issued by the Debtors and the ownership thereof, the Term Loan

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[4] "***Released Party***" means each Person or Entity identified as Released Parties in the Plan Supplement as recommended by the Independent Subcommittee at the conclusion of the Investigation. Any Person or Entity that is a Released Party shall be obligated to reasonably cooperate with the Liquidation Trustee in the Liquidation Trustee's pursuit of claims or Causes of Action against any non-Released Party.

Potential Released Parties may include, among others, each of the following solely in its capacity as such: (a)(i) the Debtors; (ii) the Estates; and (iii) with respect to each Debtor, each Debtor's directors, managers, members, officers, principals, Investigation Subcommittee, Restructuring Committee, Chief Restructuring Officer, committees (including executive committees or any special committees) and their respective members, employees, predecessors, successors, assigns, subsidiaries, agents, financial advisors, attorneys, accountants, investment bankers, consultants, representatives, other professionals (including its Professionals), the Information Officer, and any other Related Party; (b)(i) each Holder of a Claim or Interest who votes in favor of the Combined Disclosure Statement and Plan; and (ii) each Related Party of each Entity in clause (b)(i); and (c)(i) the Committee and its members, each in their capacities as such; and (ii) with respect to the Committee, its retained Professionals, including its attorneys, and financial advisors; provided, however, that in each case, an Entity shall not be a Released Party if it: (x) elects to opt out of the releases set forth in Article IX of the Combined Disclosure Statement and Plan; or (y) timely objects to the releases set forth in Article IX of the Combined Disclosure Statement and Plan and such objection is not resolved before Confirmation. For the avoidance of doubt the **Persons and Entities** that will be deemed Released Parties remains subject in all respects to the Investigation Subcommittee's findings and recommendations at the conclusion of the Investigation. Notwithstanding the foregoing, the Independent Member, the Chief Restructuring Officer, and the Information Officer will be Released Parties. Any Person or Entity that is a Released Party shall be obligated to reasonably cooperate with the Liquidation Trustee in the Liquidation Trustee's pursuit of Retained Causes of Action against any non-Released Party.

[5] "***Releasing Parties***" means each of the following, solely in its capacity as such: (a)(i) the Debtors; and (ii) the Estates; (b)(i) all Holders of Claims and Interests that vote to accept the Combined Disclosure Statement and Plan but do not opt out of granting the releases set forth herein; (ii) all Holders of Claims or Interests whose vote to accept or reject the Combined Disclosure Statement and Plan is solicited but that do not vote either to accept or to reject the Combined Disclosure Statement and Plan and do not opt out of granting the releases set forth herein; (iii) all Holders of Claims or Interests that are presumed to accept the Combined Disclosure Statement and Plan but do not opt out of granting the releases set forth herein; (iv) with respect to each of the foregoing parties in clauses (b)(i) through (b)(iv), each of such Entity's current and former Affiliates; (v) with respect to each of the foregoing parties in clauses (b)(i) through (b)(iv), each of such Entity's Related Party for which such Entity is legally entitled to bind such Related Party to the releases contained in the Combined Disclosure Statement and Plan under applicable law (in each case, solely in its capacity as such); and (c)(i) the members of any statutory committee, including the Committee, appointed in the Chapter 11 Cases and (ii) such committee's Professionals.

Facility, the Equipment Financing Agreements, the Debtors' in- or out-of-court restructuring efforts, any Avoidance Actions (but excluding Avoidance Actions brought as counterclaims or defenses to claims actually asserted and pursued against the Debtors), intercompany transactions, the Chapter 11 Cases, the Canadian Proceedings, the formulation, preparation, dissemination, solicitation, negotiation, entry into, or filing of the Combined Disclosure Statement and Plan, the Cash Collateral Orders, the Plan Supplement, or any 363 Asset Sale, contract, instrument, release, or other agreement or document created or entered into in connection with the Combined Disclosure Statement and Plan, the Cash Collateral Orders, the Plan Supplement, any 363 Asset Sale, the Chapter 11 Cases, the Canadian Proceedings, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of consummation, the Sales Process, the administration and implementation of the Combined Disclosure Statement and Plan, the Sales Process, or the distribution of property under the Combined Disclosure Statement and Plan, the Sales Process, or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date. Notwithstanding anything to the contrary in the foregoing, the releases set forth above do not release: (a) any post-Effective Date obligations of any Person or Entity under the Combined Disclosure Statement and Plan, any 363 Asset Sale Transaction Documents, or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Combined Disclosure Statement and Plan or any 363 Asset Sale; or (b) any Person or Entity from any claim or Causes of Action related to an act or omission that is determined in a Final Order by a court of competent jurisdiction to have constituted actual fraud, willful misconduct, or gross negligence by such Person or Entity.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval, pursuant to Bankruptcy Rule 9019, of the foregoing releases, which includes by reference each of the related provisions and definitions contained herein, and, further, shall constitute the Bankruptcy Court's finding that such releases are: (a) consensual; (b) essential to the Confirmation of the Combined Disclosure Statement and Plan; (c) given in exchange for the good and valuable consideration provided by the Released Parties; (d) a good faith settlement and compromise of the claims released by the Releasing Parties; (e) in the best interests of the Debtors and their Estates; (f) fair, equitable, and reasonable; (g) given and made after due notice and opportunity for hearing; and (h) a bar to any of the Releasing Parties asserting any claim or Cause of Action released pursuant to the foregoing releases.

Check the box below if you elect not to grant the releases contained in Article IX.C of the Combined Disclosure Statement and Plan. Election to withhold consent is at your option. If you submit a Ballot accepting or rejecting the Combined Disclosure Statement and Plan, or if you abstain from submitting a Ballot, and in either case, you do not check the box below, you will be deemed to consent to the releases contained in Article IX.C of the Combined Disclosure Statement and Plan to the fullest extent permitted by applicable law. Please be advised that your decision to opt out does not affect the amount of distribution you will receive under the Combined Disclosure Statement and Plan. Specifically, your recovery under the Combined Disclosure Statement and

Plan will be the same whether or not you opt out of the releases contained in Article IX.C of the Combined Disclosure Statement and Plan.

The Holder of a Class 5 General Unsecured Claim set forth in Item 1 elects to:

☐ **OPT OUT** of the Releases Contained in Article IX.C of the Combined Disclosure Statement and Plan

IF YOU VOTE TO ACCEPT OR REJECT THE COMBINED DISCLOSURE STATEMENT AND PLAN AND YOU DO NOT CHECK THE "OPT OUT" BOX IN ITEM 3 AND TIMELY SUBMIT YOUR BALLOT, YOU WILL BE DEEMED TO CONSENT TO THE RELEASES OF THE RELEASED PARTIES SET FORTH IN ARTICLE IX.C OF THE COMBINED DISCLOSURE STATEMENT AND PLAN.

IF YOU ABSTAIN FROM VOTING ON THE COMBINED DISCLOSURE STATEMENT AND PLAN AND YOU DO NOT TIMELY SUBMIT YOUR BALLOT WITH THE "OPT OUT" BOX IN ITEM 3 CHECKED, YOU WILL BE DEEMED TO CONSENT TO THE RELEASES OF THE RELEASED PARTIES SET FORTH IN ARTICLE IX.C OF THE COMBINED DISCLOSURE STATEMENT AND PLAN.

Item 4: ***Certifications.*** By returning this Ballot, the undersigned Holder of a Class 5 General Unsecured Claim under the Combined Disclosure Statement and Plan, as described in Item 1 above, certifies that (a)(i) it was the record Holder of the Claims described in Item 1 on June 22, 2026, and/or (ii) it has full power and authority to vote to accept or reject the Combined Disclosure Statement and Plan; (b) it has received a copy of the Combined Disclosure Statement and Plan (and all attachments and supplements thereto); (c) the Holder has cast the same vote with respect to all of its Class 5 Claims described in Item 1; and (d) no other Class 5 Ballots with respect to the amount of the Claims described in Item 1 have been cast or, if any other Class 5 Ballots have been cast with respect to such Claims, then any such earlier Class 5 Ballots are hereby revoked. The undersigned understands that an otherwise properly completed, executed and timely-returned Ballot that does not indicate either acceptance or rejection of the Combined Disclosure Statement and Plan or indicates both acceptance and rejection of the Combined Disclosure Statement and Plan will not be counted. By signing this Ballot you also are acknowledging that your vote is subject to all terms or conditions set forth in the Combined Disclosure Statement and Plan.

Name of Holder: ______________________________

Signature:	______________________________
Print Name:	______________________________
Title:	______________________________
Street Address:	______________________________
City, State and Zip Code:	______________________________
Telephone Number:	______________________________
Email Address:	______________________________
Date Completed:	______________________________

PLEASE PROMPTLY RETURN YOUR COMPLETED BALLOT.

BALLOTS MAY BE SUBMITTED VIA THE E-BALLOT PORTAL, IN THE RETURN ENVELOPE PROVIDED, OR AS DIRECTED IN THE VOTING INSTRUCTIONS.

IN ORDER TO COUNT, YOUR COMPLETED BALLOT MUST BE <u>RECEIVED</u> NO LATER THAN 5:00 P.M. (CENTRAL TIME) ON JULY 23, 2026 OR THE VOTES TRANSMITTED THEREBY WILL NOT BE COUNTED, EXCEPT IN THE DEBTORS' DISCRETION.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THIS BALLOT, THE COMBINED DISCLOSURE STATEMENT AND PLAN, OR OTHER RELATED MATERIALS OR DOCUMENTS, PLEASE CALL THE SOLICITATION AGENT AT (844) 339-4117 (U.S./CANADA, TOLL FREE) OR +1 (332) 232-7827 (INTERNATIONAL, TOLL) OR EMAIL AT BITCOINDEPOTINFO@RA.KROLL.COM WITH A REFERENCE TO "BITCOIN DEPOT SOLICITATION INQUIRY" IN THE SUBJECT LINE.

INSTRUCTIONS FOR COMPLETING THE BALLOT

1. In order for your vote to count, you must:

   a) In Item 2, indicate either acceptance or rejection of the Combined Disclosure Statement and Plan by checking the appropriate box;

   b) Make sure to read the information regarding releases in Item 3 and check the box **if you elect to opt out** of the releases;

   c) Review the certifications in Item 4 of the Ballot; and either

      i. electronically complete, sign, and return your customized electronic Ballot by utilizing the "E-Ballot" platform on Kroll's website so that it is **actually received** by Kroll no later than the Voting Deadline of 5:00 P.M. Central Time on July 23, 2026 (unless such time is extended by the Debtors); **OR**

      ii. complete, sign, and return your Ballot by first class mail, overnight courier or hand delivery per mailing instructions provided above so that it is **actually received** by Kroll no later than the Voting Deadline of 5:00 P.M. Central Time on July 23, 2026 (unless such time is extended by the Debtors). A pre-addressed, postage pre-paid return envelope is enclosed for your convenience. Any unsigned Ballot will not be counted.

2. **The method of delivery of your Ballot is at your election and at your own risk. YOU ARE STRONGLY ENCOURAGED TO SUBMIT YOUR BALLOT VIA THE E-BALLOT PLATFORM. Kroll's "E-Ballot" platform is the sole manner in which Ballots will be accepted via electronic or online transmission. Ballots submitted by facsimile, email or other means of electronic transmission will not be counted. If voting online, to have your vote counted, you must electronically complete, sign, and submit the electronic Ballot by utilizing the E-Ballot platform on Kroll's website. Your Ballot must be received by Kroll no later than the Voting Deadline, unless such time is extended by the Debtors.**

Creditors who cast a Ballot using Kroll's "E-Ballot" platform should NOT also submit a paper Ballot.

If you are unable to use the E-Ballot platform or need assistance from Kroll in completing and submitting your Ballot, please contact Kroll by email—with a reference to "Bitcoin Depot Solicitation Inquiry" in the subject line—to: bitcoindepotinfo@ra.kroll.com or by telephone at (844) 339-4117 (U.S./Canada, toll free) or +1 (332) 232-7827 (international, toll).

3. A properly completed, executed, and timely-returned Ballot that either (a) indicates both an acceptance and rejection of the Combined Disclosure Statement and Plan or (b) fails to indicate either an acceptance or rejection of the Combined Disclosure Statement and Plan will not be counted.

4. You must vote all your Claims within a single Class under the Combined Disclosure Statement and Plan either to accept or reject the Combined Disclosure Statement and Plan. Accordingly, a Ballot (or multiple Ballots with respect to Claims within a single Class) that partially rejects and partially accepts the Combined Disclosure Statement and Plan will not be counted.

5. If you cast more than one Ballot voting the same Claim prior to the Voting Deadline, the last valid Ballot timely received shall be deemed to reflect the voter's intent and shall supersede and revoke any earlier received Ballot. If you simultaneously cast inconsistent duplicate Ballots with respect to the same Claim, such Ballots shall not be counted.

6. Any Ballot cast by a person or entity that did not hold a Claim in Class 5 (General Unsecured Claims) as of the Voting Record Date will not be counted.

7. Any Ballot that is illegible or that contains insufficient information to permit the identification of the claimant will not be counted.

8. The Ballot does not constitute, and shall not be deemed to be, a proof of claim or equity interest or an assertion or admission of a Claim or an Interest.

9. It is important that you vote. The Combined Disclosure Statement and Plan can be confirmed by the Court and thereby made binding upon you if it is accepted by the Holders of (a) at least two-thirds in dollar amount and more than one-half in number of Claims in each Class entitled to vote and that actually vote on the Combined Disclosure Statement and Plan and (b) at least two-thirds in number of Interests in each Class entitled to vote and that actually vote on the Combined Disclosure Statement and Plan, and if it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. The votes of Claims actually voted in your Class will bind both those who vote and those who do not vote. If the requisite acceptances are not obtained, the Court nonetheless may confirm the Combined Disclosure Statement and Plan if it finds that the Combined Disclosure Statement and Plan: (a) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes voting to reject the Combined Disclosure Statement and Plan; and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

10. Each Ballot you receive is for voting only your Claim described in that Ballot. Please complete and return each Ballot you receive. The attached Ballot is designated only for voting Class 5 General Unsecured Claims.

11. The Ballot is not a letter of transmittal and may not be used for any purposes other than to cast a vote to accept or reject the Combined Disclosure Statement and Plan. Holders should not surrender, at this time, certificates (if any) representing their securities. No party will accept delivery of any such certificates surrendered together with this Ballot.

12. NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER SOLICITATION MATERIALS APPROVED BY THE COURT, INCLUDING, WITHOUT LIMITATION, THE COMBINED DISCLOSURE STATEMENT AND PLAN.

13. PLEASE RETURN YOUR BALLOT PROMPTLY.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE PROCEDURES GENERALLY, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT KROLL BY EMAIL—WITH A REFERENCE TO "BITCOIN DEPOT SOLICITATION INQUIRY" IN THE SUBJECT LINE—TO: BITCOINDEPOTINFO@RA.KROLL.COM OR BY TELEPHONE AT (844) 339-4117 (U.S./CANADA, TOLL FREE) or +1 (332) 232-7827 (INTERNATIONAL, TOLL). THE SOLICITATION AGENT IS NOT AUTHORIZED TO PROVIDE LEGAL ADVICE.

EXHIBIT E

Notice of Non-Voting Status

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

In re:	)	Chapter 11
BITCOIN DEPOT INC., *et al.*,	)	Case No. 26–90528 (CML)
Debtors.[1]	)	(Jointly Administered)

NOTICE OF (A) NON-VOTING STATUS,
(B) DEADLINE FOR FILING OBJECTIONS TO
FINAL APPROVAL OF COMBINED DISCLOSURE STATEMENT AND PLAN
AND CONFIRMATION OF PLAN, AND (C) OTHER RELEVANT INFORMATION

PLEASE TAKE NOTICE THAT on May 17, 2026 (the "***Petition Date***"), Bitcoin Depot Inc., and certain of its affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "***Debtors***") filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "***Bankruptcy Code***") in the United States Bankruptcy Court for the Southern District of Texas, Houston Division (the "***Court***"). On June 18, 2026, the Debtors filed the *Debtors' Combined Disclosure Statement and Chapter 11 Plan of Liquidation* [Docket No. [●]] (as may be modified, amended, or supplemented, the "***Combined Disclosure Statement and Plan***"), pursuant to sections 1125 and 1126(b) of the Bankruptcy Code. Copies of the Combined Disclosure Statement and Plan may be obtained upon request of the Debtors' counsel at the address specified below and are on file with the Clerk of the Court, 515 Rusk Street, Houston, Texas 77002 where they are available for review during normal operating hours. The Combined Disclosure Statement and Plan is also available for inspection for a fee on the Court's website at www.txs.uscourts.gov or for review and download free of charge on the Debtors' restructuring website at https://restructuring.ra.kroll.com/bitcoindepot.[2] Printed copies of the Combined Disclosure Statement and Plan and the other documents filed in these chapter 11 cases may be obtained free of charge by contacting Kroll Restructuring Administration LLC, the

[1] The Debtors in these Chapter 11 Cases and the last four digits of their respective federal tax identification numbers (if applicable) may be obtained on the website of the Debtors' claims and noticing agent at https://restructuring.ra.kroll.com/bitcoindepot. The location of the Debtors' corporate headquarters is: 8601 Dunwoody Place, Sandy Springs, Georgia 30350.

[2] Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Combined Disclosure Statement and Plan as applicable. The statements contained herein are summaries of the provisions contained in the Combined Disclosure Statement and Plan and do not purport to be precise or complete statements of all the terms and provisions of the Combined Disclosure Statement and Plan or documents referred therein. To the extent there is a discrepancy between the terms herein and the Combined Disclosure Statement and Plan, the Combined Disclosure Statement and Plan, as applicable, shall govern and control.

Debtors' claims, noticing, and solicitation agent ("***Kroll***" or the "***Solicitation Agent***") via (a) telephone at (844) 339-4117 (U.S./Canada, toll free) or +1 (332) 232-7827 (international, toll) or (b) email at bitcoindepotinfo@ra.kroll.com (with "Bitcoin Depot Solicitation Inquiry" in the subject line).

Non-Voting Status

YOU ARE ADVISED AND ENCOURAGED TO CAREFULLY REVIEW AND CONSIDER THE COMBINED DISCLOSURE STATEMENT AND PLAN, INCLUDING THE RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AS YOUR RIGHTS MIGHT BE AFFECTED. CERTAIN RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS MAY AFFECT YOUR RIGHTS REGARDLESS OF WHETHER YOU ARE ENTITLED TO VOTE ON THE COMBINED DISCLOSURE STATEMENT AND PLAN.

ANY PERSON OR ENTITY WHO OPPOSES THE COMBINED DISCLOSURE STATEMENT AND PLAN, INCLUDING THE RELEASE, EXCULPATION, OR INJUNCTION PROVISIONS SET FORTH THEREIN AND RESTATED BELOW, SHOULD FILE A TIMELY OBJECTION TO THE COMBINED DISCLOSURE STATEMENT AND PLAN IN ACCORDANCE WITH THIS NOTICE. UNLESS AN OBJECTION IS TIMELY SERVED AND FILED IN ACCORDANCE WITH THIS NOTICE, IT MAY NOT BE CONSIDERED BY THE COURT AT THE COMBINED HEARING.

You are receiving this notice (this "*Notice of Non-Voting Status*") because, under the terms of the Combined Disclosure Statement and Plan, you are a Holder of Claim(s) in a Class that has been presumed to either accept or reject the Combined Disclosure Statement and Plan (Class 1 – Senior Priority Lien Claims, Class 2 – Other Priority Claims, Class 7 – Subordinated Claims, and Class 9 – Equity Interests) and is therefore not entitled to vote on the Combined Disclosure Statement and Plan. Accordingly, this Notice of Non-Voting Status is being mailed to you for your information only. If you are a Holder of a Claim in Class 1 or

Class 2, this Notice of Non-Voting Status also provides you the opportunity to opt out of certain releases contained in the Combined Disclosure Statement and Plan by completing and returning the enclosed Opt-Out Form. If you are a Holder of a Claim or Interest in Classes 7 or 9, you are not required to take any action with respect to the releases, and no Opt-Out Form is enclosed with your notice.

If, notwithstanding this Notice of Non-Voting Status, you believe that you may have a Claim or Interest against the Debtors that should be classified in a Class that is entitled to vote on the Combined Disclosure Statement and Plan, you should immediately request the appropriate Ballot by contacting the Solicitation Agent.

<u>Executory Contracts and Unexpired Leases</u>

Article VI.A of the Combined Disclosure Statement and Plan provides that, on the Effective Date, except as otherwise provided herein or in any contract, instrument, release, or other agreement or document entered into in connection with the Combined Disclosure Statement and Plan, the Combined Disclosure Statement and Plan shall serve as a motion under sections 365 and 1123(b)(2) of the Bankruptcy Code to reject all Executory Contracts and Unexpired Leases, and all Executory Contracts and Unexpired Leases shall be rejected as of the Effective Date without the need for any further notice to or action, order, or approval of the Bankruptcy Court, except for any Executory Contract or Unexpired Lease: (1) that has been assumed by the Debtors and assigned to any Purchaser in connection with a 363 Asset Sale; (2) that has been previously rejected or assumed by a Final Order; (3) that is the subject of a separate motion or notice pursuant to the Rejection Procedures to assume or reject Executory Contracts or Unexpired Leases that is pending on the Effective Date; (4) that is subject to a motion or notice pursuant to the Rejection Procedures to reject an Executory Contract or Unexpired Lease pursuant to which the requested effective date of such rejection is after the Effective Date; or (5) that has previously expired or terminated pursuant to its own terms or by agreement of the parties thereto.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's order approving the rejection of Executory Contracts or Unexpired Leases as set forth herein pursuant to sections 365(a) and 1123 of the Bankruptcy Code. Except as otherwise specifically set forth herein, the rejection of Executory Contracts and Unexpired Leases pursuant to the Combined Disclosure Statement and Plan is effective as of the Effective Date. Any motions to reject Executory Contracts or Unexpired Leases pending on the Effective Date shall be subject to approval by the Bankruptcy Court on or after the Effective Date.

IF YOU DO NOT OBJECT TO THE PROPOSED REJECTION OF YOUR EXECUTORY CONTRACT OR UNEXPIRED LEASE BEFORE THE OBJECTION DEADLINE: (A) YOUR EXECUTORY CONTRACT OR UNEXPIRED LEASE SHALL BE REJECTED AS OF THE EFFECTIVE DATE, IN WHICH CASE YOU WILL BE DEEMED TO HAVE CONSENTED AND WILL BE BOUND BY ORDER OF THE BANKRUPTCY COURT TO SUCH REJECTION; (B) YOU WILL BE FOREVER BARRED AND ESTOPPED FROM ASSERTING OR CLAIMING AGAINST THE DEBTORS THAT ANY ADDITIONAL AMOUNTS ARE DUE OR DEFAULTS EXIST UNDER SUCH EXECUTORY CONTRACT OR UNEXPIRED LEASE; AND (C) ANY CLAIMS YOU HAVE FILED ON ACCOUNT OF SUCH EXECUTORY CONTRACT OR UNEXPIRED LEASE SHALL BE DISALLOWED AND EXPUNGED IN THESE CHAPTER 11 CASES AS TO THE DEBTORS AND THEIR RESPECTIVE ESTATES.

<u>Objections to the Combined Disclosure Statement and Plan</u>

The deadline for filing objections to the Combined Disclosure Statement and Plan is **<u>July 23, 2026, at 5:00 p.m. (Central Time)</u>**. Any objections (each respectively, an "***Objection***") must: (a) be in writing; (b) comply with the Federal Rules of Bankruptcy Procedure and the Bankruptcy Local Rules for the Southern District of Texas; (c) state the name and address of the objecting party, the nature and amount of Claims or Interests held or asserted by the objecting party against the Debtors; and (d) state with particularity the legal and factual basis for such objections, and the specific grounds thereof.

Objections must be filed with the Court and served so as to be **actually received** no later than **July 23, 2026, at 5:00 p.m. (Central Time)**, by the following parties:

a. proposed counsel to the Debtors, Vinson & Elkins LLP, 845 Texas Avenue, Suite 4700, Houston, Texas 77002, Attn: Paul E. Heath and Sara Zoglman and 1114 Avenue of the Americas, 32nd Floor, New York, New York 10036 Attn: David S. Meyer and Jessica C. Peet;

b. counsel to the Term Loan Agent, Alston & Bird LLP, 90 Park Avenue, New York, New York 10016, Attn: James Vincequerra;

c. the U.S. Trustee, 515 Rusk Street, Suite 3516, Houston, Texas 77002, Attn: Andrew Jimenez and Ha Nguyen;

d. counsel to the Committee, Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, New York 10019, Attn: James H. Burbage and Emma Kari; and

e. those persons who have formally appeared in these Chapter 11 Cases and requested service pursuant to Bankruptcy Rule 2002.

UNLESS AN OBJECTION IS TIMELY SERVED AND FILED IN ACCORDANCE WITH THIS NOTICE OF NON-VOTING STATUS, IT MAY NOT BE CONSIDERED BY THE COURT.

AS DESCRIBED ABOVE, YOU ARE ADVISED TO CAREFULLY REVIEW AND CONSIDER THE COMBINED DISCLOSURE STATEMENT AND PLAN, INCLUDING THE RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AS YOUR RIGHTS MIGHT BE AFFECTED.

Summary of Plan Treatment

The following chart summarizes the treatment provided by the Combined Disclosure Statement and Plan for each Class of Claims against and Interests in the Debtors, and indicates the voting status of each Class:

Class	Claim or Interest	Treatment	Status	Voting Rights
1	Senior Priority Lien Claims	To the extent there are any Allowed Senior Priority Lien Claims, unless the Holder of such Claim and the applicable Debtor or the Liquidation Trustee, as applicable, agree to a different treatment, on the Effective Date, or as soon as practicable thereafter, each Holder of an Allowed Senior Priority Lien Claim (if any) shall receive, at the option of the applicable Debtor or the Liquidation Trustee: payment in full in Cash of its Allowed Senior Priority Lien Claim; the collateral securing its Allowed Senior Priority Lien Claim; or such other treatment that renders its Allowed Senior Priority Lien Claim Unimpaired in accordance with section 1124 of the Bankruptcy Code.	Unimpaired	Not Entitled to Vote (Deemed to Accept)
2	Other Priority Claims	Each Holder of an Allowed Other Priority Claim shall receive, at the option of the Debtors or the Liquidation Trustee, payment in full in Cash on the Effective Date, or treatment otherwise consistent with section 1129(9)(c) of the Bankruptcy Code, unless the Holder of such Claim and the applicable Debtor or the Liquidation Trustee, as applicable, agree to a less favorable different treatment.	Unimpaired	Not Entitled to Vote (Deemed to Accept)

Class	Claim or Interest	Treatment	Status	Voting Rights
3	Term Loan Claims	The Term Loan Claims shall be Allowed in an amount equal to (i) such amount as may be agreed upon by the Term Loan Agent and the Debtors, with the consent of the Committee, pursuant to any Term Loan Settlement prior to the Effective Date (subject to any necessary approval of the Bankruptcy Court pursuant to Bankruptcy Rule 9019, which may be effectuated, for the avoidance of doubt, pursuant to the Confirmation Order); or absent such settlement, (ii) such amount as may be determined by Final Order of the Bankruptcy Court as a result of any Challenges timely filed in accordance with the terms of the Cash Collateral Orders.	Impaired	Entitled to Vote
4	Equipment Financing Agreement Claims	In full and final satisfaction, compromise, settlement, release, and discharge of its Claim (unless the applicable Holder agrees to a less favorable treatment), each Holder of an Allowed Equipment Financing Agreement Claim shall receive on the Effective Date or as soon as reasonably practicable thereafter (i) Cash in an amount equal to such Holder's applicable Equipment Financing Agreement Collateral Proceeds, and (ii) solely to the extent the amount of such Holder's Allowed Equipment Financing Agreement Claims as of the Petition Date exceeds the applicable Equipment Financing Agreement Collateral Proceeds, such Holder's *Pro Rata* share of Liquidation Trust Interests.	Impaired	Entitled to Vote
5	General Unsecured Claims	Each Holder of an Allowed General Unsecured Claim shall receive on the Effective Date or as soon as reasonably practicable thereafter its *Pro Rata* share of the Liquidation Trust Interests.	Impaired	Entitled to Vote

Class	Claim or Interest	Treatment	Status	Voting Rights
6	Intercompany Claims	On the Effective Date, Allowed Intercompany Claims, shall, at the election of the Liquidation Trustee, and subject to the orders of the CCAA Court in the Canadian Proceedings, be (a) Reinstated, (b) converted to equity, (c) otherwise set off, settled, distributed, contributed, cancelled, or released, or (d) otherwise addressed at the option of the Liquidation Trustee without any distribution, in each case in accordance with the Liquidation Trust Agreement. For the avoidance of doubt, no Intercompany Claim shall be entitled to vote or to receive a distribution under this Combined Disclosure Statement and Plan.	Unimpaired / Impaired	Not Entitled to Vote (Presumed to Accept / Deemed to Reject)
7	Subordinated Claims	Holders of Subordinated Claims shall not receive any distribution on account of such Subordinated Claims. On the Effective Date, all Subordinated Claims shall be discharged, cancelled, released, and extinguished as of the Effective Date, and shall be of no further force or effect.	Impaired	Not Entitled to Vote (Deemed to Reject)
8	Intercompany Interests	On the Effective Date, Allowed Intercompany Interests shall, at the election of the Liquidation Trustee, and subject to the orders of the CCAA Court in the Canadian Proceedings, be (a) Reinstated, (b) set off, settled, addressed, distributed, contributed, merged, cancelled, or released, or (c) otherwise addressed at the option of the Liquidation Trustee, without any distribution, in each case in accordance with the Liquidation Trust Agreement. For the avoidance of doubt, no Holder of an Intercompany Interest shall become a beneficiary of the Liquidation Trust.	Unimpaired / Impaired	Not Entitled to Vote (Presumed to Accept / Deemed to Reject)

Class	Claim or Interest	Treatment	Status	Voting Rights
9	Equity Interests	Holders of Equity Interests will not receive any distribution or property, on account of such Interests, which will be canceled, released, and extinguished as of the Effective Date, and will be of no further force or effect.	Impaired	Not Entitled to Vote (Deemed to Reject)

Releases, Exculpation, and Injunctions

Please be advised that Article IX of the Combined Disclosure Statement and Plan contains certain release, exculpation, and injunction provisions as follows:

Relevant Definitions

"***Released Party***" means each Person or Entity identified as Released Parties in the Plan Supplement as recommended by the Independent Subcommittee at the conclusion of the Investigation. Any Person or Entity that is a Released Party shall be obligated to reasonably cooperate with the Liquidation Trustee in the Liquidation Trustee's pursuit of Retained Causes of Action against any non-Released Party.

Potential Released Parties may include, among others, each of the following solely in its capacity as such: (a)(i) the Debtors; (ii) the Estates; and (iii) with respect to each Debtor, each Debtor's directors, managers, members, officers, principals, Investigation Subcommittee, Restructuring Committee, Chief Restructuring Officer, committees (including executive committees or any special committees) and their respective members, employees, predecessors, successors, assigns, subsidiaries, agents, financial advisors, attorneys, accountants, investment bankers, consultants, representatives, other professionals (including its Professionals), the Information Officer, and any other Related Party; (b)(i) each Holder of a Claim or Interest who votes in favor of the Combined Disclosure Statement and Plan; and (ii) each Related Party of each Entity in clause (b)(i); and (c)(i) the Committee and its members, each in their capacities as such; and (ii) with respect to the Committee, its retained Professionals, including its attorneys, and financial advisors; provided, however, that in each case, an Entity shall not be a Released Party if it: (x) elects to opt out of the releases set forth in Article IX of the Combined Disclosure Statement and Plan; or (y) timely objects to the releases set forth in Article IX of the Combined Disclosure Statement and Plan and such objection is not resolved before Confirmation. For the avoidance of doubt the **Persons and Entities** that will be deemed Released Parties remains subject in all respects to the Investigation Subcommittee's findings and recommendations at the conclusion of the Investigation. Notwithstanding the foregoing, the Independent Member, the Chief Restructuring Officer, and the Information Officer will be Released Parties. Any Person or Entity that is a Released Party shall be obligated to reasonably cooperate with the Liquidation Trustee in the Liquidation Trustee's pursuit of claims or Causes of Action against any non-Released Party.

"***Releasing Parties***" means each of the following, solely in its capacity as such: (a)(i) the Debtors; and (ii) the Estates; (b)(i) all Holders of Claims and Interests that vote to accept the Combined Disclosure Statement and Plan but do not opt out of granting the releases set forth herein; (ii) all Holders of Claims or Interests whose vote to accept or reject the Combined Disclosure Statement and Plan is solicited but that do not vote either to accept or to reject the Combined Disclosure Statement and Plan and do not opt out of granting the releases set forth herein; (iii) all Holders of Claims or Interests that are presumed to accept the Combined Disclosure Statement and Plan but do not opt out of granting the releases set forth herein; (iv) with respect to each of the foregoing parties in clauses (b)(i) through (b)(iv), each of such Entity's current and former Affiliates; (v) with respect to each of the foregoing parties in clauses (b)(i) through (b)(iv), each of such Entity's Related Party for which such Entity is legally entitled to bind such Related Party to the releases contained in the Combined Disclosure Statement and Plan under applicable law (in each case, solely in its capacity as such); and (c)(i) the members of any statutory committee, including the Committee, appointed in the Chapter 11 Cases and (ii) such committee's Professionals.

"***Exculpated Parties***" means the following Entities, each in their respective capacities as such: (a) the Debtors; (b) the Investigation Subcommittee; (c) the Committee; and (d) the members of the Committee and any other statutory committee appointed in the Chapter 11 Cases.

RELEASES BY THE DEBTORS

Notwithstanding anything contained herein to the contrary, pursuant to section 1123(b) of the Bankruptcy Code, for good and valuable consideration, on the Effective Date, each Released Party is deemed released by the Debtors and their Estates from any and all claims and Causes of Action, whether known or unknown, including any derivative claims, asserted or assertable on behalf of the Debtors or the Estates, that the Debtors or their Estates would have been legally entitled to assert in their own right (whether individually or collectively) or that any Holder of any Claim against, or Interest in, a Debtor or other Entity could have asserted on behalf of the Debtors or the Estates, based on or relating to, or in any manner arising from, in whole or in part, the Debtors (including the management, ownership, or operation thereof), any securities issued by the Debtors and the ownership thereof, the Term Loan Facility, the Equipment Financing Agreements, the Debtors' in or out-of-court restructuring efforts, any Avoidance Actions (but excluding Avoidance Actions brought as counterclaims or defenses to Claims actually asserted and pursued against the Debtors), intercompany transactions, the Chapter 11 Cases, the Canadian Proceedings, the formulation, preparation, dissemination, solicitation, negotiation, entry into, or filing of the Combined Disclosure Statement and Plan, the Cash Collateral Orders, the Plan Supplement, or any 363 Asset Sale, contract, instrument, release, or other agreement or document created or entered into in connection with the Combined Disclosure Statement and Plan, the Cash Collateral Orders, the Plan Supplement, any 363 Asset Sale, the Chapter 11 Cases, the Canadian Proceedings, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of consummation, the Sales Process, the administration and implementation of the Combined Disclosure Statement and Plan or the distribution of property under the Combined Disclosure Statement and Plan, the Sales Process, or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on

or before the Effective Date. Notwithstanding anything to the contrary in the foregoing, the releases set forth above do not release: (a) any post-Effective Date obligations of any Person or Entity under the Combined Disclosure Statement and Plan, any 363 Asset Sale Transaction Documents, or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Combined Disclosure Statement and Plan or any 363 Asset Sale; or (b) any Person or Entity from any claim or Causes of Action related to an act or omission that is determined in a Final Order by a court of competent jurisdiction to have constituted actual fraud, willful misconduct, or gross negligence by such Person or Entity.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval, pursuant to Bankruptcy Rule 9019, of the Debtor Releases, which includes by reference each of the related provisions and definitions contained herein, and further, shall constitute the Bankruptcy Court's finding that the Debtor Releases are: (a) in exchange for the good and valuable consideration provided by the Released Parties, including the Released Parties' contributions to facilitating the Chapter 11 Cases, the Canadian Proceedings, and implementing the Combined Disclosure Statement and Plan; (b) a good faith settlement and compromise of the claims released by the Debtor Releases; (c) in the best interests of the Debtors and all Holders of Claims and Interests; (d) fair, equitable, and reasonable; (e) given and made after due notice and opportunity for hearing; and (f) a bar to any of the Debtors or the Debtors' Estates asserting any claim or Cause of Action released pursuant to the Debtor Releases. Notwithstanding anything to the contrary in the foregoing, to the extent that the Investigation Subcommittee determines to recommend that any Debtor and the Estate thereto should not grant releases in favor of any Person or Entity with respect to any claims, obligation, rights, suits, damages, Causes of Action, remedies, and liabilities whatsoever, such Person or Entity shall not be deemed a Released Party, any such determination along with a summary of the findings of the Investigation Subcommittee will be included in the Plan Supplement. Any Person or Entity that is a Released Party shall be obligated to reasonably cooperate with the Liquidation Trustee in the Liquidation Trustee's pursuit of Retained Causes of Action against any non-Released Party.

RELEASES BY RELEASING PARTIES OTHER THAN THE DEBTORS

Notwithstanding anything contained herein to the contrary, upon and as of the Effective Date, each Releasing Party (other than the Debtors and the Estates) releases each Debtor, the Estates, and each other Released Party from any and all claims and Causes of Action, whether known or unknown, including any derivative claims, asserted on behalf of the Debtors and the Estates, that such Entity would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, the Debtors (including the management, ownership, or operation thereof), any securities issued by the Debtors and the ownership thereof, the Term Loan Facility, the Equipment Financing Agreements, the Debtors' in- or out-of-court restructuring efforts, any Avoidance Actions (but excluding Avoidance Actions brought as counterclaims or defenses to claims actually asserted and pursued against the Debtors), intercompany transactions, the Chapter 11 Cases, the Canadian Proceedings, the formulation, preparation, dissemination, solicitation, negotiation, entry into, or filing of the Combined Disclosure Statement and Plan, the Cash Collateral Orders, the Plan

Supplement, or any 363 Asset Sale, contract, instrument, release, or other agreement or document created or entered into in connection with the Combined Disclosure Statement and Plan, the Cash Collateral Orders, the Plan Supplement, any 363 Asset Sale, the Chapter 11 Cases, the Canadian Proceedings, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of consummation, the Sales Process, the administration and implementation of the Combined Disclosure Statement and Plan, the Sales Process, or the distribution of property under the Combined Disclosure Statement and Plan, the Sales Process, or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date. Notwithstanding anything to the contrary in the foregoing, the releases set forth above do not release: (a) any post-Effective Date obligations of any Person or Entity under the Combined Disclosure Statement and Plan, any 363 Asset Sale Transaction Documents, or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Combined Disclosure Statement and Plan or any 363 Asset Sale; or (b) any Person or Entity from any claim or Causes of Action related to an act or omission that is determined in a Final Order by a court of competent jurisdiction to have constituted actual fraud, willful misconduct, or gross negligence by such Person or Entity.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval, pursuant to Bankruptcy Rule 9019, of the foregoing releases, which includes by reference each of the related provisions and definitions contained herein, and, further, shall constitute the Bankruptcy Court's finding that such releases are: (a) consensual; (b) essential to the Confirmation of the Combined Disclosure Statement and Plan; (c) given in exchange for the good and valuable consideration provided by the Released Parties; (d) a good faith settlement and compromise of the claims released by the Releasing Parties; (e) in the best interests of the Debtors and their Estates; (f) fair, equitable, and reasonable; (g) given and made after due notice and opportunity for hearing; and (h) a bar to any of the Releasing Parties asserting any claim or Cause of Action released pursuant to the foregoing releases.

EXCULPATION

Except as otherwise specifically provided herein, no Exculpated Party shall have or incur liability for and each Exculpated Party is hereby exculpated from any Cause of Action for any claim related to any act or omission taking place between the Petition Date and the Effective Date in connection with, relating to, or arising out of, the Chapter 11 Cases, the Canadian Proceedings, the formulation, preparation, dissemination, solicitation, negotiation, entry into, or filing of the Combined Disclosure Statement and Plan, the Cash Collateral Orders, the Plan Supplement, or any 363 Asset Sale, contract, instrument, release, or other agreement or document created or entered into in connection with the Combined Disclosure Statement and Plan, the Cash Collateral Orders, the Plan Supplement, any 363 Asset Sale, the Chapter 11 Cases, the Canadian Proceedings, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of consummation, the Sales Process, the administration and implementation of the Combined Disclosure Statement and Plan, the Sales Process, or the distribution of property under the Combined Disclosure Statement and Plan, the Sales Process, or any other related agreement, or upon

any other related act or omission, transaction, agreement, event, or other occurrence taking place between the Petition Date and the Effective Date, except for claims related to any act or omission that is determined in a Final Order by a court of competent jurisdiction to have constituted actual fraud, willful misconduct, or gross negligence; *provided* that, to the fullest extent permitted by applicable law, such Entities shall be entitled to reasonably rely upon the advice of counsel with respect to their duties and responsibilities regarding the Chapter 11 Cases, the Canadian Proceedings, and pursuant to the Combined Disclosure Statement and Plan.

The Exculpated Parties shall be deemed to have participated in good faith and in compliance with the applicable laws with regard to the solicitation of votes and distribution of consideration pursuant to the Combined Disclosure Statement and Plan and, therefore, are not, and on account of such distributions shall not be, liable at any time for the violation of any applicable law, rule, or regulation governing the solicitation of acceptances or rejections of the Combined Disclosure Statement and Plan or distributions made pursuant to the Combined Disclosure Statement and Plan.

INJUNCTION

Except as otherwise expressly provided herein or for obligations issued or required to be paid pursuant to the Combined Disclosure Statement and Plan or the Confirmation Order, all Holders of Claims and Interests who have held, hold, or may hold Claims or Interests that are treated under this Combined Disclosure Statement and Plan, or are barred by exculpation, are enjoined, from and after the Effective Date through and until the date upon which all remaining property of the Debtors' Estates vested in any Purchaser or the Liquidation Trust, as applicable, has been liquidated and distributed to any Purchaser, creditors, or otherwise in accordance with the terms of the Combined Disclosure Statement and Plan, and the Confirmation Order and the Combined Disclosure Statement and Plan has been fully administered, subject to further extension or reduction by motion on notice, with all parties' rights with respect to such extension or reduction reserved, from taking any of the following actions against, as applicable, the Debtors, the Exculpated Parties, or the Released Parties: (1) commencing or continuing, in any manner or in any place, any suit, action, or other proceeding of any kind on account of or in connection with or with respect to any such Claims or Interests; (2) enforcing, attaching, collecting, or recovering by any manner or means any judgment, award, decree, or order against such Persons or Entities on account of or in connection with or with respect to any such Claims or Interests; (3) creating, perfecting, or enforcing any Lien or encumbrance of any kind against such Persons or Entities or the property or the Estates of such Persons or Entities on account of or in connection with or with respect to any such Claims or Interests; (4) asserting any right of setoff or subrogation of any kind against any obligation due from such Persons or Entities or against the property of such Persons or Entities on account of or in connection with or with respect to any such Claims or Interests unless such Holder has Filed a motion requesting the right to perform such setoff on or before the Effective Date, and notwithstanding an indication of a Claim or Interest or otherwise that such Holder asserts, has, or intends to preserve any right of setoff pursuant to applicable law or otherwise; or (5) commencing or continuing in any manner any action or other proceeding

of any kind, in each case on account of or in connection with or with respect to any such Claims or Interests treated under the Combined Disclosure Statement and Plan.

No Person or Entity may commence or pursue a claim or Cause of Action, as applicable, of any kind against the Exculpated Parties that relates to or is reasonably likely to relate to any act or omission in connection with, relating to, or arising out of a claim or Cause of Action, as applicable, subject to Article IX hereof, without the Bankruptcy Court (i) first determining, after notice and a hearing, that such claim or Cause of Action, as applicable, represents a colorable claim of any kind that has not been exculpated, released, or otherwise barred, and (ii) specifically authorizing such Person or Entity to bring such claim or Cause of Action, as applicable, against any such Exculpated Party; *provided, however*, that no claim or Cause of Action of any kind may be asserted, commenced or pursued against the Information Officer or any Related Party thereto without leave of the CCAA Court. At the hearing for the Bankruptcy Court to determine whether such claim or Cause of Action represents a colorable claim of any kind that has not been exculpated, released, or otherwise barred, the Bankruptcy Court may, or shall if any Exculpated Party, or other party in interest requests by motion (oral motion being sufficient), direct that such Person or Entity seeking to commence or pursue such claim or Cause of Action File a proposed complaint with the Bankruptcy Court embodying such claim or Cause of Action, such complaint satisfying the applicable Federal Rules of Civil Procedure, including Rule 8 and Rule 9 (as applicable), which the Bankruptcy Court shall assess before making a determination. For the avoidance of doubt, any party that obtains such determination and authorization and subsequently wishes to amend the authorized complaint or petition to add any Claims or Causes of Action not explicitly included in the authorized complaint or petition must obtain authorization from the Bankruptcy Court before filing any such amendment in the court where such complaint or petition is pending. The Bankruptcy Court reserves jurisdiction to adjudicate any such claims to the maximum extent provided by the law.

CRITICAL INFORMATION REGARDING THE COMBINED DISCLOSURE STATEMENT AND PLAN'S THIRD-PARTY RELEASES

ARTICLE IX OF THE COMBINED DISCLOSURE STATEMENT AND PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE COMBINED DISCLOSURE STATEMENT AND PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.

IF YOU ARE THE HOLDER OF A CLAIM OR INTEREST IN CLASSES 1 OR 2 AND YOU DO NOT AFFIRMATIVELY OPT OUT OF GRANTING THE THIRD-PARTY RELEASES AS DESCRIBED IN THE NOTICE OF NON-VOTING STATUS, THEN YOU WILL BE BOUND BY SUCH RELEASES.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

In re:	)	Chapter 11
BITCOIN DEPOT INC., *et al.*,	)	Case No. 26–90528 (CML)
Debtors.[1]	)	(Jointly Administered)

PLAN ARTICLE IX.C OPT-OUT FORM

If you are a Holder of a Claim in Class 1 (Senior Priority Lien Claims) or Class 2 (Other Priority Claims), by checking the box below and signing this Opt-Out Form, the undersigned exercises its option to opt out of the releases in favor of the Released Parties set forth in Article IX.C of the Combined Disclosure Statement and Plan.

☐ The undersigned hereby **OPTS OUT** of the releases in favor of the Released Parties set forth in Article IX.C of the Combined Disclosure Statement and Plan.

____
Date

____
Name of Holder of Claim or Interest (Print or Type)

____
Signature

____
Name and Title of Authorized Agent (Print or Type)

____
Address

____
City, State, Zip

____
Telephone / Email Address

[1] The Debtors in these Chapter 11 Cases and the last four digits of their respective federal tax identification numbers (if applicable) may be obtained on the website of the Debtors' claims and noticing agent at https://restructuring.ra.kroll.com/bitcoindepot. The location of the Debtors' corporate headquarters is: 8601 Dunwoody Place, Sandy Springs, Georgia 30350.

Completed Opt-Out Forms must be actually received by the Solicitation Agent **by 5:00 p.m. Central Time on July 23, 2026.** Send your completed Opt-Out Form by **ONLY ONE** of the following means of submission:

SUBMISSION VIA THE E-BALLOT PORTAL

Kroll will accept Opt-Out Forms if properly completed through the E-Ballot Portal. To submit your Opt-Out Form via the E-Ballot Portal, visit https://restructuring.ra.kroll.com/bitcoindepot, under the Case Navigation section of the website, click on "Submit E-Ballot", and follow the instructions to submit your Opt-Out Form. **If you choose to submit your Opt-Out Form via the E-Ballot Portal, you should not return a hard copy of your Opt-Out Form.**

IMPORTANT NOTE: You will need the following information to retrieve and submit your customized electronic Opt-Out Form:

Unique E-Opt-Out ID#:____

The E-Ballot Portal is the sole manner in which Opt-Out Forms will be accepted via electronic or online transmission. Opt-Out Forms submitted by facsimile, email or other means of electronic transmission will not be counted.

SUBMISSION VIA FIRST CLASS MAIL, OVERNIGHT COURIER, OR HAND DELIVERY

Submission of your Opt-Out Form via the E-Ballot Portal is strongly recommended. However, you may submit the completed and signed paper original of your Opt-Out Form in the prepaid business reply envelope provided or otherwise via first class mail, overnight courier, or hand delivery to the Solicitation Agent:

If by First Class mail, overnight courier, or hand delivery:

Bitcoin Depot Inc. Ballot Processing Center
c/o Kroll Restructuring Administration LLC
850 3rd Avenue, Suite 412
Brooklyn, NY 11232

To arrange hand delivery of your Opt-Out Form, please contact the Solicitation Agent via email at bitcoindepotballots@ra.kroll.com (with "Bitcoin Depot Opt-Out Form Delivery" in the subject line) at least 24 hours prior to your arrival at the Kroll address above and provide the anticipated date and time of delivery.

Dated: [___], 2026
Houston, Texas

/s/ [Draft]

VINSON & ELKINS LLP
Paul E. Heath (TX 09355050)
Sara Zoglman (TX 24121600)
845 Texas Avenue, Suite 4700
Houston, Texas 77002
Tel: 713.758.2222
Fax: 713.758.2346
Email: pheath@velaw.com
szoglman@velaw.com

-and-

David S. Meyer (*pro hac vice* pending)
Jessica C. Peet (*pro hac vice* pending)
1114 Avenue of the Americas, 32nd Floor
New York, New York 10036
Tel: 212.237.0000
Fax: 212.237.0100
Email: dmeyer@velaw.com
jpeet@velaw.com

Proposed Counsel to the Debtors and Debtors in Possession

EXHIBIT F

Combined Hearing Notice

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

In re:	)	Chapter 11
BITCOIN DEPOT INC., *et al.*,	)	Case No. 26–90528 (CML)
Debtors.[1]	)	(Jointly Administered)

NOTICE OF (A) COMBINED HEARING TO CONSIDER FINAL APPROVAL OF AND CONFIRMATION OF THE COMBINED DISCLOSURE STATEMENT AND PLAN, (B) DEADLINE FOR FILING OBJECTIONS TO FINAL APPROVAL AND CONFIRMATION OF THE COMBINED DISCLOSURE STATEMENT AND PLAN, AND (C) OTHER RELEVANT INFORMATION

PLEASE TAKE NOTICE THAT on May 17, 2026 (the "***Petition Date***"), Bitcoin Depot Inc., and certain of its affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "***Debtors***") filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "***Bankruptcy Code***") in the United States Bankruptcy Court for the Southern District of Texas, Houston Division (the "***Court***"). On June 18, 2026, the Debtors filed the *Debtors' Combined Disclosure Statement and Chapter 11 Plan of Liquidation* (as may be modified, amended, or supplemented, the "***Combined Disclosure Statement and Plan***"), pursuant to sections 1125 and 1126(b) of the Bankruptcy Code. Copies of the Combined Disclosure Statement and Plan may be obtained upon request of the Debtors' counsel at the address specified below and are on file with the Clerk of the Court, 515 Rusk Street, Houston, Texas 77002 where they are available for review during normal operating hours. The Combined Disclosure Statement and Plan is also available for inspection for a fee on the Court's website at www.txs.uscourts.gov or for review and download free of charge on the Debtors' restructuring website at https://restructuring.ra.kroll.com/bitcoindepot.[2] Printed copies of the

[1] The Debtors in these Chapter 11 Cases and the last four digits of their respective federal tax identification numbers (if applicable) may be obtained on the website of the Debtors' claims and noticing agent at https://restructuring.ra.kroll.com/bitcoindepot. The location of the Debtors' corporate headquarters is: 8601 Dunwoody Place, Sandy Springs, Georgia 30350.

[2] Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Combined Disclosure Statement and Plan as applicable. The statements contained herein are summaries of the provisions contained in the Combined Disclosure Statement and Plan and do not purport to be precise or complete statements of all the terms and provisions of the Combined Disclosure Statement and Plan or documents referred therein. To the extent there is a discrepancy between the terms herein and the Combined Disclosure Statement and Plan, the Combined Disclosure Statement and Plan, as applicable, shall govern and control.

YOU ARE ADVISED AND ENCOURAGED TO CAREFULLY REVIEW AND CONSIDER THE COMBINED DISCLOSURE STATEMENT AND PLAN, INCLUDING THE RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AS YOUR RIGHTS MIGHT BE AFFECTED. CERTAIN RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS MAY AFFECT YOUR RIGHTS REGARDLESS OF WHETHER YOU ARE ENTITLED TO VOTE ON THE COMBINED DISCLOSURE STATEMENT AND PLAN.

ANY PERSON OR ENTITY WHO OPPOSES THE COMBINED DISCLOSURE STATEMENT AND PLAN, INCLUDING THE RELEASE, EXCULPATION, OR INJUNCTION PROVISIONS SET FORTH THEREIN AND RESTATED BELOW, SHOULD FILE A TIMELY OBJECTION TO THE COMBINED DISCLOSURE STATEMENT AND PLAN IN ACCORDANCE WITH THIS NOTICE. UNLESS AN OBJECTION IS TIMELY SERVED AND FILED IN ACCORDANCE WITH THIS NOTICE, IT MAY NOT BE CONSIDERED BY THE COURT AT THE COMBINED HEARING.

Combined Disclosure Statement and Plan and the other documents filed in these chapter 11 cases may be obtained free of charge by contacting Kroll Restructuring Administration LLC, the Debtors' claims, noticing, and solicitation agent ("***Kroll***" or the "***Solicitation Agent***") via (a) telephone at (844) 339-4117 (U.S./Canada, toll free) or +1 (332) 232-7827 (international, toll) or (b) email at bitcoindepotinfo@ra.kroll.com (with "Bitcoin Depot Solicitation Inquiry" in the subject line).

<u>Hearing on Adequacy and Confirmation of the Combined Disclosure Statement and Plan</u>

The hearing (the "***Combined Hearing***") will be held **virtually by video conference** before the Honorable Christopher M. Lopez, United States Bankruptcy Judge, on **[●], 2026, at *:* _/m. (Central Time)**, to consider the adequacy of and confirmation of the Combined Disclosure Statement and Plan, any objections thereto, and any other matter that may properly come before the Court. Information regarding access to the virtual hearing will be made available in accordance with the procedures of the United States Bankruptcy Court.

Participation at the Combined Hearing will only be permitted by an audio and video connection. Audio communication will be by use of the Court's dial-in facility. Parties may access the facility by calling 832-917-1510. Once connected, participants will be prompted to enter the conference room number. Judge Lopez's conference room number is 590153. Video communication will be conducted by use of the GoToMeeting platform. Participants may connect via the free GoToMeeting application or by clicking the GoToMeeting link available on Judge Lopez's home page. The meeting code is "JudgeLopez." Participants should click the settings icon in the upper right corner and enter their name under the personal information setting.

Hearing appearances must be made electronically in advance of both electronic and in-person hearings. To make an appearance, parties must click the "Electronic Appearance" link on Judge Lopez's home page, select the case name, complete the required fields, and click "Submit" to complete the appearance.

Please be advised that the Combined Hearing may be continued from time to time by the Court or the Debtors without further notice, other than by such adjournment being announced during the hearing or by a notice of adjournment filed with the Court and served on other parties entitled to notice.

Information Regarding the Combined Disclosure Statement and Plan

Voting Record Date. The Voting Record Date was June 22, 2026, which was the date for determining which Holders of Claims and Interests in Classes 3, 4, and 5 of the Combined Disclosure Statement and Plan were entitled to vote.

Objections to the Combined Disclosure Statement and Plan. The deadline for filing objections to the Combined Disclosure Statement and Plan is **July 23, 2026, at 5:00 p.m. (Central Time)**. Any objections (each respectively, an "***Objection***") must: (a) be in writing; (b) comply with the Federal Rules of Bankruptcy Procedure and the Bankruptcy Local Rules for the Southern District of Texas; (c) state the name and address of the objecting party, the nature and amount of Claims or Interests held or asserted by the objecting party against the Debtors; and (d) state with particularity the legal and factual basis for such objections, and the specific grounds thereof.

Objections must be filed with the Court and served so as to be **actually received** no later than **July 23, 2026, at 5:00 p.m. (Central Time)**, by the following parties:

a. proposed counsel to the Debtors, Vinson & Elkins LLP, 845 Texas Avenue, Suite 4700, Houston, Texas 77002, Attn: Paul E. Heath and Sara Zoglman and 1114 Avenue of the Americas, 32nd Floor, New York, New York 10036 Attn: David S. Meyer and Jessica C. Peet;

b. counsel to the Term Loan Agent, Alston & Bird LLP, 90 Park Avenue, New York, New York 10016, Attn: James Vincequerra;

c. the U.S. Trustee, 515 Rusk Street, Suite 3516, Houston, Texas 77002, Attn: Andrew Jimenez and Ha Nguyen;

d. counsel to the Committee, Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, New York 10019, Attn: James H. Burbage and Emma Kari; and

e. those persons who have formally appeared in these Chapter 11 Cases and requested service pursuant to Bankruptcy Rule 2002.

UNLESS AN OBJECTION IS TIMELY SERVED AND FILED IN ACCORDANCE WITH THIS NOTICE, IT MAY NOT BE CONSIDERED BY THE COURT.

AS DESCRIBED ABOVE, YOU ARE ADVISED TO CAREFULLY REVIEW AND CONSIDER THE COMBINED DISCLOSURE STATEMENT AND PLAN, INCLUDING THE RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AS YOUR RIGHTS MIGHT BE AFFECTED.

Summary of Plan Treatment

The following chart summarizes the treatment provided by the Combined Disclosure Statement and Plan for each Class of Claims against and Interests in the Debtors, and indicates the voting status of each Class:

Class	Claim or Interest	Treatment	Status	Voting Rights
1	Senior Priority Lien Claims	To the extent there are any Allowed Senior Priority Lien Claims, unless the Holder of such Claim and the applicable Debtor or the Liquidation Trustee, as applicable, agree to a different treatment, on the Effective Date, or as soon as practicable thereafter, each Holder of an Allowed Senior Priority Lien Claim (if any) shall receive, at the option of the applicable Debtor or the Liquidation Trustee: payment in full in Cash of its Allowed Senior Priority Lien Claim; the collateral securing its Allowed Senior Priority Lien Claim; or such other treatment that renders its Allowed Senior Priority Lien Claim Unimpaired in accordance with section 1124 of the Bankruptcy Code.	Unimpaired	Not Entitled to Vote (Deemed to Accept)
2	Other Priority Claims	Each Holder of an Allowed Other Priority Claim shall receive, at the option of the Debtors or the Liquidation Trustee, payment in full in Cash on the Effective Date, or treatment otherwise consistent with section 1129(9)(c) of the Bankruptcy Code, unless the Holder of such Claim and the applicable Debtor or the Liquidation Trustee, as applicable, agree to a less favorable different treatment.	Unimpaired	Not Entitled to Vote (Deemed to Accept)
3	Term Loan Claims	In full and final satisfaction, compromise, settlement, release, and discharge of its Claim (unless the applicable Holder agrees to a less favorable treatment), each Holder of	Impaired	Entitled to Vote

Class	Claim or Interest	Treatment	Status	Voting Rights
		an Allowed Term Loan Claim shall receive on the Effective Date or as soon as reasonably practicable thereafter from Cash on deposit in the Adequate Protection Account: (i) in the event of a Term Loan Settlement, such Holder's *Pro Rata* share of the Term Loan Settlement Amount, or (ii) after Allowance by a Final Order, Cash in an amount equal to such Holder's *Pro Rata* share of the Allowed Term Loan Claims.		
4	Equipment Financing Agreement Claims	In full and final satisfaction, compromise, settlement, release, and discharge of its Claim (unless the applicable Holder agrees to a less favorable treatment), each Holder of an Allowed Equipment Financing Agreement Claim shall receive on the Effective Date or as soon as reasonably practicable thereafter (i) Cash in an amount equal to such Holder's applicable Equipment Financing Agreement Collateral Proceeds, and (ii) solely to the extent the amount of such Holder's Allowed Equipment Financing Agreement Claims as of the Petition Date exceeds the applicable Equipment Financing Agreement Collateral Proceeds, such Holder's *Pro Rata* share of Liquidation Trust Interests.	Impaired	Entitled to Vote
5	General Unsecured Claims	Each Holder of an Allowed General Unsecured Claim shall receive on the Effective Date or as soon as reasonably practicable thereafter its *Pro Rata* share of the Liquidation Trust Interests.	Impaired	Entitled to Vote

Class	Claim or Interest	Treatment	Status	Voting Rights
6	Intercompany Claims	On the Effective Date, Allowed Intercompany Claims, shall, at the election of the Liquidation Trustee, and subject to the orders of the CCAA Court in the Canadian Proceedings, be (a) Reinstated, (b) converted to equity, (c) otherwise set off, settled, distributed, contributed, cancelled, or released, or (d) otherwise addressed at the option of the Liquidation Trustee without any distribution, in each case in accordance with the Liquidation Trust Agreement. For the avoidance of doubt, no Intercompany Claim shall be entitled to vote or to receive a distribution under this Combined Disclosure Statement and Plan.	Unimpaired / Impaired	Not Entitled to Vote (Presumed to Accept / Deemed to Reject)
7	Subordinated Claims	Holders of Subordinated Claims shall not receive any distribution on account of such Subordinated Claims. On the Effective Date, all Subordinated Claims shall be discharged, cancelled, released, and extinguished as of the Effective Date, and shall be of no further force or effect.	Impaired	Not Entitled to Vote (Deemed to Reject)
8	Intercompany Interests	On the Effective Date, Allowed Intercompany Interests shall, at the election of the Liquidation Trustee, and subject to the orders of the CCAA Court in the Canadian Proceedings, be (a) Reinstated, (b) set off, settled, addressed, distributed, contributed, merged, cancelled, or released, or (c) otherwise addressed at the option of the Liquidation Trustee, without any distribution, in each case in accordance with the Liquidation Trust Agreement. For the avoidance of doubt, no Holder of an Intercompany Interest shall become a beneficiary of the Liquidation Trust.	Unimpaired / Impaired	Not Entitled to Vote (Presumed to Accept / Deemed to Reject)
9	Equity Interests	Holders of Equity Interests will not receive any distribution or property, on	Impaired	Not Entitled to Vote

Class	Claim or Interest	Treatment	Status	Voting Rights
		account of such Interests, which will be canceled, released, and extinguished as of the Effective Date, and will be of no further force or effect.		(Deemed to Reject)

<u>Releases, Exculpation, and Injunctions</u>

Please be advised that Article IX of the Combined Disclosure Statement and Plan contains certain release, exculpation, and injunction provisions as follows:

<u>Relevant Definitions</u>

"***Released Party***" means each Person or Entity identified as Released Parties in the Plan Supplement as recommended by the Independent Subcommittee at the conclusion of the Investigation. Any Person or Entity that is a Released Party shall be obligated to reasonably cooperate with the Liquidation Trustee in the Liquidation Trustee's pursuit of Retained Causes of Action against any non-Released Party.

Potential Released Parties may include, among others, each of the following solely in its capacity as such: (a)(i) the Debtors; (ii) the Estates; and (iii) with respect to each Debtor, each Debtor's directors, managers, members, officers, principals, Investigation Subcommittee, Restructuring Committee, Chief Restructuring Officer, committees (including executive committees or any special committees) and their respective members, employees, predecessors, successors, assigns, subsidiaries, agents, financial advisors, attorneys, accountants, investment bankers, consultants, representatives, other professionals (including its Professionals), the Information Officer, and any other Related Party; (b)(i) each Holder of a Claim or Interest who votes in favor of the Combined Disclosure Statement and Plan; and (ii) each Related Party of each Entity in clause (b)(i); and (c)(i) the Committee and its members, each in their capacities as such; and (ii) with respect to the Committee, its retained Professionals, including its attorneys, and financial advisors; provided, however, that in each case, an Entity shall not be a Released Party if it: (x) elects to opt out of the releases set forth in Article IX of the Combined Disclosure Statement and Plan; or (y) timely objects to the releases set forth in Article IX of the Combined Disclosure Statement and Plan and such objection is not resolved before Confirmation. For the avoidance of doubt the **Persons and Entities** that will be deemed Released Parties remains subject in all respects to the Investigation Subcommittee's findings and recommendations at the conclusion of the Investigation. Notwithstanding the foregoing, the Independent Member, the Chief Restructuring Officer, and the Information Officer will be Released Parties. Any Person or Entity that is a Released Party shall be obligated to reasonably cooperate with the Liquidation Trustee in the Liquidation Trustee's pursuit of claims or Causes of Action against any non-Released Party.

"***Releasing Parties***" means each of the following, solely in its capacity as such: (a)(i) the Debtors; and (ii) the Estates; (b)(i) all Holders of Claims and Interests that vote to accept the Combined Disclosure Statement and Plan but do not opt out of granting the releases set forth herein; (ii) all Holders of Claims or Interests whose vote to accept or reject the Combined

Disclosure Statement and Plan is solicited but that do not vote either to accept or to reject the Combined Disclosure Statement and Plan and do not opt out of granting the releases set forth herein; (iii) all Holders of Claims or Interests that are presumed to accept the Combined Disclosure Statement and Plan but do not opt out of granting the releases set forth herein; (iv) with respect to each of the foregoing parties in clauses (b)(i) through (b)(iv), each of such Entity's current and former Affiliates; (v) with respect to each of the foregoing parties in clauses (b)(i) through (b)(iv), each of such Entity's Related Party for which such Entity is legally entitled to bind such Related Party to the releases contained in the Combined Disclosure Statement and Plan under applicable law (in each case, solely in its capacity as such); and (c)(i) the members of any statutory committee, including the Committee, appointed in the Chapter 11 Cases and (ii) such committee's Professionals.

"***Exculpated Parties***" means the following Entities, each in their respective capacities as such: (a) the Debtors; (b) the Investigation Subcommittee; (c) the Committee; and (d) the members of the Committee and any other statutory committee appointed in the Chapter 11 Cases.

RELEASES BY THE DEBTORS

Notwithstanding anything contained herein to the contrary, pursuant to section 1123(b) of the Bankruptcy Code, for good and valuable consideration, on the Effective Date, each Released Party is deemed released by the Debtors and their Estates from any and all claims and Causes of Action, whether known or unknown, including any derivative claims, asserted or assertable on behalf of the Debtors or the Estates, that the Debtors or their Estates would have been legally entitled to assert in their own right (whether individually or collectively) or that any Holder of any Claim against, or Interest in, a Debtor or other Entity could have asserted on behalf of the Debtors or the Estates, based on or relating to, or in any manner arising from, in whole or in part, the Debtors (including the management, ownership, or operation thereof), any securities issued by the Debtors and the ownership thereof, the Term Loan Facility, the Equipment Financing Agreements, the Debtors' in or out-of-court restructuring efforts, any Avoidance Actions (but excluding Avoidance Actions brought as counterclaims or defenses to Claims actually asserted and pursued against the Debtors), intercompany transactions, the Chapter 11 Cases, the Canadian Proceedings, the formulation, preparation, dissemination, solicitation, negotiation, entry into, or filing of the Combined Disclosure Statement and Plan, the Cash Collateral Orders, the Plan Supplement, or any 363 Asset Sale, contract, instrument, release, or other agreement or document created or entered into in connection with the Combined Disclosure Statement and Plan, the Cash Collateral Orders, the Plan Supplement, any 363 Asset Sale, the Chapter 11 Cases, the Canadian Proceedings, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of consummation, the Sales Process, the administration and implementation of the Combined Disclosure Statement and Plan or the distribution of property under the Combined Disclosure Statement and Plan, the Sales Process, or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date. Notwithstanding anything to the contrary in the foregoing, the releases set forth above do not release: (a) any post-Effective Date obligations of any Person or Entity under the Combined Disclosure Statement and Plan, any 363 Asset Sale Transaction Documents, or any document, instrument, or agreement (including those set

forth in the Plan Supplement) executed to implement the Combined Disclosure Statement and Plan or any 363 Asset Sale; or (b) any Person or Entity from any claim or Causes of Action related to an act or omission that is determined in a Final Order by a court of competent jurisdiction to have constituted actual fraud, willful misconduct, or gross negligence by such Person or Entity.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval, pursuant to Bankruptcy Rule 9019, of the Debtor Releases, which includes by reference each of the related provisions and definitions contained herein, and further, shall constitute the Bankruptcy Court's finding that the Debtor Releases are: (a) in exchange for the good and valuable consideration provided by the Released Parties, including the Released Parties' contributions to facilitating the Chapter 11 Cases, the Canadian Proceedings, and implementing the Combined Disclosure Statement and Plan; (b) a good faith settlement and compromise of the claims released by the Debtor Releases; (c) in the best interests of the Debtors and all Holders of Claims and Interests; (d) fair, equitable, and reasonable; (e) given and made after due notice and opportunity for hearing; and (f) a bar to any of the Debtors or the Debtors' Estates asserting any claim or Cause of Action released pursuant to the Debtor Releases. Notwithstanding anything to the contrary in the foregoing, to the extent that the Investigation Subcommittee determines to recommend that any Debtor and the Estate thereto should not grant releases in favor of any Person or Entity with respect to any claims, obligation, rights, suits, damages, Causes of Action, remedies, and liabilities whatsoever, such Person or Entity shall not be deemed a Released Party, any such determination along with a summary of the findings of the Investigation Subcommittee will be included in the Plan Supplement. Any Person or Entity that is a Released Party shall be obligated to reasonably cooperate with the Liquidation Trustee in the Liquidation Trustee's pursuit of Retained Causes of Action against any non-Released Party.

RELEASES BY RELEASING PARTIES OTHER THAN THE DEBTORS

Notwithstanding anything contained herein to the contrary, upon and as of the Effective Date, each Releasing Party (other than the Debtors and the Estates) releases each Debtor, the Estates, and each other Released Party from any and all claims and Causes of Action, whether known or unknown, including any derivative claims, asserted on behalf of the Debtors and the Estates, that such Entity would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, the Debtors (including the management, ownership, or operation thereof), any securities issued by the Debtors and the ownership thereof, the Term Loan Facility, the Equipment Financing Agreements, the Debtors' in- or out-of-court restructuring efforts, any Avoidance Actions (but excluding Avoidance Actions brought as counterclaims or defenses to claims actually asserted and pursued against the Debtors), intercompany transactions, the Chapter 11 Cases, the Canadian Proceedings, the formulation, preparation, dissemination, solicitation, negotiation, entry into, or filing of the Combined Disclosure Statement and Plan, the Cash Collateral Orders, the Plan Supplement, or any 363 Asset Sale, contract, instrument, release, or other agreement or document created or entered into in connection with the Combined Disclosure Statement and Plan, the Cash Collateral Orders, the Plan Supplement, any 363 Asset Sale, the Chapter 11 Cases, the Canadian Proceedings, the filing of the Chapter 11 Cases, the

pursuit of Confirmation, the pursuit of consummation, the Sales Process, the administration and implementation of the Combined Disclosure Statement and Plan, the Sales Process, or the distribution of property under the Combined Disclosure Statement and Plan, the Sales Process, or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date. Notwithstanding anything to the contrary in the foregoing, the releases set forth above do not release: (a) any post-Effective Date obligations of any Person or Entity under the Combined Disclosure Statement and Plan, any 363 Asset Sale Transaction Documents, or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Combined Disclosure Statement and Plan or any 363 Asset Sale; or (b) any Person or Entity from any claim or Causes of Action related to an act or omission that is determined in a Final Order by a court of competent jurisdiction to have constituted actual fraud, willful misconduct, or gross negligence by such Person or Entity.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval, pursuant to Bankruptcy Rule 9019, of the foregoing releases, which includes by reference each of the related provisions and definitions contained herein, and, further, shall constitute the Bankruptcy Court's finding that such releases are: (a) consensual; (b) essential to the Confirmation of the Combined Disclosure Statement and Plan; (c) given in exchange for the good and valuable consideration provided by the Released Parties; (d) a good faith settlement and compromise of the claims released by the Releasing Parties; (e) in the best interests of the Debtors and their Estates; (f) fair, equitable, and reasonable; (g) given and made after due notice and opportunity for hearing; and (h) a bar to any of the Releasing Parties asserting any claim or Cause of Action released pursuant to the foregoing releases.

EXCULPATION

Except as otherwise specifically provided herein, no Exculpated Party shall have or incur liability for and each Exculpated Party is hereby exculpated from any Cause of Action for any claim related to any act or omission taking place between the Petition Date and the Effective Date in connection with, relating to, or arising out of, the Chapter 11 Cases, the Canadian Proceedings, the formulation, preparation, dissemination, solicitation, negotiation, entry into, or filing of the Combined Disclosure Statement and Plan, the Cash Collateral Orders, the Plan Supplement, or any 363 Asset Sale, contract, instrument, release, or other agreement or document created or entered into in connection with the Combined Disclosure Statement and Plan, the Cash Collateral Orders, the Plan Supplement, any 363 Asset Sale, the Chapter 11 Cases, the Canadian Proceedings, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of consummation, the Sales Process, the administration and implementation of the Combined Disclosure Statement and Plan, the Sales Process, or the distribution of property under the Combined Disclosure Statement and Plan, the Sales Process, or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place between the Petition Date and the Effective Date, except for claims related to any act or omission that is determined in a Final Order by a court of competent jurisdiction to have constituted actual fraud, willful misconduct, or gross negligence; *provided* that, to the fullest extent permitted by applicable law, such Entities shall be

entitled to reasonably rely upon the advice of counsel with respect to their duties and responsibilities regarding the Chapter 11 Cases, the Canadian Proceedings, and pursuant to the Combined Disclosure Statement and Plan.

The Exculpated Parties shall be deemed to have participated in good faith and in compliance with the applicable laws with regard to the solicitation of votes and distribution of consideration pursuant to the Combined Disclosure Statement and Plan and, therefore, are not, and on account of such distributions shall not be, liable at any time for the violation of any applicable law, rule, or regulation governing the solicitation of acceptances or rejections of the Combined Disclosure Statement and Plan or distributions made pursuant to the Combined Disclosure Statement and Plan.

INJUNCTION

Except as otherwise expressly provided herein or for obligations issued or required to be paid pursuant to the Combined Disclosure Statement and Plan or the Confirmation Order, all Holders of Claims and Interests who have held, hold, or may hold Claims or Interests that are treated under this Combined Disclosure Statement and Plan, or are barred by exculpation, are enjoined, from and after the Effective Date through and until the date upon which all remaining property of the Debtors' Estates vested in any Purchaser or the Liquidation Trust, as applicable, has been liquidated and distributed to any Purchaser, creditors, or otherwise in accordance with the terms of the Combined Disclosure Statement and Plan, and the Confirmation Order and the Combined Disclosure Statement and Plan has been fully administered, subject to further extension or reduction by motion on notice, with all parties' rights with respect to such extension or reduction reserved, from taking any of the following actions against, as applicable, the Debtors, the Exculpated Parties, or the Released Parties: (1) commencing or continuing, in any manner or in any place, any suit, action, or other proceeding of any kind on account of or in connection with or with respect to any such Claims or Interests; (2) enforcing, attaching, collecting, or recovering by any manner or means any judgment, award, decree, or order against such Persons or Entities on account of or in connection with or with respect to any such Claims or Interests; (3) creating, perfecting, or enforcing any Lien or encumbrance of any kind against such Persons or Entities or the property or the Estates of such Persons or Entities on account of or in connection with or with respect to any such Claims or Interests; (4) asserting any right of setoff or subrogation of any kind against any obligation due from such Persons or Entities or against the property of such Persons or Entities on account of or in connection with or with respect to any such Claims or Interests unless such Holder has Filed a motion requesting the right to perform such setoff on or before the Effective Date, and notwithstanding an indication of a Claim or Interest or otherwise that such Holder asserts, has, or intends to preserve any right of setoff pursuant to applicable law or otherwise; or (5) commencing or continuing in any manner any action or other proceeding of any kind, in each case on account of or in connection with or with respect to any such Claims or Interests treated under the Combined Disclosure Statement and Plan.

No Person or Entity may commence or pursue a claim or Cause of Action, as applicable, of any kind against the Exculpated Parties that relates to or is reasonably likely to relate to any act or omission in connection with, relating to, or arising out of a claim or

Cause of Action, as applicable, subject to Article IX hereof, without the Bankruptcy Court (i) first determining, after notice and a hearing, that such claim or Cause of Action, as applicable, represents a colorable claim of any kind that has not been exculpated, released, or otherwise barred, and (ii) specifically authorizing such Person or Entity to bring such claim or Cause of Action, as applicable, against any such Exculpated Party; *provided, however*, that no claim or Cause of Action of any kind may be asserted, commenced or pursued against the Information Officer or any Related Party thereto without leave of the CCAA Court. At the hearing for the Bankruptcy Court to determine whether such claim or Cause of Action represents a colorable claim of any kind that has not been exculpated, released, or otherwise barred, the Bankruptcy Court may, or shall if any Exculpated Party, or other party in interest requests by motion (oral motion being sufficient), direct that such Person or Entity seeking to commence or pursue such claim or Cause of Action File a proposed complaint with the Bankruptcy Court embodying such claim or Cause of Action, such complaint satisfying the applicable Federal Rules of Civil Procedure, including Rule 8 and Rule 9 (as applicable), which the Bankruptcy Court shall assess before making a determination. For the avoidance of doubt, any party that obtains such determination and authorization and subsequently wishes to amend the authorized complaint or petition to add any Claims or Causes of Action not explicitly included in the authorized complaint or petition must obtain authorization from the Bankruptcy Court before filing any such amendment in the court where such complaint or petition is pending. The Bankruptcy Court reserves jurisdiction to adjudicate any such claims to the maximum extent provided by the law.

Dated: [___], 2026
Houston, Texas

/s/ [Draft]

VINSON & ELKINS LLP
Paul E. Heath (TX 09355050)
Sara Zoglman (TX 24121600)
845 Texas Avenue, Suite 4700
Houston, Texas 77002
Tel: 713.758.2222
Fax: 713.758.2346
Email: pheath@velaw.com
szoglman@velaw.com

-and-

David S. Meyer (*pro hac vice* pending)
Jessica C. Peet (*pro hac vice* pending)
1114 Avenue of the Americas, 32nd Floor

New York, New York 10036
Tel: 212.237.0000
Fax: 212.237.0100
Email: dmeyer@velaw.com
jpeet@velaw.com

Proposed Counsel to the Debtors and Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

In re:	)	Chapter 11
BITCOIN DEPOT INC., *et al*.,	)	Case No. 26–90528 (CML)
Debtors.[1]	)	(Jointly Administered)

ORDER (I) SCHEDULING A COMBINED HEARING; (II) ESTABLISHING OBJECTION DEADLINES; (III) APPROVING THE SOLICITATION MATERIALS AND TABULATION PROCEDURES; (IV) CONDITIONALLY APPROVING THE COMBINED DISCLOSURE STATEMENT AND PLAN; AND (V) GRANTING RELATED RELIEF

Upon the motion (the "***Motion***")[2] filed by the above-captioned debtors and debtors in possession (collectively, the "***Debtors***") for entry of an order (this "***Order***") (a) scheduling a Combined Hearing, (b) establishing objection deadlines, (c) approving the Solicitation Materials and Tabulation Procedures, (d) conditionally approving the Combined Disclosure Statement and Plan, and (e) granting related relief, all as more fully set forth in the Motion; and the Court having jurisdiction over the matters raised in the Motion pursuant to 28 U.S.C. § 1334; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and that the Court may enter a final order consistent with Article III of the United States Constitution; and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to

1 The Debtors in these Chapter 11 Cases and the last four digits of their respective federal tax identification numbers (if applicable) may be obtained on the website of the Debtors' claims and noticing agent at https://restructuring.ra.kroll.com/bitcoindepot. The location of the Debtors' corporate headquarters is: 8601 Dunwoody Place, Sandy Springs, Georgia 30350.

2 Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion or the Combined Disclosure Statement and Plan, as applicable.

28 U.S.C. §§ 1408 and 1409; and the Court having found that the relief requested in the Motion is critical to facilitate the Debtors' prompt emergence from these Chapter 11 Cases for the benefit of all stakeholders; and the Court having reviewed the Motion; and the Court having found that the relief requested in the Motion is in the best interests of the Debtors and their respective Estates, creditors, and other parties in interest; and the Court having found that proper and adequate notice of the Motion and hearing thereon has been given and that no other or further notice is necessary; and the Court having found that good and sufficient cause exists for the granting of the relief requested in the Motion after having given due deliberation upon the Motion and all of the proceedings had before the Court in connection with the Motion, it is HEREBY ORDERED THAT:

1. The Combined Hearing, at which time the Court will consider, among other things, the adequacy and confirmation of the Combined Disclosure Statement and Plan, will be held **virtually by video conference** before the Honorable Judge Christopher M. Lopez, United States Bankruptcy Judge, on **________, 2026 at __:__ _.m. (Central Time)**. The Combined Hearing may be adjourned from time to time, subject to the terms of the Combined Disclosure Statement and Plan, without further notice other than an announcement of the adjourned date(s) in open court, at the Combined Hearing, or by an appropriate filing with the Court, and notice of such adjourned date(s) will be available on the Solicitation Agent's website: https://restructuring.ra.kroll.com/bitcoindepot.

2. Any objections to the approval or confirmation of the Combined Disclosure Statement and Plan must (a) be in writing; (b) comply with the Bankruptcy Rules and the Local Rules; (c) state the name and address of the objecting party and the amount and nature of the claim or interest beneficially owned by such entity; (d) state with particularity the legal and factual basis

for such objections, and, if practicable, a proposed modification to the Combined Disclosure Statement and Plan that would resolve such objections; and (e) be filed with the Court with proof of service, so as to be received **no later than 5:00 p.m. (Central Time) on July 23, 2026**. Objections must be served on:

a. proposed counsel to the Debtors, Vinson & Elkins LLP, 845 Texas Avenue, Suite 4700, Houston, Texas 77002, Attn: Paul E. Heath and Sara Zoglman and 1114 Avenue of the Americas, 32nd Floor, New York, New York 10036 Attn: David S. Meyer and Jessica C. Peet;

b. counsel to the Term Loan Agent, Alston & Bird LLP, 90 Park Avenue, New York, New York 10016, Attn: James Vincequerra;

c. the U.S. Trustee, 515 Rusk Street, Suite 3516, Houston, Texas 77002, Attn: Andrew Jimenez and Ha Nguyen;

d. counsel to the Committee, Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, New York 10019, Attn: James H. Burbage and Emma Kari; and

e. those persons who have formally appeared in these Chapter 11 Cases and requested service pursuant to Bankruptcy Rule 2002.

3. Objections, if any, not timely filed and served in the manner set forth above may, in the Court's discretion, not be considered and may be overruled.

4. The following additional dates and deadlines related to the solicitation of votes on the Combined Disclosure Statement and Plan are approved as set forth below:

Event	Date
Voting Record Date[3]	June 22, 2026
Notice Date[4]	Within one (1) business day following entry of the Order (or as soon as practicable thereafter)
Solicitation Mailing Deadline and Deadline to Mail the Notice of Non-Voting Status	Within three (3) business days of entry of the Order (or as soon as practicable thereafter)
Publication Deadline	Within five (5) business days following entry of the Order (or as soon as practicable thereafter)
Plan Supplement Filing Deadline	July 16, 2026
Voting Deadline[5] and Objection Deadline	July 23, 2026 at 5:00 p.m. (Central Time)
Reply Deadline	July 28, 2026 at 5:00 p.m. (Central Time)
Deadline to File the Voting Report	July 28, 2026
Combined Hearing Date	July 30, 2026 (subject to Court availability)

5. The Solicitation Materials and Tabulation Procedures satisfy the requirements of the Bankruptcy Code and Bankruptcy Rules and are approved. The ballots, substantially in the form attached to the Motion as **Exhibit B**, **Exhibit C**, and **Exhibit D** are approved in all respects. The forms of the Notice of Non-Voting Status and the Combined Hearing Notice, attached to the Motion as **Exhibit E** and **Exhibit F**, respectively, are approved in all respects and shall be deemed good and sufficient notice of these Chapter 11 Cases, the Combined Hearing, the Objection Deadline, and the procedures for objecting to the adequacy and/or confirmation of the Combined Disclosure Statement and Plan and, with respect to Holders of Claims in Classes 1 and 2, opting

[3] The "***Voting Record Date***" is the date as of which a holder of record of a claim entitled to vote on the Combined Disclosure Statement and Plan must have held such claim to cast a vote to accept or reject the Combined Disclosure Statement and Plan.

[4] The "***Notice Date***" is the date by which the Combined Hearing Notice (as defined below) will be served upon the Debtors' creditor matrix and all interest holders of record as of the Voting Record Date to provide notice of the Combined Hearing.

[5] The "***Voting Deadline***" is the deadline by which the Solicitation Agent must have received the ballots of the Voting Classes (as described below) to be properly counted.

out of the releases in Article IX of the Combined Disclosure Statement and Plan, and service thereof complies with the requirements of the Bankruptcy Code and the Bankruptcy Rules and is approved.

6. The Court conditionally approves the Combined Disclosure Statement and Plan as containing adequate information as required by section 1125 of the Bankruptcy Code without prejudice to any party in interest objecting to the Combined Disclosure Statement and Plan at the Combined Hearing; provided, that any party in interest who has not (a) notified the Debtors of its intention to object to the Combined Disclosure Statement and Plan on the basis that it does not include adequate information prior to the Voting Deadline, (b) provided the Debtors with a written request for additional information that would cure such objection, and (c) provided sufficient opportunity for the Debtors to cure such objection or provide such information, shall be deemed to have waived such objection to the Combined Disclosure Statement and Plan.

7. The Solicitation Materials and Tabulation Procedures set forth in the Motion are approved as set forth herein.

8. Solely for the purpose of voting to accept or reject the Plan and not for purposes of allowance or distribution on account of a Claim, each Claim within a Voting Class shall be temporarily allowed in an amount equal to (i) the amount asserted in a timely filed Proof of Claim, or, if no timely Proof of Claim has been filed, (ii) the liquidated, non-contingent, undisputed amount of such Claim set forth in the Schedules, subject to the following exceptions:

a. If a Claim is deemed Allowed pursuant to the Plan, such Claim shall be Allowed for voting purposes in the deemed Allowed amount set forth in the Plan.

b. If a Claim has been estimated for voting purposes or otherwise allowed for voting purposes by order of the Court, such Claim shall be allowed in the amount so estimated or allowed by the Court for voting purposes only with respect to the Plan, and not for purposes of allowance or distribution, unless otherwise provided by order of the Court.

c. If an objection to, or request for estimation of, a Claim has been filed by the Voting Deadline, such Claim shall be temporarily disallowed or estimated for voting purposes only with respect to the Plan and not for purposes of allowance or distribution, except to the extent and in the manner as may be set forth in such objection or request for estimation; *provided* if the claimant files a response thereto, the matter shall be resolved by the Court.

d. If the voting amount of a Claim has been established by a stipulation, settlement, or other agreement filed by the Debtors on or before the Voting Deadline, such Claim shall be allowed for voting purposes only with respect to the Plan, and not for purposes of allowance or distribution, in the stipulation, settled, or otherwise agreed-to amount.

e. If a Claim was listed in the Debtors' filed Schedules in an amount that is liquidated, non-contingent, and undisputed, and a Proof of Claim was not filed by the Voting Record Date, such Claim is allowed for voting in the liquidated, non-contingent, undisputed amount set forth in the Debtors' filed Schedules.

f. If a Claim, for which a Proof of Claim was timely filed, is listed as contingent, unliquidated, or disputed in part, such Claim is temporarily allowed in the amount that is liquidated, non-contingent, and undisputed for voting purposes only, and not for purposes of allowance or distribution.

g. If a Claim, for which a Proof of Claim was timely filed for unknown or undetermined amounts, or is wholly unliquidated, or contingent (as determined on the face of the Claim or after a reasonable review of the supporting documentation by the Debtors and/or Solicitation Agent) and such Claim has not been allowed, such Claim shall be temporarily allowed for voting purposes only, and not for purposes of allowance or distribution, at $1.00.

h. Claims filed for $0.00 are not entitled to vote.

i. If a Claim, for which a Proof of Claim has not been timely filed and/or as to which the applicable Claims filing deadline has not passed, and which is listed in the Debtors' filed Schedules as wholly unknown, contingent, and/or disputed, such Claim shall be temporarily allowed for voting purposes only, and not for purposes of allowance or distribution, at $1.00.

j. For purposes of the numerosity requirement of section 1126(c) of the Bankruptcy Code separate Claims held by a single creditor in a particular Class shall be aggregated as if such creditor held one Claim against the Debtors in such Class, and the votes related to such Claims shall be treated as a single vote to accept or reject the Plan.

k. Notwithstanding anything to the contrary contained herein, any creditor who has filed or purchased duplicate Claims within the same Voting Class shall be provided with only one Solicitation Package and one ballot for voting a single Claim in such Class, regardless of whether the Debtors have objected to such duplicate Claims.

l. If a Claim has been amended by a later-filed Proof of Claim that is filed on or prior to the Voting Record Date, the later filed amending Claim shall be entitled to vote in a manner consistent with these tabulation rules, and the earlier filed Claim shall be disallowed for voting purposes, regardless of whether the Debtors have objected to such amended Claim. Except as otherwise ordered by the Court, any amendments to a Claim after the Voting Record Date shall not be considered for purposes of these tabulation rules.

m. For the avoidance of doubt, a Holder shall only be entitled to vote on account of a Claim arising from the rejection of an Executory Contract or Unexpired Lease if the Claim is filed by the Voting Record Date, or by such later date as provided for in the Solicitation Materials and Tabulation Procedures, or as directed by the Court.

9. If, before the filing of the final Voting Report, the Debtors and the Holder of the Claim reach an agreement to alter the amount of the voting Claim or the classification of the voting Claim for tabulation purposes, the Solicitation Agent is authorized to rely on such an agreement and tabulate the votes accordingly. Such agreement shall be memorialized in an email or other correspondence sent from the Debtors to the Solicitation Agent copying the Holder whose Claim is being tabulated, and the Solicitation Agent shall memorialize the existence of such agreement in its Voting Report. The Debtors shall be permitted to file a supplemental Voting Report prior to the Combined Hearing to permit ballots received after the Voting Deadline to be included on account of claims timely filed by the July 16, 2026 General Bar Date established in these Chapter 11 Cases.

10. With respect to the Term Loan Claims in Class 3, to the extent applicable, the amount of such Claims for voting purposes only will be established based on the amounts of the applicable positions held by each Holder, as of the Voting Record Date, as evidenced by (a) the Debtors' books and records or (b) the applicable books and records maintained by the Term Loan Agent, which will be provided to the Debtors or the Solicitation Agent in electronic Microsoft Excel format no later than one (1) Business Day following the entry of this Order.

11. Notwithstanding any provision to the contrary contained herein, with respect to Equipment Financing Agreement Claims in Class 4, the Claim amounts for voting purposes only shall be established based on the amounts of the applicable positions held by each claimant, as of the Voting Record Date, as evidenced by the applicable books and records maintained by the Debtors, and/or the applicable equipment financing counterparty, with the register therefor provided, pursuant to the Court's direction, to the Solicitation Agent in electronic Microsoft Excel, or similar electronic, format within one (1) Business Day following the entry of this Order.

12. Unless specifically provided herein, and notwithstanding any actions taken hereunder, nothing in the Motion or this Order shall constitute, nor is it intended to constitute (a) an implication or admission as to the validity, priority, enforceability, or perfection of any claim, lien, security interest in, or other encumbrances against the Debtors and the property of their estates; (b) an impairment or waiver of the Debtors' or any other party in interest's rights to contest or dispute any such claim, lien, or interest; (c) a promise or requirement to pay any prepetition claim or interest; (d) an implication or admission that any particular claim or interest is of a type specified or defined in the Motion or any proposed order; (e) a waiver of the Debtors' or any other party in interest's rights under the Bankruptcy Code or any other applicable law; (f) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; or (g) a concession by the Debtors that any liens (contractual, common law, statutory, or otherwise) that may be satisfied pursuant to the relief requested in the Motion are valid, and the rights of all parties in interest are expressly reserved to contest the extent, validity, or perfection or seek avoidance of all such liens.

13. The Term Loan Agent is hereby authorized and directed to provide a register of individual Holders of the Class 3 Term Loan Claims, including the Claim amount for voting

purposes only and mailing and/or email addresses for each such Holder, as of the Voting Record Date, directly to the Solicitation Agent in Microsoft Excel or similar electronic format no later than one Business Day after entry of this Order.

14. All time periods set forth in this Order shall be deemed to meet the statutory requirements or are hereby altered in accordance with Bankruptcy Rule 9006(a).

15. The Debtors are authorized to take or refrain from taking all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion without seeking further order from the Court.

16. Notwithstanding anything in the Bankruptcy Code or the Bankruptcy Rules to the contrary, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

17. The Court retains exclusive jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Dated: ________, 2026
Houston, Texas

____

THE HONORABLE CHRISTOPHER M. LOPEZ
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

Publication Notice

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

In re:	)	Chapter 11
BITCOIN DEPOT INC., *et al.*,	)	Case No. 26–90528 (CML)
Debtors.[1]	)	(Jointly Administered)

NOTICE OF (A) COMBINED HEARING TO CONSIDER FINAL APPROVAL OF AND CONFIRMATION OF THE COMBINED DISCLOSURE STATEMENT AND PLAN, (B) DEADLINE FOR FILING OBJECTIONS TO FINAL APPROVAL AND CONFIRMATION OF THE COMBINED DISCLOSURE STATEMENT AND PLAN, AND (C) OTHER RELEVANT INFORMATION

PLEASE TAKE NOTICE THAT on June 18, 2026, Bitcoin Depot Inc. and its debtor affiliates, as debtors and debtors in possession (collectively, the "***Debtors***") in the above-captioned cases, filed the *Debtors' Combined Disclosure Statement and Chapter 11 Plan of Liquidation* (as may be modified, amended, or supplemented, the "***Combined Disclosure Statement and Plan***") [Docket No. [•]] pursuant to sections 1125 and 1126(b) of chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the "***Bankruptcy Code***"). On [•], 2026, the United States Bankruptcy Court for the Southern District of Texas (the "***Court***") entered an order [Docket No. [•]] (the "***Disclosure Statement Order***"): (a) scheduling a combined hearing (the "***Combined Hearing***") to consider approval and confirmation of the Combined Disclosure Statement and Plan; (b) setting a deadline by which parties must file objections to the adequacy of the Disclosure Statement and the confirmation of the Plan (the "***Objection Deadline***")[2] and a deadline for the Debtors to reply thereto and file a brief in support of approval and confirmation of the Combined Disclosure Statement and Plan (the "***Reply Deadline***"); (c) approving the form of the Solicitation Materials and Tabulation Procedures, including the forms of ballots; (d) conditionally approving the Combined Disclosure Statement and Plan; and (e) granting related relief. Copies of the Combined Disclosure Statement and Plan may be obtained free of charge by visiting the website maintained by the Debtors' claims, noticing and solicitation agent, Kroll Restructuring Administration LLC (the "***Solicitation Agent***"), at https://restructuring.ra.kroll.com/bitcoindepot.

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[1] The Debtors in these Chapter 11 Cases and the last four digits of their respective federal tax identification numbers (if applicable) may be obtained on the website of the Debtors' claims and noticing agent at https://restructuring.ra.kroll.com/bitcoindepot. The location of the Debtors' corporate headquarters is: 8601 Dunwoody Place, Sandy Springs, Georgia 30350.

[2] The Objection Deadline shall also be the deadline for Holders of Claims in Classes 1 and 2 to return their completed Opt-Out Forms, which will be included in the Notice of Non-Voting Status (each as defined below).

Copies of the Combined Disclosure Statement and Plan may also be obtained by calling the Solicitation Agent at (844) 339-4117 (U.S./Canada, toll free) or +1 (332) 232-7827 (international, toll).

PLEASE TAKE FURTHER NOTICE THAT the Combined Hearing will commence on **[•], 2026, at [•]:[•] [•].m. (prevailing Central Time)** before The Honorable Christopher M. Lopez, United States Bankruptcy Judge, in Courtroom 402, Floor 4 of the United States Bankruptcy Court, 515 Rusk Street, Houston, Texas 77002, or as soon thereafter as counsel may be heard.

Critical Information Regarding Voting on the Plan

Within three (3) business days after entry of the Disclosure Statement Order, or as soon as reasonably practicable thereafter (the "***Solicitation Mailing Deadline***"), the Debtors will complete the initial mailing of the solicitation packages to solicit votes to accept or reject the Plan from the Holders of Claims in Class 3, Class 4, and Class 5, each of record as of June 22, 2026, (the "***Voting Record Date***"). **The deadline for the submission of votes to accept or reject the Plan is at 5:00 p.m. (prevailing Central Time) on July 23, 2026, unless such time is extended by the Debtors.**

Critical Information Regarding Objecting to the Plan or Disclosure Statement

Any objections to confirmation of the Plan and the adequacy of the Disclosure Statement on a final basis must a) be in writing; (b) comply with the Bankruptcy Rules and the Local Rules; (c) state the name and address of the objecting party and the amount and nature of the claim or interest beneficially owned by such entity; (d) state with particularity the legal and factual basis for such objections, and, if practicable, a proposed modification to the Combined Disclosure Statement and Plan that would resolve such objections; and (e) be filed with the Court with proof of service, so as to be received **no later than the Objection Deadline**.

UNLESS AN OBJECTION IS TIMELY SERVED AND FILED IN ACCORDANCE WITH THIS NOTICE, IT MAY NOT BE CONSIDERED BY THE COURT. IF THE PLAN IS CONFIRMED BY THE COURT, IT WILL BE BINDING ON THE DEBTORS, ANY AND ALL HOLDERS OF CLAIMS OR INTERESTS (REGARDLESS OF WHETHER THEIR CLAIMS OR INTERESTS ARE DEEMED TO HAVE ACCEPTED OR REJECTED THE PLAN), ALL ENTITIES THAT ARE PARTIES TO OR ARE SUBJECT TO THE SETTLEMENTS, COMPROMISES, RELEASES, DISCHARGES, AND INJUNCTIONS DESCRIBED IN THE PLAN OR THE CONFIRMATION ORDER, EACH ENTITY ACQUIRING PROPERTY UNDER THE PLAN OR THE CONFIRMATION ORDER, AND ANY AND ALL NON-DEBTOR PARTIES TO EXECUTORY CONTRACTS AND UNEXPIRED LEASES WITH THE DEBTORS.

<u>Important Information Regarding Discharges, Injunctions, Exculpations, and Releases</u>

If you do not opt out of granting the releases set forth in the Plan, you shall be deemed to have consented to the releases contained in Article IX.C of the Plan.

YOU ARE ADVISED AND ENCOURAGED TO CAREFULLY REVIEW AND CONSIDER THE PLAN, INCLUDING THE RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AS YOUR RIGHTS MAY BE AFFECTED.