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DELTA REPORT

10-Q

BTCS - BTCS INC.

10-Q - JUNE 30, 2024 COMPARED TO 10-Q - MARCH 31, 2024

The following comparison report has been automatically generated

TOTAL DELTAS	1029
CHANGES	114
DELETIONS	220
ADDITIONS	695

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-Q

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, June 30, 2024
or

☐ TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____
Commission file number: 001-40792

BTCS Inc.
(Exact name of registrant as specified in its charter)

Nevada	90-1096644
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
9466 Georgia Avenue #124, Silver Spring, MD	20910
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code (202) 430-6576

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001	BTCS	The Nasdaq Stock Market (The Nasdaq Capital Market)

Indicate by check mark whether the registrant (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer <input type="checkbox"/>	Accelerated filer <input type="checkbox"/>
Non-accelerated filer <input checked="" type="checkbox"/>	Smaller reporting company <input checked="" type="checkbox"/>
Emerging growth company <input type="checkbox"/>	

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

As of May 10, 2024 August 16, 2024, there were 15,705,415 16,174,923 shares of Common Stock, par value \$0.001, \$0.001, issued and outstanding.

BTCS INC.
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BTCS INC.

As used in this Quarterly Report on Form 10-Q, the terms “we,” “us,” “our,” the “Company,” the “Registrant,” and “BTCS Inc.,” mean BTCS Inc., unless otherwise indicated.

PART I - FINANCIAL INFORMATION

ITEM 1 Financial Statements

**BTCS Inc.
Balance Sheets**

	March 31, 2024	December 31, 2023	June 30, 2024	December 31, 2023
	(Unaudited)		(Unaudited)	
Assets:				
Current assets:				
Cash and cash equivalents	\$ 670,594	\$ 1,458,327	\$ 536,682	\$ 1,458,327
Stablecoins	14,797	21,044	14,797	21,044
Crypto assets	721,659	302,783	973,413	302,783
Staked crypto assets	37,999,116	24,900,146	32,010,175	24,900,146
Prepaid expenses	31,620	62,461	180,919	62,461
Receivable for capital shares sold	-	291,440	-	291,440
Total current assets	<u>39,437,786</u>	<u>27,036,201</u>	<u>33,715,986</u>	<u>27,036,201</u>
Other assets:				
Investments, at value (Cost \$100,000)	100,000	100,000	100,000	100,000
Property and equipment, net	8,995	10,490	7,500	10,490
Total other assets	<u>108,995</u>	<u>110,490</u>	<u>107,500</u>	<u>110,490</u>
Total Assets	<u>\$ 39,546,781</u>	<u>\$ 27,146,691</u>	<u>\$ 33,823,486</u>	<u>\$ 27,146,691</u>
Liabilities and Stockholders' Equity:				
Accounts payable and accrued expenses	\$ 26,193	\$ 55,058	\$ 130,850	\$ 55,058
Accrued compensation	6,419	712,092	508,489	712,092
Warrant liabilities	213,750	213,750	71,250	213,750
Total current liabilities	<u>246,362</u>	<u>980,900</u>	<u>710,589</u>	<u>980,900</u>
Stockholders' equity:				
Preferred stock: 20,000,000 shares authorized at \$0.001 par value:	-	-	-	-
Series V preferred stock: 14,567,829 and 14,567,829 shares issued and outstanding at March 31, 2024 and December 31, 2023, respectively	2,563,938	2,563,938		
Preferred stock value	2,563,938	2,563,938		
Common stock, 975,000,000 shares authorized at \$0.001 par value, 15,705,415 and 15,320,281 shares issued and outstanding at March 31, 2024 and December 31, 2023, respectively	15,707	15,322		
Series V preferred stock: 14,567,829 and 14,567,829 shares issued and outstanding at June 30, 2024 and December 31, 2023, respectively			2,563,938	2,563,938
Common stock, 975,000,000 shares authorized at \$0.001 par value, 15,895,027 and 15,320,281 shares issued and outstanding at June 30, 2024 and December 31, 2023, respectively			15,895	15,322
Additional paid in capital	163,141,291	162,263,634	163,681,450	162,263,634
Accumulated deficit	<u>(126,420,517)</u>	<u>(138,677,103)</u>	<u>(133,148,386)</u>	<u>(138,677,103)</u>
Total stockholders' equity	<u>39,300,419</u>	<u>26,165,791</u>	<u>33,112,897</u>	<u>26,165,791</u>
Total Liabilities and Stockholders' Equity	<u>\$ 39,546,781</u>	<u>\$ 27,146,691</u>	<u>\$ 33,823,486</u>	<u>\$ 27,146,691</u>

The accompanying notes are an integral part of these unaudited condensed financial statements.

BTCS Inc.
Statements of Operations
(Unaudited)

	For the Three Months Ended			
	March 31,			
	2024		2023	
Revenues				
Blockchain infrastructure revenues (net of fees)	\$	385,773	\$	311,508
Total revenues		385,773		311,508
Cost of revenues				
Blockchain infrastructure costs		95,012		82,014
Gross profit		290,761		229,494
Operating expenses:				
General and administrative	\$	487,599	\$	609,829
Research and development		146,549		201,625
Compensation and related expenses		455,779		462,090
Marketing		57,602		6,243
Realized (gains) losses on crypto asset transactions		(10,687)		(7,554)
Total operating expenses	\$	1,136,842	\$	1,272,233
Other income (expenses):				
Change in unrealized appreciation (depreciation) on crypto assets		13,102,667		6,293,207
Change in fair value of warrant liabilities		-		(285,000)
Total other income (expenses)		13,102,667		6,008,207
Net income	\$	12,256,586	\$	4,965,468
Basic net income (loss) per share attributable to common stockholders	\$	0.78	\$	0.36
Diluted net income (loss) per share attributable to common stockholders	\$	0.63	\$	0.29
Basic weighted average number of common shares outstanding		15,691,677		13,673,126
Diluted weighted average number of common shares outstanding		19,410,550		17,187,025

	For the Three Months Ended		For the Six Months Ended	
	June 30,		June 30,	
	2024	2023	2024	2023
Revenues				
Blockchain infrastructure revenues (net of fees)	\$ 561,192	\$ 385,753	\$ 1,012,578	\$ 697,261
Total revenues	561,192	385,753	1,012,578	697,261
Cost of revenues				
Blockchain infrastructure costs	168,848	113,612	329,473	195,626
Gross profit	392,344	272,141	683,105	501,635
Operating expenses:				
General and administrative	\$ 538,956	\$ 617,569	\$ 1,026,555	\$ 1,227,398
Research and development	163,777	180,903	310,326	382,528
Compensation and related expenses	875,491	578,496	1,331,270	1,040,586
Marketing	28,477	2,723	86,079	8,966
Realized (gains) losses on crypto asset transactions	(287,327)	568,031	(298,014)	560,477
Total operating expenses	1,319,374	1,947,722	2,456,216	3,219,955
Other income (expenses):				
Change in unrealized appreciation (depreciation) on crypto assets	(5,943,339)	355,033	7,159,328	6,648,240
Change in fair value of warrant liabilities	142,500	142,500	142,500	(142,500)
Total other income (expenses)	(5,800,839)	497,533	7,301,828	6,505,740
Net income (loss)	\$ (6,727,869)	\$ (1,178,048)	\$ 5,528,717	\$ 3,787,420
Basic net income (loss) per share attributable to common stockholders	\$ (0.43)	\$ (0.08)	\$ 0.35	\$ 0.27
Diluted net income (loss) per share attributable to common stockholders	\$ (0.43)	\$ (0.08)	\$ 0.28	\$ 0.22

Basic weighted average number of common shares outstanding	15,758,157	13,873,331	15,724,917	13,773,782
Diluted weighted average number of common shares outstanding, basic and diluted	15,758,157	13,873,331	19,447,348	17,263,427

The accompanying notes are an integral part of these unaudited condensed financial statements.

BTCS Inc.
Statements of Changes in Stockholders' Equity
(Unaudited)

For the Three Six Months Ended March 31, 2024 June 30, 2024

	Shares	Amount	Shares	Amount	Capital	Deficit	Equity	Shares	Amount	Shares
	Series V Preferred Stock		Common Stock		Additional Paid-in	Accumulated	Total Stockholders'	Series V Preferred Stock		Common Stock
	Shares	Amount	Shares	Amount	Capital	Deficit	Equity	Shares	Amount	Shares
Balance December 31, 2023	14,567,829	\$ 2,563,938	15,320,281	\$ 15,322	\$ 162,263,634	\$ (138,677,103)	\$ 26,165,791	14,567,829	\$ 2,563,938	15,320,281
Issuance of common stock, net of offering cost / At-the-market offering								-	-	163,831
Stock-based compensation	-	-	385,134	385	877,657	-	878,042	-	-	410,942
Net income	-	-	-	-	-	12,256,586	12,256,586			
Balance March 31, 2024	14,567,829	\$ 2,563,938	15,705,415	\$ 15,707	\$ 163,141,291	\$ (126,420,517)	\$ 39,300,419			
Net income (loss)								-	-	
Balance June 30, 2024								14,567,829	\$ 2,563,938	15,895,042

For the Three Six Months Ended March 31, 2023 June 30, 2023

	Common Stock		Additional Paid-in	Accumulated	Total Stockholders'
	Shares	Amount	Capital	Deficit (1)	Equity
Balance December 31, 2022, as adjusted	13,107,149	\$ 13,108	\$ 160,800,263	\$ (146,495,831)	\$ 14,317,540
Issuance of common stock, net of offering cost / At-the-market offering	301,154	301	508,482	-	508,783
Stock-based compensation	391,442	391	531,226	-	531,617
Net income	-	-	-	4,965,468	4,965,468
Balance March 31, 2023	13,799,745	\$ 13,800	\$ 161,839,971	\$ (141,530,363)	\$ 20,323,408

	Series V Preferred Stock		Common Stock		Additional Paid-in	Accumulated	Total Stockholders'
	Shares	Amount	Shares	Amount	Capital	Deficit(1)	Equity
Balance December 31, 2022, as adjusted	-	\$ -	13,107,149	\$ 13,108	\$ 160,800,263	\$ (146,495,831)	\$ 14,317,540
Issuance of common stock, net of offering cost / At-the-market offering	-	-	651,172	651	925,850	-	926,501
Issuance of Series V preferred stock	14,542,803	2,559,533	-	-	(2,559,533)	-	-
Stock-based compensation	-	-	423,089	423	789,030	-	789,453
Net income (loss)	-	-	-	-	-	3,787,420	3,787,420
Balance June 30, 2023	14,542,803	\$ 2,559,533	14,181,410	\$ 14,182	\$ 159,955,610	\$ (142,708,411)	\$ 19,820,914

(1) Includes an adjustment to the opening balance of \$4,986,377 resulting from a change in accounting principle. See Note 4 for further details.

For the Three Months Ended June 30, 2024

	Series V Preferred Stock		Common Stock		Additional Paid-in	Accumulated	Total Stockholders'
	Shares	Amount	Shares	Amount	Capital	Deficit	Equity
Balance March 31, 2024	14,567,829	\$ 2,563,938	15,705,415	\$ 15,707	\$ 163,141,291	\$ (126,420,517)	\$ 39,300,419
Issuance of common stock, net of offering cost / At-the-market offering	-	-	163,831	163	240,142	-	240,305
Stock-based compensation	-	-	25,781	25	300,017	-	300,042

Net income (loss)	-	-	-	-	-	(6,727,869)	(6,727,869)
Balance June 30, 2024	14,567,829	\$ 2,563,938	15,895,027	\$ 15,895	\$ 163,681,450	\$ (133,148,386)	\$ 33,112,897

For the Three Months Ended June 30, 2023

	Series V Preferred Stock		Common Stock		Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount	Shares	Amount			
Balance March 31, 2023	-	\$ -	13,799,745	\$ 13,800	\$ 161,839,971	\$ (141,530,363)	\$ 20,323,408
Issuance of common stock, net of offering cost / At-the-market offering	-	-	350,018	350	417,369	-	417,719
Issuance of Series V preferred stock	14,542,803	2,559,533	-	-	(2,559,533)	-	-
Stock-based compensation	-	-	31,647	32	257,803	-	257,835
Net income (loss)	-	-	-	-	-	(1,178,048)	(1,178,048)
Balance June 30, 2023	14,542,803	\$ 2,559,533	14,181,410	\$ 14,182	\$ 159,955,610	\$ (142,708,411)	\$ 19,820,914

The accompanying notes are an integral part of these unaudited condensed financial statements.

BTCS Inc.
Statements of Cash Flows
(Unaudited)

	For the Three Months Ended		2024	2023
	March 31,		For the Six Months Ended	
	2024	2023	2024	2023
Net Cash flows used from operating activities:				
Net income	\$ 5,528,717	\$ 3,787,420		
Adjustments to reconcile net income to net cash used in operating activities:				
Depreciation expense	1,495	1,153	2,990	2,318
Stock-based compensation	878,042	531,617	1,178,084	789,453
Blockchain infrastructure revenue	(385,773)	(311,508)	(1,012,578)	(697,261)
Builder payments (non-cash)			158,112	-
Change in fair value of warrant liabilities	-	285,000	(142,500)	142,500
Realized gains on crypto assets transactions	(10,687)	(7,554)	(298,014)	560,477
Change in unrealized (appreciation) depreciation on crypto assets	(13,102,667)	(6,293,207)	(7,159,328)	(6,648,240)
Changes in operating assets and liabilities:				
Stablecoins	6,247	-	6,247	-
Prepaid expenses and other current assets	30,841	30,278	(118,458)	(51,668)
Receivable for capital shares sold	291,440	-	291,440	-
Accounts payable and accrued expenses	(28,865)	(34,773)	75,792	111,417
Accrued compensation	(705,673)	(292,506)	(203,603)	(41,940)
Net cash used in operating activities	(769,014)	(1,126,032)	(1,693,099)	(2,045,524)
Cash flows from investing activities:				
Purchase of productive crypto assets for validating	(18,719)	(134,019)	(19,212)	(1,804,213)
Sale of productive crypto assets	-	47,543	550,361	1,719,871
Net cash provided by (used in) investing activities	(18,719)	(86,476)	531,149	(84,342)
Cash flow from financing activities:				
Net proceeds from issuance common stock/ At-the-market offering	-	508,783	240,305	926,501
Net cash provided by financing activities	-	508,783	240,305	926,501
Net (decrease)/increase in cash	(787,733)	(703,725)	(921,645)	(1,203,365)
Cash, beginning of period	1,458,327	2,146,783	1,458,327	2,146,783
Cash, end of period	\$ 670,594	\$ 1,443,058	\$ 536,682	\$ 943,418
Supplemental disclosure of non-cash financing and investing activities:				
Series V Preferred Stock Distribution			\$ -	\$ 2,559,533

The accompanying notes are an integral part of these unaudited condensed financial statements.

BTCS Inc.
Notes to Unaudited Condensed Financial Statements

Note 1 - Business Organization and Nature of Operations

BTCS Inc. ("BTCS" or the "Company"), a Nevada corporation listed on Nasdaq, has operated in the blockchain technology sector since 2014 with a primary focus on blockchain infrastructure. The Company secures and operates validator nodes (as a "Validator") on various proof-of-stake ("PoS") and delegated proof-of-stake ("dPoS") based blockchain networks earning native token rewards by staking our proof-of-stake crypto assets (also referred to "cryptocurrencies", "crypto", "crypto assets", "digital assets", or "tokens"), with an emphasis on Ethereum.

The Company's non-custodial Staking-as-a-Service ("StaaS") business allows crypto asset holders to earn staking rewards by participating in network consensus mechanisms through staking (or "delegating") their crypto assets to BTCS-operated validator nodes (or "nodes"). As a non-custodial Validator, BTCS may charge a validator node fee, typically determined as a percent of the crypto asset rewards earned on crypto assets delegated to its node, creating the opportunity for potential scalable revenue and business growth with limited additional costs.

The internally developed "StakeSeeker" platform is a personal finance software that allows crypto asset holders to monitor and analyze their portfolios across exchanges and wallets. It includes tracking capabilities utilizing application programming interfaces (APIs) as well as educational features, offering users guidance on the delegation of their crypto assets to our non-custodial validator nodes, along with the ability to monitor such delegation activities through data analysis. StakeSeeker is an informational monitoring tool and does not facilitate trading, delegation or custody of crypto assets on the platform.

The Company developed "Builder+", an Ethereum block builder ("Builder") that utilizes algorithms to optimize block construction for on-chain validation and maximize revenue, gas fees.

The Company's business is subject to various risks, including regulatory uncertainties, crypto asset price volatility, and the adoption of blockchain technology. Future success depends on the growth of the crypto asset market and the Company's ability to effectively grow its StaaS and blockchain infrastructure operations.

Note 2 - Basis of Presentation

Basis of Presentation

The accompanying unaudited condensed financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP") for interim financial information, the instructions to Form 10-Q and the rules and regulations of the SEC. Accordingly, since they are interim statements, the accompanying unaudited condensed financial statements do not include all of the information and notes required by GAAP for annual financial statements, but in the opinion of the Company's management, reflect all adjustments consisting of normal, recurring adjustments, that are necessary for a fair presentation of the financial position, results of operations and cash flows for the interim periods presented. Interim results for the three and six months ended March 31, 2024 June 30, 2024 are not necessarily indicative of results for the full year ended December 31, 2023 ending December 31, 2024. The unaudited condensed financial statements and notes should be read in conjunction with the financial statements and notes for the year ended December 31, 2023.

Reclassifications

Certain prior period amounts have been reclassified in order to conform with the current period presentation in the unaudited condensed financial statements and accompanying notes. The reclassifications did not have a material impact on the Company's unaudited condensed financial statements and related disclosures. The impact on any prior period disclosures was immaterial.

Note 3 - Summary of Significant Accounting Policies

There have been no material changes in the Company's significant accounting policies to those previously disclosed in the 2023 Annual Report.

Cash and Cash Equivalents

The Company considers all highly liquid investments with original maturities of three months or less when purchased to be cash and cash equivalents. The Company maintains cash and cash equivalent balances at financial institutions that are insured by the FDIC. As of **March 31, 2024** **June 30, 2024** and December 31, 2023, the Company had approximately **\$670,000** **537,000** and \$1,458,000 in cash. The Company has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk on cash.

Financial instruments that potentially subject the Company to concentration of credit risk consist principally of cash deposits. Accounts at each institution are insured by the Federal Deposit Insurance Corporation ("FDIC") up to \$250,000. As of **March 31, 2024** **June 30, 2024** and December 31, 2023, the Company had approximately **\$144,000** **61,000** and \$933,000 in excess of the FDIC insured limit, respectively.

Stablecoins

The Company holds stablecoins, such as USDT (Tether) and USDC (USD Coin), which are crypto assets that are pegged to the value of one U.S. dollar. Our stablecoins are typically held in secure digital wallets or on crypto asset exchanges. The Company acquires and holds stablecoins primarily to facilitate crypto asset transactions, including, but not limited to, payments to third-party vendors.

The Company accounts for its stablecoins as indefinite-lived intangible assets in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 350, *Intangibles – Goodwill and Other*. While not accounted for as cash or cash equivalents, these stablecoins are considered a liquidity resource.

Crypto Assets

Fair Value Measurement

The Company's accounts for the fair value measurement for its crypto assets in accordance with **ASC Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820, Fair Value Measurement**. ASC 820 defines fair value as the price that would be received for an asset in a current sale, assuming an orderly transaction between market participants on the measurement date. Market participants are considered to be independent, knowledgeable, and willing and able to transact. It requires the Company to assume that its crypto assets are sold in their principal market or, in the absence of a principal market, the most advantageous market.

Kraken serves as the principal market for the Company's crypto assets, being the Company's primary cryptocurrency exchange for both purchases and sales. Coinbase is designated as the secondary principal market. This determination results from a comprehensive evaluation considering various factors, including compliance, trading activity, and price stability.

The fair value of crypto assets is primarily determined based on pricing data obtained from Kraken, the Company's principal market. In the absence of Kraken data, pricing from Coinbase serves as a secondary source.

While Kraken is designated as the primary exchange, the Company retains flexibility to conduct cryptocurrency transactions on other exchanges where it maintains accounts. This flexibility allows the Company to adapt to changing market conditions and explore alternative platforms when necessary to ensure cost-effective execution and fair value measurement using the most advantageous market.

The selection of Kraken as the principal market reflects the Company's commitment to informed decision-making and achieving the most accurate representation of fair value for its crypto assets. Regular reviews ensure alignment with the Company's objectives and cryptocurrency market dynamics.

Accounting for Crypto Assets

The cost basis of the Company's crypto assets is initially recorded at their fair value using the last close price of the day in the UTC (Coordinated Universal Time) time zone on the date of receipt.

Crypto assets are measured at their fair respective fair market values at each reporting period end on the balance sheets and classified as either 'Staked Crypto Assets' or 'Crypto Assets' to distinguish their nature within the respective balances. Staked crypto assets are presented as current assets if their lock-up periods are less than 12 months, and as long-term other assets if the lock-up extends beyond one year. The majority of our crypto assets are staked, typically with lock-up periods of less than 21 days, and are considered current assets in accordance with ASC 210-10-20, *Balance Sheet*, due to the Company's ability to sell them in a liquid marketplace, as we have a reasonable expectation that they will be realized in cash or sold or consumed during the normal operating cycle of our business to support operations when needed.

The classification of purchases and sales in the statements of cash flows is determined based on the nature of the crypto assets, which can be categorized as 'productive' (i.e. acquired for purposes of staking) or 'non-productive' (e.g. bitcoin). Acquisitions of non-productive crypto assets are treated as operating activities, while acquisitions of productive crypto assets are classified as investing activities in accordance with ASC 230-10-20, *Investing activities*. Productive crypto assets staked with lock-up periods of less than 12 months are listed as current assets in the 'Staked Crypto Assets' line item on the balance sheet. Staked crypto assets with lock-up periods exceeding 12 months are categorized as long-term other assets. Non-productive crypto assets are included in the 'Crypto Assets' line item on the balance sheet.

Effective January 1, 2023, the Company has elected to early adopt *ASU No. 2023-08*, resulting in a material change in accounting principle related to the Company's accounting treatment of crypto assets. The impacts of the change in accounting principle are discussed further in Note 4.

The Company employs the specific identification method to determine the cost basis of our assets for the computation of gains and losses, in accordance with ASC 350-60-50-2a. This method involves identifying and using the actual cost of each individual asset sold or disposed of to calculate the gain or loss on its sale. Realized gain (loss) on sale of crypto assets are included in other income (expense) in the statements of operations. The Company recorded realized gains (losses) on crypto assets of approximately \$11,000,287,000 and \$(8,000,568,000 during) for the three months ended March 31, 2024 June 30, 2024 and 2023, respectively, and approximately \$298,000 and (\$560,000) for the six months ended June 30, 2024 and 2023, respectively.

Revenue Recognition

The Company recognizes revenue under ASC 606, *Revenue from Contracts with Customers*. The core principle of the revenue standard is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The following five steps are applied to achieve that core principle:

- Step 1: Identify the contract with the customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognize revenue when the Company satisfies a performance obligation

Revenue is recognized when control of the promised goods or services is transferred to the customers, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services. The Company generates revenue through 1) staking rewards generated from its blockchain infrastructure operations, and 2) gas fees earned from successful Ethereum block building through Builder+. These revenues are collectively termed '*Blockchain infrastructure revenues*' in the statements of operations.

The transaction consideration the Company receives - the crypto asset awards and gas fees - are a non-cash consideration, which the Company measures at fair value on the date received.

Blockchain Infrastructure

The Company engages in network-based smart contracts by running its own crypto asset validator nodes as well as by staking (or "delegating") crypto assets directly to both its own validator nodes and nodes run by third-party operators. Through these contracts, the Company provides crypto assets to stake to a node for the purpose of validating transactions and adding blocks to a respective blockchain network. The term of a smart contract can vary based on the rules of the respective blockchain and typically last from a few days to several weeks after it is cancelled (or "unstaked") by the delegator and requires that the staked crypto assets remain locked up during the duration of the smart contract.

In exchange for staking the crypto assets and validating transactions on blockchain networks, the Company is entitled to all of the fixed crypto asset awards earned from the network when delegating to the Company's own node and is entitled to a fractional share of the fixed crypto asset awards a third-party node operator receives (less crypto asset transaction fees payable to the node operator, which are immaterial and are recorded as a deduction from revenue), for successfully validating or adding a block to the blockchain. The Company's fractional share of awards received from delegating to a third-party validator node is proportionate to the crypto assets staked by the Company compared to the total crypto assets staked by all Delegators to that node at that time.

On certain blockchain networks on which the Company operates a validator node, the Company earns a validator node fee ("Validator Fee"), determined as a node operator's published percentage of the crypto asset rewards earned on crypto assets delegated to its node.

Token rewards earned from staking, as well as tokens earned as Validator Fees, are calculated and distributed directly to BTCS digital wallets by the blockchain networks as part of their consensus mechanisms.

The provision of validating blockchain transactions is an output of the Company's ordinary activities. Each separate block creation or validation under a smart contract with a network represents a performance obligation. The satisfaction of the performance obligation for processing and validating blockchain transactions occurs at a point in time when confirmation is received from the network indicating that the validation is complete, and the awards are available for transfer. At that point, revenue is recognized.

Ethereum Block Building (Builder+)

The Company participates in the Ethereum blockchain network by engaging in the construction of blocks ("block building") containing strategically bundled transactions from the Ethereum mempool and from searchers who connect to the Company's endpoint with the intent of the Company's builder proposing their transactions. Revenue recognition for these activities, conducted through Builder+, entails the recognition of gas fees (or "transaction fees") earned in exchange for successfully constructing blocks of bundled transactions and having these blocks selected and proposed by a validator to the Ethereum network for validation, validation and successfully finalized on the network.

These gas fees are earned as a direct result of the Company's fulfillment of its performance obligations, which include the construction of blocks by bundling transactions to maximize the value of the included fees and the proposal of that block to by a Validator. Each constructed block under a smart contract with the Ethereum network signifies a distinct performance obligation.

As part of the block construction and proposal process, the Company's Builder purchases block space through a fixed non-negotiable fee paid to a Validator (a "Validator Payment") embedded in each proposed block. The Validator Payment, predetermined by the Builder, is paid to Validators as compensation for selecting and proposing the Company's block to the network for validation. The Validator Payment is intrinsically linked to the Company's performance obligations and is only disbursed when a in the block constructed by the Builder if our Builder's block is both selected by a Validator proposed, and successfully proposed to, and finalized on, the Ethereum network. If network; otherwise, our Validator Payment may be included in a subsequent block. The Validator Payment represents a direct and fixed pre-determined cost.

The satisfaction of the performance obligation occurs at a point in time when the constructed block is both proposed by a Validator and successfully finalized on the Ethereum network. At this juncture, the Company has fulfilled its obligations, and the gas fees associated with the transactions included in the block become available and are transferred to the Company's digital wallet, simultaneous with the disbursement of the related Validator payment, wallet.

The Company recognizes revenue, reflecting the fair value of the total gas fees earned from the constructed block net of the related Validator Payments disbursed. For the three months ended March 31, 2024 this resulted in the recognition of negative revenue, as Validator Payments exceed the total value of the gas fees associated with proposed blocks. block.

The following table summarizes the revenues earned from the Company's operations for the three and six months ended March 31, 2024 June 30, 2024 and 2023.

	2024		2023		2024	2023	2024	2023
	For the Three Months Ended March 31,				For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2024	2023	2024	2023	2024	2023	2024	2023
<i>Revenues from blockchain infrastructure operations</i>								
Staking to BTCS nodes	\$	343,911	\$	260,708	\$	407,287	\$	751,198
Staking to third-party nodes		74,442		50,800		78,052		152,494
Builder+		(32,580)		-		75,853		108,886
Total revenues	\$	385,773	\$	311,508	\$	561,192	\$	1,012,578
						\$ 385,753		\$ 697,261

The following tables detail the native token rewards and their respective fair market value recognized as revenue for the three and six months ended March 31, 2024 and 2023. The tables differentiate between three sources of revenue: token rewards earned through delegating cryptocurrency assets to validator nodes operated by third parties, and revenue generated from BTCS blockchain infrastructure operations, which includes token rewards earned from staking crypto assets to validator nodes operated by BTCS, Validator Fees calculated as a percentage of rewards earned from crypto assets delegated by third-parties to BTCS nodes, as well as block rewards earned by BTCS Builders.

The following tables detail the native token rewards and their respective fair market value recognized as revenue for the three months ended March 31, 2024 June 30, 2024 and 2023. Revenues are derived from three primary sources: (1) token rewards earned from the delegation of cryptocurrency assets to third-party validator nodes; (2) token rewards derived from BTCS-operated validator nodes, which include staking of the Company's crypto assets to BTCS nodes as well as Validator Fees earned from third parties asset delegations to our nodes; and (3) net block rewards accrued generated by BTCS Builders.

Crypto assets earned from BTCS validator nodes

Asset	For the Three Months Ended March 31,				For the Three Months Ended June 30,				For the Six Months Ended June 30,			
	2024		2023		2024		2023		2024		2023	
	Token Rewards	Revenue (\$USD)	Token Rewards	Revenue (\$USD)	Token Rewards	Revenue (\$USD)	Token Rewards	Revenue (\$USD)	Token Rewards	Revenue (\$USD)	Token Rewards	Revenue (\$USD)
Ethereum (ETH)	65	\$ 188,078	98	\$ 154,634	72	\$ 241,588	108	\$ 201,121	138	\$ 429,666	206	\$ 355,755
Cosmos (Atom)	11,166	\$ 121,074	5,980	\$ 75,469	12,565	\$ 104,580	10,662	\$ 109,787	23,731	\$ 225,654	16,642	\$ 185,256
Akash (AKT)	4,575	\$ 18,746	2,807	\$ 1,045	6,246	\$ 26,740	2,851	\$ 1,159	10,820	\$ 45,486	5,658	\$ 2,204
Kava (KAVA)	6,292	\$ 5,252	13,008	\$ 11,735	6,632	\$ 4,305	10,394	\$ 9,351	12,924	\$ 9,557	23,403	\$ 21,086
NEAR Protocol (NEAR)	714	\$ 4,422	1,022	\$ 2,111								
Mina (MINA)	2,880	\$ 3,646	5,760	\$ 3,837	2,880	\$ 2,439	1,440	\$ 1,070	5,760	\$ 6,085	7,200	\$ 4,907
Oasis Network (ROSE)	16,137	\$ 2,218	20,364	\$ 1,196	10,431	\$ 1,036	30,287	\$ 1,735	26,567	\$ 3,254	50,651	\$ 2,931
Kusama (KSM)	10	\$ 475	273	\$ 9,412	279	\$ 8,108	180	\$ 4,960	289	\$ 8,583	453	\$ 14,372
Avalanche (Avax)					668	\$ 18,491	646	\$ 8,403	668	\$ 18,491	646	\$ 8,403
NEAR Protocol (NEAR)					-	\$ -	1,665	\$ 2,841	714	\$ 4,422	2,687	\$ 4,952
Tezos (XTZ)	-	\$ -	1,179	\$ 1,269	-	\$ -	435	\$ 432	-	\$ -	1,614	\$ 1,701
Total earned from BTCS validator nodes		\$ 343,911		\$ 260,708								
Evmos (EVMOS)					-	\$ -	32,236	\$ 5,862	-	\$ -	32,236	\$ 5,862
Total earned from BTCS blockchain infrastructure operations						\$ 407,287		\$ 346,721		\$ 751,198		\$ 607,429

Crypto assets earned from Ethereum block building through Builder+

Asset	For the Three Months Ended March 31,				For the Three Months Ended June 30,				For the Six Months Ended June 30,			
	2024		2023		2024		2023		2024		2023	
	Token Rewards	Revenue (\$USD)	Token Rewards	Revenue (\$USD)	Token Rewards	Revenue (\$USD)	Token Rewards	Revenue (\$USD)	Token Rewards	Revenue (\$USD)	Token Rewards	Revenue (\$USD)
Ethereum (ETH)	(12)	\$ (32,580)	-	\$ -	23	\$ 75,853	-	\$ -	34	\$ 108,886	-	\$ -
Total earned from Ethereum block building through Builder+		\$ (32,580)		\$ -	23	\$ 75,853	-	\$ -	34	\$ 108,886	-	\$ -

Crypto assets earned from staking to third-party validator nodes

Asset	For the Three Months Ended March 31,							
	2024				2023			
	Token Rewards	Revenue (\$USD)	Token Rewards	Revenue (\$USD)	Token Rewards	Revenue (\$USD)	Token Rewards	Revenue (\$USD)
Axie Infinity (AXS)	5,381	\$ 48,322			4,452	\$ 40,028		
Solana (SOL)	119	\$ 15,372			121	\$ 2,531		
Polygon (MATIC)	6,230	\$ 5,731			5,981	\$ 6,737		
Polkadot (DOT)	360	\$ 2,957			246	\$ 1,504		
Evmos (EVMOS)	11,426	\$ 940			-	\$ -		
Cardano (ADA)	1,289	\$ 753			-	\$ -		
Tezos (XTZ)	318	\$ 367			-	\$ -		
Total earned from staking to third-party validator nodes		\$ 74,442				\$ 50,800		
Total revenue earned		\$ 385,773				\$ 311,508		

Asset	For the Three Months Ended June 30,				For the Six Months Ended June 30,			
	2024		2023		2024		2023	
	Token Rewards	Revenue (\$USD)	Token Rewards	Revenue (\$USD)	Token Rewards	Revenue (\$USD)	Token Rewards	Revenue (\$USD)
Axie Infinity (AXS)	5,772	\$ 36,379	4,474	\$ 29,313	11,152	\$ 84,701	8,926	\$ 69,341
Solana (SOL)	139	\$ 21,353	128	\$ 2,581	259	\$ 36,725	249	\$ 5,112
Polygon (MATIC)	6,314	\$ 3,758	6,158	\$ 5,057	12,544	\$ 9,489	12,140	\$ 11,794
Polkadot (DOT)	376	\$ 2,619	356	\$ 1,957	736	\$ 5,576	602	\$ 3,461
Evmos (EVMOS)	6,834	\$ 268	-	\$ -	18,260	\$ 1,208	-	\$ -
Cardano (ADA)	2,039	\$ 837	433	\$ 124	3,328	\$ 1,590	433	\$ 124
Tezos (XTZ)	354	\$ 338	-	\$ -	671	\$ 705	-	\$ -
NEAR Protocol (NEAR)	1,886	\$ 12,500	-	\$ -	1,886	\$ 12,500	-	\$ -
Total earned from staking to third-party validator nodes		\$ 78,052		\$ 39,032		\$ 152,494		\$ 89,832
Total revenue earned		\$ 561,192		\$ 385,753		\$ 1,012,578		\$ 697,261

Cost of Revenues

The Company's cost of revenues related to its blockchain infrastructure operations primarily includes direct production costs associated with transaction validation on the network, cloud-based server hosting expenses related to our validator nodes and Builders, and allocated employee salaries dedicated to node maintenance and support. Additionally, the cost of revenues encompasses Validator Payments made from our Builder to Validators as well as fees paid to third parties for their assistance in software maintenance and node operations. These costs directly related to the production of revenues are collectively termed 'Blockchain infrastructure expenses' in the statements of operations.

The following table further details the costs of revenues for the three and six months ended March 31, 2024 June 30, 2024 and 2023.

	2024	2023	2024	2023	2024	2023
	For the Three Months Ended March 31,		For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2024	2023	2024	2023	2024	2023
Cost of staking revenues	\$ 51,953	\$ 82,014	\$ 47,414	\$ 113,612	\$ 99,367	\$ 195,626
Cost of Builder revenues	43,059	-	121,434	-	230,106	-
Total cost of revenues	\$ 95,012	\$ 82,014	\$ 168,848	\$ 113,612	\$ 329,473	\$ 195,626

Internally Developed Software

Internally developed software consists of the core technology of the Company's StakeSeeker platform, which is being designed to allow users to track, monitor and analyze their aggregate cryptocurrency portfolio holdings by connecting their crypto exchanges and digital wallets as well as providing a non-custodial delegation process to earn staking rewards on crypto asset holdings. ChainQ platforms. For internally developed software, the Company uses both its own employees as well as the services of external vendors and independent contractors. The Company accounts for computer software used in the business in accordance with ASC 985-20 and ASC 350.

ASC 985-20, *Software-Costs of Computer Software to Be Sold, Leased, or Otherwise Marketed*, requires that software development costs incurred in conjunction with product development be charged to research and development expense until technological feasibility is established. Thereafter, until the product is released for sale, software development costs must be capitalized and reported at the lower of unamortized cost or net realizable value of the related product. Some companies use a "tested working model" approach to establishing technological feasibility (i.e., beta version). Under this approach, software under development will pass the technological feasibility milestone when the Company has completed a version that contains essentially all the functionality and features of the final version and has tested the version to ensure that it works as expected.

ASC 350, *Intangibles-Goodwill and Other*, requires computer software costs associated with internal use software to be charged to operations as incurred until certain capitalization criteria are met. Costs incurred during the preliminary project stage and the post-implementation stages are expensed as incurred. Certain qualifying costs incurred during the application development stage are capitalized as property, equipment and software. These costs generally consist of internal labor during configuration, coding, and testing activities. Capitalization begins when (i) the preliminary project stage is complete, (ii) management with the relevant authority authorizes and commits to the funding of the software project, and (iii) it is probable both that the project will be completed and that the software will be used to perform the function intended.

Property and Equipment

Property and equipment consists of computer, equipment and office furniture and fixtures, all of which are recorded at cost. Depreciation and amortization are recorded using the straight-line method over the respective useful lives of the assets ranging from three to five years. Long-lived assets are reviewed for impairment whenever events or circumstances indicate that the carrying amount of these assets may not be recoverable.

Use of Estimates

The accompanying financial statements have been prepared in conformity with U.S. GAAP. This requires management to make estimates and assumptions that affect certain reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the period. The Company's significant estimates and assumptions include the recoverability and useful lives of indefinite life intangible assets, stock-based compensation, and the valuation allowance related to the Company's deferred tax assets. Certain of the Company's estimates, including the carrying amount of the indefinite life intangible assets, could be affected by external conditions, including those unique to the Company and general economic conditions. It is reasonably possible that these external factors could have an effect on the Company's estimates and could cause actual results to differ from those estimates and assumptions.

Income Taxes

The Company recognizes income taxes on an accrual basis based on tax positions taken or expected to be taken in its tax returns. A tax position is defined as a position in a previously filed tax return or a position expected to be taken in a future tax filing that is reflected in measuring current or deferred income tax assets and liabilities. Tax positions are recognized only when it is more likely than not (i.e., likelihood of greater than 50%), based on technical merits, that the position would be sustained upon examination by taxing authorities. Tax positions that meet the more likely than not threshold are measured using a probability-weighted approach as the largest amount of tax benefit that is greater than 50% likely of being realized upon ~~settlement~~. Income taxes are accounted for using an asset and liability approach that requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been recognized in the Company's financial statements or tax returns. A valuation allowance is established to reduce deferred tax assets if all, or some portion, of such assets will more than likely not be realized. Should they occur, the Company's policy is to classify interest and penalties related to tax positions as income tax expense. Since the Company's inception, no such interest or penalties have been incurred.

Accounting for Warrants

The Company accounts for the issuance of Common Stock purchase warrants issued in connection with the equity offerings in accordance with the provisions of ASC 815, *Derivatives and Hedging*. The Company classifies as equity any contracts that (i) require physical settlement or net-share settlement or (ii) gives the Company a choice of net-cash settlement or settlement in its own shares (physical settlement or net-share settlement). The Company classifies as assets or liabilities any contracts that (i) require net-cash settlement (including a requirement to net-cash settle the contract if an event occurs and if that event is outside the control of the Company) or (ii) gives the counterparty a choice of net-cash settlement or settlement in shares (physical settlement or net-share settlement). In addition, Under ASC 815, registered Common Stock warrants that require the issuance of registered shares upon exercise and do not expressly preclude an implied right to cash settlement are accounted for as derivative liabilities. The Company classifies these derivative warrant liabilities on the balance sheets as a current liability.

The Company assessed the classification of Common Stock purchase warrants as of the date of each offering and determined that such instruments originally met the criteria for equity classification; however, as a result of the Company no longer being in control of whether the warrants may be cash settled, the instruments no longer qualify for equity classification. Accordingly, the Company classified the warrants as a liability at their fair value and adjusts the instruments to fair value at each reporting period. This liability is subject to re-measurement at each balance sheet date until the warrants are exercised or expired, and any change in fair value is recognized as “change in the fair value of warrant liabilities” in the statements of operations. The fair value of the warrants has been estimated using a Black-Scholes valuation model (see Note 6).

Stock-based compensation

The Company accounts for stock-based compensation in accordance with ASC 718, *Compensation - Stock Compensation*. ASC 718 addresses all forms of share-based payment awards including shares issued under employee stock purchase plans and stock incentive shares. Under ASC 718, awards result in a cost that is measured at fair value on the awards’ grant date, based on the estimated number of awards that are expected to vest and will result in a charge to operations.

Share-based payment awards exchanged for services are accounted for at the fair value of the award on the estimated grant date.

Options

Stock options issued under the Company’s long-term incentive plans are granted with an exercise price equal to no less than the market price of the Company’s stock at the date of grant and expire up to ten years from the date of grant. These options often vest over a one-year period.

The Company estimates the fair value of stock option grants using the Black-Scholes option pricing model and the assumptions used in calculating the fair value of stock-based awards represent management’s best estimates and involve inherent uncertainties and the application of management’s judgment.

Restricted Stock Units (RSUs)

For awards vesting upon the achievement of a service condition, compensation cost measured on the grant date will be recognized on a straight-line basis over the vesting period. Stock-based compensation expense for the market-based restricted stock units with explicit service conditions is recognized on a straight-line basis over the longer of the derived service period or the explicit service period, regardless of whether the market condition is satisfied. However, in the event that the explicit service period is not met, previously recognized compensation cost would be reversed. Market-based restricted stock units subject to market-based performance targets require achievement of the performance target as well as a service condition in order for these RSUs to vest.

The Company estimates the fair value of market-based RSUs as of the grant date and expected derived term using a Monte Carlo simulation that incorporates pricing inputs covering the period from the grant date through the end of the derived service period.

Dividends

Effective January 27, 2023, the Company’s Board of Directors (the “Board”) approved the issuance of a newly designated Series V Preferred Stock (“Series V”) on a one-for-one basis to the Company’s shareholders (including restricted stock unit holders and warrant holders who were entitled to such distribution). The distribution of Series V shares was approved and completed on June 2, 2023 to shareholders as of the record date of May 12, 2023. The Series V: (i) is non-convertible, (ii) has a 20% liquidation preference over the shares of common stock, (iii) is non-voting and (iv) has certain rights to dividends and distributions (at the discretion of the Board). A total of 14,542,803 shares of Series V Preferred Stock were distributed to shareholders on June 2, 2023. In June 2023, the Series V shares commenced trading on Upstream, a Merj Exchange market (“Upstream”). In November 2023, Upstream announced that it was no longer providing U.S. individuals with the ability to trade on Upstream. All Series V shares owned by U.S investors were returned to the transfer agent.

The Company will evaluate the appropriateness of potential future dividends as the Company continues to grow its operations.

Advertising Expense

Advertisement costs are expensed as incurred and included in marketing expenses. Advertising and marketing expenses amounted to approximately \$58,000 28,000 and \$6,000 3,000 for the three months ended March 31, 2024 June 30, 2024 and 2023, respectively, and approximately \$86,000 and \$9,000 for the six months ended June 30, 2024 and 2023, respectively.

Net Income (Loss) per Share

Basic income (loss) per share is computed by dividing the net income or loss applicable to common shares by the weighted average number of common shares outstanding during the period. Diluted earnings per share is computed using the weighted average number of common shares and, if dilutive, potential common shares outstanding during the period. Potential common shares consist of the Company’s restricted stock units, options and warrants. Diluted income (loss) per share excludes the shares issuable upon the conversion of preferred stock, notes and warrants from the calculation of net income (loss) per share if their effect would be anti-dilutive.

The following financial instruments were not included in the diluted loss per share calculation for the three months ended June 30, 2024 and 2023 because their effect was anti-dilutive:

	As of June 30,	
	2024	2023
Warrants to purchase common stock	712,500	712,500
Options	1,302,500	1,135,000
Non-vested restricted stock awards units	1,806,373	1,631,399
Total	3,821,373	3,478,899

Recent Accounting Pronouncements

In December 2023, the FASB issued ASU No. 2023-08, *Intangibles—Goodwill and Other—Crypto Assets (Subtopic 350-60)*, which is intended to improve the accounting for and disclosure of crypto assets. The ASU requires entities to subsequently measure crypto assets that meet specific criteria at fair value, with changes recognized in net income each reporting period. The ASU also the requires specific presentation of cash receipts arising from crypto assets that are received as noncash consideration in the ordinary course of business and are converted nearly immediately into cash. The amendments in this update are effective for all entities for fiscal years beginning after December 15, 2024, with early adoption permitted. The Company adopted ASU No. 2023-08 effective January 1, 2023, which had a material impact to its financial statement and related disclosures, which are further discussed in Note 4.

Other recent accounting pronouncements issued by the FASB, including its Emerging Issues Task Force, the American Institute of Certified Public Accountants, and the Securities and Exchange Commission did not or are not believed by management to have a material impact on the Company’s present or future financial statements.

Note 4 - Changes in Accounting Principle**Fair Value Accounting for Crypto Assets - Adoption of ASU No. 2023-08**

Effective January 1, 2023, the Company has elected to early adopt ASU No. 2023-08, resulting in a material change in accounting principles related to the Company's accounting treatment of crypto assets.

As a result of the adoption of ASU No. 2023-08, crypto assets are recorded at their fair market value on its balance sheet and changes in the fair market value of its crypto assets during reporting periods are recorded within its statements of operations as unrealized appreciation (depreciation). Prior to adopting ASU No. 2023-08, crypto assets were accounted for as intangible assets with an indefinite life in accordance with ASC 350, *Intangibles – Goodwill and Other*, carrying them at their impaired value and recognizing impairment losses during reporting periods. Adoption of the fair market value guidance contained within ASU No. 2023-08 eliminates the need to calculate impairment losses on crypto assets for the period of adoption and moving forward.

The Company elected to early adopt the guidance contained with ASU No. 2023-08 as we believe that the specified changes in financial reporting better reflect the economic realities of the Company's business model and the value of the crypto assets held, enhancing the transparency and accuracy of the financial statements.

The adoption of ASU No. 2023-08 required an adjustment to the Company's opening Retained Earnings balance as of January 1, 2023, to recognize the cumulative effect of initially applying the change in accounting principle to previous periods. The adjustment accounts for the difference between the December 31, 2022 ending book value of crypto assets and their respective fair market value, which amounted to approximately \$4,986,000.

Presentation of Ethereum Block Building Revenues and Costs – ASC 606

During the second quarter of 2024, the Company elected to change its accounting principle related to the presentation of revenue and cost of revenues associated with its Ethereum block building operations, as conducted through Builder+. This change in accounting principle is pursuant to the ASC 606, *Revenue from Contracts with Customers*.

Upon re-evaluation, the Company determined that gas fees earned by our Ethereum block builders should be recognized as gross revenue. The Validator Payments, which are fees paid to the validator nodes for the contractual rights to control transaction bundles within the blocks, should be presented separately as cost of revenues. The Company previously presented the net amount of gas fees, after netting off the Validator Payments made, as revenue. This change from a net to a gross presentation aligns more closely with the economic realities of our business operations and the transaction structure within the Ethereum network.

The Company has retrospectively applied this change in accounting principle to the financial statements for the three months ended March 31, 2024, to ensure comparability across all periods presented. The effect of this change results in an increase in the presentation of both revenues and cost of revenues by \$65,614 for the three months ended March 31, 2024. The effect of this change in accounting principle is immaterial and does not impact the reported gross profit, net income (loss), or any balance sheet items for the current or prior periods.

Detailed impacts for the three months ended March 31, 2024, are presented in the following table:

	For the Three Months Ending March 31, 2024	
	As reported on Form 10-Q	As revised resulting from change in accounting principle
Revenues	\$ 385,773	\$ 451,387
Cost of revenues	95,012	160,626
Gross profit	\$ 290,761	\$ 290,761

Based on an analysis of ASC 250, *Accounting Changes and Error Corrections*, and Staff Accounting Bulletin 99, *Materiality*, the Company has determined that the effect of this change was immaterial to the previously issued financial statements for the three months ended March 31, 2024.

The Company elected to implement this change in accounting principle as it provides a more accurate and transparent view of our Ethereum block building operations. This change enhances stakeholders' understanding of the operational performance and the financial aspects of our block building activities under Builder+.

Note 5 – Crypto Assets

The following table presents the Company's crypto assets held as of **March 31, 2024** June 30, 2024:

Asset	Tokens	Cost	Fair Market Value
Ethereum (ETH)	7,935	\$ 9,260,043	\$ 27,235,107
Cosmos (Atom)	293,886	5,069,377	1,975,032
Solana (SOL)	6,839	461,376	1,001,728
Avalanche (Avax)	18,510	1,147,773	542,525
Axie Infinity (AXS)	71,704	1,998,689	434,956
Polygon (Matic)	518,554	858,094	290,027
Oasis Network (ROSE)	-	-	-
Kusama (KSM)	8,074	1,435,665	191,929
Kava (KAVA)	358,318	1,098,857	158,376
NEAR Protocol (NEAR)	82,867	179,702	438,780
Akash (AKT)	129,891	91,642	466,154
Cardano (ADA)	268,582	403,582	105,270
Mina (MINA)	95,777	69,624	51,720
Polkadot (DOT)	9,386	145,287	58,218
Evmos (EVMOS)	364,037	98,612	11,249
Tezos (XTZ)	26,845	74,025	21,296
Band Protocol (BAND)	992	1,500	1,221
Total		\$ 22,393,848	\$ 32,983,588

Asset	Tokens	Cost	Fair Market Value
Ethereum (ETH)	7,868	\$ 9,028,622	\$ 28,700,380
Cosmos (Atom)	281,264	4,964,305	3,455,299
Solana (SOL)	7,964	548,745	1,613,543
Avalanche (Avax)	17,842	1,129,281	964,888
Axie Infinity (AXS)	65,932	1,962,310	726,572
Polygon (Matic)	512,241	854,336	514,187
Oasis Network (ROSE)	2,663,766	159,759	366,108
Kusama (KSM)	7,796	1,427,557	377,395
Kava (KAVA)	351,685	1,094,552	374,932

NEAR Protocol (NEAR)	80,981	167,201	591,162
Akash (AKT)	123,646	64,902	592,956
Cardano (ADA)	266,543	402,745	173,350
Mina (MINA)	92,897	67,185	115,192
Polkadot (DOT)	9,010	142,668	86,858
Evmos (EVMOS)	357,203	98,344	28,612
Tezos (XTZ)	26,492	73,686	37,118
Band Protocol (BAND)	992	1,500	2,223
Total		\$ 22,187,698	\$ 38,720,775
	1819		

Note 6 – Fair Value of Financial Assets and Liabilities

The Company measures certain assets and liabilities at fair value. The Company defines fair value as the price that would be received from selling an asset or paid to transfer a liability (i.e., an ‘exit price’) in the principal or most advantageous market in an orderly transaction between market participants at the measurement date.

Fair value is estimated by applying the following hierarchy, which prioritizes the inputs used to measure fair value into three levels and bases the categorization within the hierarchy upon the lowest level of input that is available and significant to the fair value measurement:

Level 1 – Valuations based on unadjusted quoted prices in active markets for identical, unrestricted assets or liabilities that are accessible at the measurement date. Since valuations are based on quoted prices that are readily and regularly available in an active market, these valuations do not entail a significant degree of judgment.

Level 2 – Valuations based on observable inputs other than quoted prices in active markets for identical assets and liabilities, quoted prices for identical or similar assets or liabilities in inactive markets, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 – Valuations based on inputs that are generally unobservable and typically reflect management’s estimate of assumptions that market participants would use in pricing the asset or liability.

Financial instruments, including cash and cash equivalents, accounts and other receivables, accounts payable and accrued liabilities are carried at cost, which management believes approximates fair value due to the short-term nature of these instruments.

The following tables present the Company’s assets and liabilities that are measured at fair value on a recurring basis and the Company’s estimated level within the fair value hierarchy of those assets and liabilities as of **March 31, 2024**, **June 30, 2024** and December 31, 2023:

	Fair Value Measured at March 31, 2024			
	Total at March 31, 2024	Quoted prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets				
Crypto Assets	\$ 38,720,775	\$ 38,720,775	\$ -	\$ -
Investments	100,000	-	-	100,000
Total Assets	\$ 38,820,775	\$ 38,720,775	\$ -	\$ 100,000
Liabilities				
Warrant Liabilities	\$ 213,750	\$ -	\$ -	\$ 213,750

	Fair Value Measured at June 30, 2024			
	Total at June 30, 2024	Quoted prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets				
Crypto Assets	\$ 32,983,588	\$ 32,983,588	\$ -	\$ -
Investments	100,000	-	-	100,000
Total Assets	\$ 33,083,588	\$ 32,983,588	\$ -	\$ 100,000
Liabilities				
Warrant Liabilities	\$ 71,250	\$ -	\$ -	\$ 71,250

	Fair Value Measured at December 31, 2023				Fair Value Measured at December 31, 2023			
	Total at December 31, 2023	Quoted prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total at December 31, 2023	Quoted prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets								
Crypto Assets	\$ 25,202,929	\$ 25,202,929	\$ -	\$ -	\$ 25,202,929	\$ 25,202,929	\$ -	\$ -
Investments	100,000	-	-	100,000	100,000	-	-	100,000
Total Assets	\$ 25,302,929	\$ 25,202,929	\$ -	\$ 100,000	\$ 25,302,929	\$ 25,202,929	\$ -	\$ 100,000
Liabilities								
Warrant Liabilities	\$ 213,750	\$ -	\$ -	\$ 213,750	\$ 213,750	\$ -	\$ -	\$ 213,750

The Company did not make any transfers between the levels of the fair value hierarchy during the **three** six months ended **March 31, 2024**, **June 30, 2024** and 2023.

Level 3 Valuation Techniques

Level 3 financial assets consist of private equity investments for which there is no current public market for these securities such that the determination of fair value requires significant judgment or estimation. As of **March 31, 2024**, **June 30, 2024** and December 31, 2023, the Company's Level 3 investments were carried at original cost of the investments, with a value of \$100,000. The Company has elected to apply the measurement alternative under ASC 321, *Investments—Equity Securities*, for these investments.

Level 3 financial liabilities consist of the warrant liabilities for which there is no current market for these securities such that the determination of fair value requires significant judgment or estimation.

Changes in fair value measurements categorized within Level 3 of the fair value hierarchy are analyzed each period based on changes in estimates or assumptions and recorded as appropriate.

A significant decrease in the volatility or a significant decrease in the Company's stock price, in isolation, would result in a significantly lower fair value measurement. Changes in the values of the warrant liabilities are recorded in "change in fair value of warrant liabilities" in the Company's statements of operations.

On March 2, 2021, the Company entered into a securities purchase agreement with certain purchasers which closed on March 4, 2021 pursuant to which the Company sold an aggregate of (i) 950,000 shares of Common Stock, and (ii) Common Stock warrants (the "Warrants") to purchase up to 712,500 shares of Common Stock for gross proceeds of \$9.5 million in a private placement offering.

The Warrants require, at the option of the holder, a net-cash settlement following certain fundamental transactions (as defined in the Warrants) at the Company. At the time of issuance, the Company maintained control of certain fundamental transactions and as such the Warrants were initially classified in equity. As of **March 31, 2024**, **June 30, 2024**, the Company no longer maintained control of certain fundamental transactions as they did not control a majority of shareholder votes. As such, the Company may be required to cash settle the Warrants if a fundamental transaction occurs which is outside the Company's control. Accordingly, the Warrants are classified as liabilities. The Warrants have been recorded at their fair value using the Black-Scholes valuation model, and will be recorded at their respective fair value at each subsequent balance sheet date. This model incorporates transaction details such as the Company's stock price, contractual terms, maturity, risk-free rates, as well as volatility.

The Warrants require the issuance of registered shares upon exercise, do not expressly preclude an implied right to cash settlement and are therefore accounted for as derivative liabilities. The Company classifies these derivative warrant liabilities on the balance sheet as a current liability.

A summary of quantitative information with respect to the valuation methodology and significant unobservable inputs used for the Company's warrant liabilities that are categorized within Level 3 of the fair value hierarchy at the date of issuance and, as of **March 31, 2024**, **June 30, 2024** and December 31, 2023, is as follows:

	March 31, 2024	December 31, 2023	June 30, 2024	December 31, 2023
Risk-free rate of interest	4.59 %	4.23 %	4.71 %	4.23 %
Expected volatility	106.56 %	102.81 %	103.06 %	108.19 %
Expected life (in years)	1.93	2.18	1.68	2.18
Expected dividend yield	-	-	-	-

The risk-free interest rate was based on rates established by the Federal Reserve Bank. For the Warrants, the Company estimates expected volatility giving primary consideration to the historical volatility of its Common Stock. The general expected volatility is based on the standard deviation of the Company's underlying stock price's daily logarithmic returns. The expected life of the warrants was determined by the expiration date of the warrants. The expected dividend yield was based on the fact that the Company has not historically paid dividends on its Common Stock and does not expect to pay recurring dividends on its Common Stock in the future.

2021

The following table sets forth a summary of the changes in the fair value of the Company's Level 3 financial assets and liabilities for the **Three Months** **six months** ended **March 31, 2024** **June 30, 2024** and 2023, that are measured at fair value on a recurring basis:

	Fair Value of Level 3 Financial Assets	
	March 31, 2024	March 31, 2023
Beginning balance	\$ 100,000	100,000
Purchases	-	-
Unrealized appreciation (depreciation)	-	-
Ending balance	\$ 100,000	\$ 100,000

	Fair Value of Level 3 Financial Assets	
	June 30, 2024	June 30, 2023
Beginning balance	\$ 100,000	100,000
Purchases	-	-
Unrealized appreciation (depreciation)	-	-
Ending balance	\$ 100,000	\$ 100,000

	Fair Value of Level 3 Financial Liabilities	
	March 31, 2024	March 31, 2023
Beginning balance	\$ 213,750	\$ 213,750
Warrant liabilities classification	-	-
Fair value adjustment of warrant liabilities	-	285,000
Ending balance	\$ 213,750	\$ 498,750

	Fair Value of Level 3 Financial Liabilities	
	June 30, 2024	June 30, 2023
Beginning balance	\$ 213,750	\$ 213,750
Fair value adjustment of warrant liabilities	(142,500)	142,500
Ending balance	\$ 71,250	\$ 356,250

Note 7 – Stockholders’ Equity

Common Stock

The Company received shareholder approval on July 11, 2023 to amend our Articles of Incorporation to increase the number of authorized shares of common stock from 97,500,000 shares to 975,000,000. On July 12, 2023, the Company filed a Certificate of Amendment to the Articles of Incorporation to effectuate the increase of our authorized shares of common stock to 975,000,000.

At-The-Market Offering Agreement

On September 14, 2021, the Company entered into an At-The-Market Offering Agreement (the “ATM Agreement”) with H.C. Wainwright & Co., LLC, as agent (“H.C. Wainwright”), pursuant to which the Company may offer and sell, from time-to-time through H.C. Wainwright, shares of the Company’s Common Stock having an aggregate offering price of up to \$98,767,500 (the “Shares”). The Company will pay H.C. Wainwright a commission rate equal to **3.0%** 3.0% of the aggregate gross proceeds from each sale of Shares.

During the **three** six months ended **March 31, 2024** June 30, 2024, the Company **did not sell any** sold a total of 163,831 shares of Common Stock under the ATM **Agreement**. **Agreement for aggregate total gross proceeds of approximately \$252,000 at an average selling price of \$1.54 per share, resulting in net proceeds of approximately \$240,000 after deducting commissions and other transaction costs.**

Share Based Payments

Effective January 19, 2023, **The the** Board of Directors of the Company approved the annual issuance of \$50,000 of common stock to each independent director. The shares will be issued in four equal installments (\$12,500) at the end of each calendar quarter beginning March 31st, subject to continued service on each applicable issuance date. The number of shares issuable will be based on the closing price of the Company’s common stock on the last trading day prior to the end of the applicable calendar quarter. For the **three** six months ended **March 31, 2024** June 30, 2024, **14,206** 39,987 shares of common stock were issued to independent directors.

For the **three** six months ended **March 31, 2024** June 30, 2024, 414,148 shares of common stock were issued to officers related to payment of 2023 accrued bonus compensation totaling approximately \$675,000. **Of the shares issued, 43,220 were returned to net settle the issuance and pay related taxes, resulting in a net share issuance of 370,928.**

Preferred Stock

Series V

Effective January 27, 2023, the Board approved the issuance of a newly designated Series V Preferred Stock (“Series V”) on a one-for-one basis to the Company’s shareholders (including restricted stock unit holders and warrant holders). The distribution of Series V shares was approved and completed on June 2, 2023 to shareholders as of the record date of May 12, 2023. The Series V: (i) is non-convertible, (ii) has a 20% liquidation preference over the shares of common stock, (iii) is non-voting, and (iv) has certain rights to dividends and distributions (at the discretion of the Board of Directors). A total of 14,542,803 shares of Series V Preferred Stock were distributed to shareholders on June 2, 2023.

The fair value of the Series V as of the record date, May 12, 2023, amounted to approximately \$2,560,000. The Company used a probability valuation model to determine the fair value of the preferred stock.

For the year ended December 31, 2023, an additional 25,026 shares of Series V were issued related to the vesting of eligible employee RSUs.

2021 Equity Incentive Plan

The Company’s 2021 Equity Incentive Plan (the “2021 Plan”) was effective on January 1, 2021 and approved by shareholders on March 31, 2021 and amended on June 13, 2022. The Company received shareholder approval on July 11, 2023 to increase the authorized amount under the 2021 Plan from 7,000,000 shares to 12,000,000 shares.

Options

The following weighted-average assumptions were used to estimate the fair value of options granted on the deemed grant date during the three six months ended March 31, 2024 June 30, 2024 and 2023 for the Black-Scholes formula:

	Three Months Ended March 31,		Six Months Ended June 30,	
	2024	2023	2024	2023
Exercise price	\$ -	\$ 0.63	\$ 1.55	\$ 0.63
Term (years)	-	5.00	5.00	5.00
Expected stock price volatility	0.00 %	152.84 %	144.57 %	152.84 %
Risk-free rate of interest	0.00 %	3.99 %	4.31 %	3.99 %

Expected Volatility: The Company uses historical volatility as it provides a reasonable estimate of the expected volatility. Historical volatility is based on the most recent volatility of the stock price over a period of time equivalent to the expected term of the option.

Risk-Free Interest Rate: The risk-free interest rate is based on the U.S. treasury zero-coupon yield curve in effect at the time of grant for the expected term of the option.

Expected Term: The Company’s expected term represents the weighted-average period that the Company’s stock options are expected to be outstanding. The expected term is based on the expected time to post-vesting exercise of options by employees. The Company uses historical exercise patterns of previously granted options to derive employee behavioral patterns used to forecast expected exercise patterns.

For awards vesting upon the achievement of the market conditions which were met at the date of grant, compensation cost measured on the date of grant was immediately recognized. For awards vesting upon the achievement of the market conditions which were not met at the date of grant, compensation cost measured on the grant date will be recognized on a straight-line basis over the vesting period based on estimation using a Monte-Carlo simulation.

A summary of option activity under the Company's stock option plan for **three** **six** months ended **March 31, 2024** **June 30, 2024** is presented below:

	Number of Shares	Weighted Average Exercise Price	Total Intrinsic Value	Weighted Average Remaining Contractual Life (in years)
Outstanding as of December 31, 2023	1,200,000	\$ 2.12	\$ 8,700	2.4
Employee options granted	-	-	-	-
Employee options forfeited	-	-	-	-
Outstanding as of March 31, 2024	1,200,000	\$ 2.12	\$ 17,150	2.1
Options vested and exercisable as of March 31, 2024	1,145,000	\$ 2.15	\$ 1,300	2.0

	Number of Shares	Weighted Average Exercise Price	Total Intrinsic Value	Weighted Average Remaining Contractual Life (in years)
Outstanding as of December 31, 2023	1,200,000	\$ 2.12	\$ 8,700	2.4
Employee options granted	120,000	1.52	-	4.9
Employee options expired	(17,500)	10.30	-	-
Outstanding as of June 30, 2024	1,302,500	\$ 1.96	\$ 4,950	2.2
Options vested and exercisable as of June 30, 2024	1,127,500	\$ 2.03	\$ -	1.8

RSUs

On December 29, 2023, upon recommendation of the Compensation Committee, the Board of BTCS Inc. approved the grant of 50,000 RSUs to each of its executive officers (Mr. Allen, Mr. Handerhan, Mr. Prevoznik and Mr. Paranjape), effective January 1, 2024. The RSUs granted vest annually over a 5-year period (10,000 per year) with the first vesting date of December 31, 2024 and each subsequent vesting on the one-year anniversary of the first vesting date, subject to continued employment on each applicable vesting date.

On January 12, 2024, Messrs. Allen and Handerhan both informed the Compensation Committee, that for personal reasons, they each do not accept, and forfeit, the 50,000 restricted stock units granted to them each by the Company effective January 1, 2024. Subsequently, effective January 12, 2024, the Compensation Committee approved the grant of 50,000 additional RSUs to Mr. Prevoznik and Mr. Paranjape, each, which vest annually over a 5-year period (10,000 per year) with the first vesting date of December 31, 2024 and each subsequent vesting on the one-year anniversary of the first vesting date, subject to continued employment on each applicable vesting date.

A summary of the Company's restricted stock units granted under the 2021 Plan during the **three** **six** months ended **March 31, 2024** **June 30, 2024** are as follows:

	Number of Restricted Stock Units	Weighted Average Grant Date Fair Value
Nonvested at December 31, 2023	1,606,373	\$ 3.25
Granted	300,000	1.71
Forfeited	(100,000)	1.63
Nonvested at March 31, 2024	1,806,373	\$ 3.09

	Number of Restricted Stock Units	Weighted Average Grant Date Fair Value
Nonvested at December 31, 2023	1,606,373	\$ 3.25
Granted	300,000	1.71
Forfeited	(100,000)	1.63
Nonvested at June 30, 2024	1,806,373	\$ 3.09

Stock Based Compensation

Stock-based compensation expense is recorded as a part of selling, general and administrative expenses, compensation expenses and cost of revenues. Stock-based compensation expense for the three and six months ended **March 31, 2024** **June 30, 2024** and 2023 was as follows:

	2024	2023	2024	2023	2024	2023
	For the Three Months Ended March 31,		For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2024	2023	2024	2023	2024	2023
Employee stock option awards	\$ 9,280	\$ 3,307	\$ 22,712	\$ (8,619)	\$ 31,993	\$ (5,312)
Employee restricted stock unit awards	239,146	267,338	241,752	228,953	480,898	496,291
Non-employee restricted stock awards	-	15,908	35,578	8,333	60,580	24,242
	\$ 248,426	\$ 286,553	\$ 300,042	\$ 228,667	\$ 573,471	\$ 515,221

Note 8 – Accrued Expenses

Accrued expenses consist of the following:

	March 31, 2024	December 31, 2023	June 30, 2024	December 31, 2023
Accrued compensation	\$ 6,419	\$ 712,092	\$ 508,489	\$ 712,092
Accounts payable and accrued expenses	26,193	55,058	130,850	55,058
	\$ 32,612	\$ 767,150	\$ 639,339	\$ 767,150

Accrued compensation includes approximately \$505,000 and \$710,000 related to performance bonus accruals as of March 31, 2024 June 30, 2024 and December 31, 2023, respectively.

Note 9 – Employee Benefit Plans

The Company maintains defined contribution benefit plans under Section 401(k) of the Internal Revenue Code covering substantially all qualified employees of the Company (the “401(k) Plan”). Under the 401(k) Plan, the Company may make discretionary contributions of up to 100% 100% of employee contributions. For the three six months ended March 31, 2024 June 30, 2024 and 2023, the Company made contributions to the 401(k) Plan of \$109,000 and \$95,000, respectively.

Note 10 – Liquidity

The Company follows “Presentation of Financial Statements—Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity’s Ability to Continue as a Going Concern”. The Company’s financial statements have been prepared assuming that it will continue as a going concern, which contemplates continuity of operations, realization of assets, and liquidation of liabilities in the normal course of business.

As reflected in the financial statements, the Company has historically incurred a net loss and has an accumulated deficit of approximately \$126,421,000 133,148,000 at March 31, 2024 June 30, 2024, and net cash used in operating activities of approximately \$769,000 1,693,000 for the reporting period then ended. The Company is implementing its business plan and generating revenue; however, the Company’s cash position and liquid crypto assets are sufficient to support its daily operations over the next twelve months. Our Form S-3 expired on August 14, 2024. The Company filed a new Form S-3 on February 14, 2024. As a result of SEC comments, the new Form S-3 has not yet gone effective and therefore we may not sell shares under the ATM Agreement.

Note 11 – Subsequent Events

The Company evaluates events that have occurred after the balance sheet date but before the financial statements are issued. Based upon the evaluation, the Company did not identify any recognized or non-recognized subsequent events that would have required adjustment or disclosure in the financial statements other than disclosed.

On April 11, 2024 During the period from July 1, 2024 to August 16, 2024, the Board Company sold a total of Directors 279,896 shares of Common Stock under the Company, upon recommendation ATM Agreement for aggregate total gross proceeds of the Compensation Committee, approved a performance based Annual Cash Incentive Plan for the Company’s executives for fiscal year 2024. approximately \$1431,000 at an executive meets their performance milestones, the executive will receive a bonus, payable average selling price of \$1.54 per share, resulting in cash and/or equity at the discretion net proceeds of the Board, in an amount up to approximately \$163413,000% to 195% of the applicable executive’s base salary, as detailed below: after deducting commissions and other transaction costs.

- Charles Allen, the Company’s Chief Executive Officer, is eligible to receive up to 195% of his base salary. Mr. Allen’s current base salary is \$429,933;
- Michal Handerhan, the Company’s Chief Operating Officer, is eligible to receive up to 179% of his base salary. Mr. Handerhan’s base salary is \$300,307;
- Michael Prevoznik, the Company’s Chief Financial Officer, is eligible to receive up to 163% of his base salary. Mr. Prevoznik’s base salary is \$245,706;
- Manish Paranjape, the Company’s Chief Technology Officer is eligible to receive up to 163% of his base salary. Mr. Paranjape’s base salary is \$245,706.

ITEM 2 Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion and analysis of financial condition and results of operations should be read in conjunction with our historical financial statements and the notes to those statements that appear elsewhere in this report. Certain statements in the discussion contain forward-looking statements based upon current expectations that involve risks and uncertainties, such as plans, objectives, expectations and intentions. Actual results and the timing of events could differ materially from those anticipated in these forward-looking statements as a result of a number of factors, including those discussed in the Risk Factors contained in our Annual Report on Form 10-K for the year ended December 31, 2023. When we refer to the "2024 Quarter" and the "2023 Quarter" we are referring to the three months ended **March 31, 2024** June 30, 2024 and **March 31, 2023** June 30, 2023, respectively. When we refer to the "2024 Period" and the "2023 Period" we are referring to the six months ended June 30, 2024 and June 30, 2023, respectively.

Revenue from Contracts with Customers.

Upon re-evaluation, the Company **Overview** determined that gas fees earned by our Ethereum block builders should be recognized as gross revenue. The Validator Payments, which are fees paid to the validator nodes for the contractual rights to control transaction bundles within the blocks, should be presented separately as cost of revenues. The Company previously presented the net amount of gas fees, after netting off the Validator Payments made, as revenue. This change from a net to a gross presentation aligns more closely with the economic realities of our business operations and the transaction structure within the Ethereum network.

The Company has retrospectively applied this change in accounting principle to the financial statements for the three months ended March 31, 2024, to ensure comparability across all periods presented. The effect of this change results in an increase in the presentation of both revenues and cost of revenues by \$65,614 for the three months ended March 31, 2024. The effect of this change in accounting principle is immaterial and does not impact the reported gross profit, net income (loss), or any balance sheet items for the current or prior periods.

Detailed impacts for the three months ended March 31, 2024, are presented in the following table:

	For the Three Months Ending March 31, 2024	
	As reported on Form 10-Q	As revised resulting from change in accounting principle
Revenues	\$ 385,773	\$ 451,387
Cost of revenues	95,012	160,626
Gross profit	\$ 290,761	\$ 290,761

Based on an analysis of ASC 250, *Accounting Changes and Error Corrections*, and Staff Accounting Bulletin 99, *Materiality*, the Company has determined that the effect of this change was immaterial to the previously issued financial statements for the three months ended March 31, 2024.

The Company elected to implement this change in accounting principle as it provides a more accurate and transparent view of our Ethereum block building operations. This change enhances stakeholders' understanding of the operational performance and the financial aspects of our block building activities under Builder+.

Note 5 – Crypto Assets

BTCS Inc. is The following table presents the Company's crypto assets held as of June 30, 2024:

Asset	Tokens	Cost	Fair Market Value
Ethereum (ETH)	7,935	\$ 9,260,043	\$ 27,235,107
Cosmos (Atom)	293,886	5,069,377	1,975,032
Solana (SOL)	6,839	461,376	1,001,728
Avalanche (Avax)	18,510	1,147,773	542,525
Axie Infinity (AXS)	71,704	1,998,689	434,956
Polygon (Matic)	518,554	858,094	290,027
Oasis Network (ROSE)	-	-	-
Kusama (KSM)	8,074	1,435,665	191,929
Kava (KAVA)	358,318	1,098,857	158,376
NEAR Protocol (NEAR)	82,867	179,702	438,780
Akash (AKT)	129,891	91,642	466,154
Cardano (ADA)	268,582	403,582	105,270
Mina (MINA)	95,777	69,624	51,720
Polkadot (DOT)	9,386	145,287	58,218
Evmos (EVMOS)	364,037	98,612	11,249
Tezos (XTZ)	26,845	74,025	21,296
Band Protocol (BAND)	992	1,500	1,221
Total		\$ 22,393,848	\$ 32,983,588

Note 6 – Fair Value of Financial Assets and Liabilities

The Company measures certain assets and liabilities at fair value. The Company defines fair value as the price that would be received from selling an asset or paid to transfer a Nasdaq listed company operating liability (i.e., an ‘exit price’) in the blockchain technology sector since 2014 principal or most advantageous market in an orderly transaction between market participants at the measurement date.

Fair value is estimated by applying the following hierarchy, which prioritizes the inputs used to measure fair value into three levels and bases the categorization within the hierarchy upon the lowest level of input that is one available and significant to the fair value measurement:

Level 1 – Valuations based on unadjusted quoted prices in active markets for identical, unrestricted assets or liabilities that are accessible at the measurement date. Since valuations are based on quoted prices that are readily and regularly available in an active market, these valuations do not entail a significant degree of judgment.

Level 2 – Valuations based on observable inputs other than quoted prices in active markets for identical assets and liabilities, quoted prices for identical or similar assets or liabilities in inactive markets, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the only U.S. publicly traded companies assets or liabilities.

Level 3 – Valuations based on inputs that are generally unobservable and typically reflect management’s estimate of assumptions that market participants would use in pricing the asset or liability.

Financial instruments, including cash and cash equivalents, accounts and other receivables, accounts payable and accrued liabilities are carried at cost, which management believes approximates fair value due to the short-term nature of these instruments.

The following tables present the Company’s assets and liabilities that are measured at fair value on a recurring basis and the Company’s estimated level within the fair value hierarchy of those assets and liabilities as of June 30, 2024 and December 31, 2023:

Fair Value Measured at June 30, 2024				
	Total at June 30, 2024	Quoted prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets				
Crypto Assets	\$ 32,983,588	\$ 32,983,588	\$ -	\$ -
Investments	100,000	-	-	100,000
Total Assets	\$ 33,083,588	\$ 32,983,588	\$ -	\$ 100,000
Liabilities				
Warrant Liabilities	\$ 71,250	\$ -	\$ -	\$ 71,250
Fair Value Measured at December 31, 2023				
	Total at December 31, 2023	Quoted prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets				
Crypto Assets	\$ 25,202,929	\$ 25,202,929	\$ -	\$ -
Investments	100,000	-	-	100,000
Total Assets	\$ 25,302,929	\$ 25,202,929	\$ -	\$ 100,000
Liabilities				
Warrant Liabilities	\$ 213,750	\$ -	\$ -	\$ 213,750

The Company did not make any transfers between the levels of the fair value hierarchy during the six months ended June 30, 2024 and 2023.

Level 3 Valuation Techniques

Level 3 financial assets consist of private equity investments for which there is no current public market for these securities such that the determination of fair value requires significant judgment or estimation. As of June 30, 2024 and December 31, 2023, the Company's Level 3 investments were carried at original cost of the investments, with a primary focus value of \$100,000. The Company has elected to apply the measurement alternative under ASC 321, *Investments—Equity Securities*, for these investments.

Level 3 financial liabilities consist of the warrant liabilities for which there is no current market for these securities such that the determination of fair value requires significant judgment or estimation.

Changes in fair value measurements categorized within Level 3 of the fair value hierarchy are analyzed each period based on proof-of-stake blockchain infrastructure. Our core focus is on driving scalable growth through changes in estimates or assumptions and recorded as appropriate.

A significant decrease in the volatility or a diverse range significant decrease in the Company's stock price, in isolation, would result in a significantly lower fair value measurement. Changes in the values of business streams leveraging and built on top the warrant liabilities are recorded in "change in fair value of our core and proven blockchain infrastructure warrant liabilities" in the Company's statements of operations.

On March 2, 2021, the Company entered into a securities purchase agreement with certain purchasers which closed on March 4, 2021 pursuant to which the Company sold an aggregate of (i) Blockchain Infrastructure 950,000 shares of Common Stock, and (ii) Common Stock warrants (the "Warrants") to purchase up to 712,500 shares of Common Stock for gross proceeds of \$9.5 million in a private placement offering.

The Warrants require, at the option of the holder, a net-cash settlement following certain fundamental transactions (as defined in the Warrants) at the Company. At the time of issuance, the Company maintained control of certain fundamental transactions and as such the Warrants were initially classified in equity. As of June 30, 2024, the Company no longer maintained control of certain fundamental transactions as they did not control a majority of shareholder votes. As such, the Company may be required to cash settle the Warrants if a fundamental transaction occurs which is outside the Company's control. Accordingly, the Warrants are classified as liabilities. The Warrants have been recorded at their fair value using the Black-Scholes valuation model, and will be recorded at their respective fair value at each subsequent balance sheet date. This model incorporates transaction details such as the Company's stock price, contractual terms, maturity, risk-free rates, as well as volatility.

The Warrants require the issuance of registered shares upon exercise, do not expressly preclude an implied right to cash settlement and are therefore accounted for as derivative liabilities. The Company classifies these derivative warrant liabilities on the balance sheet as a current liability.

A summary of quantitative information with respect to the valuation methodology and significant unobservable inputs used for the Company's warrant liabilities that are categorized within Level 3 of the fair value hierarchy at the date of issuance and, as of June 30, 2024 and December 31, 2023, is as follows:

	June 30, 2024	December 31, 2023
Risk-free rate of interest	4.71 %	4.23 %
Expected volatility	103.06 %	108.19 %
Expected life (in years)	1.68	2.18
Expected dividend yield	-	-

The risk-free interest rate was based on rates established by the Federal Reserve Bank. For the Warrants, the Company estimates expected volatility giving primary consideration to the historical volatility of its Common Stock. The general expected volatility is based on the standard deviation of the Company's underlying stock price's daily logarithmic returns. The expected life of the warrants was determined by the expiration date of the warrants. The expected dividend yield was based on the fact that the Company has not historically paid dividends on its Common Stock and does not expect to pay recurring dividends on its Common Stock in the future.

The following table sets forth a summary of the changes in the fair value of the Company's Level 3 financial assets and liabilities for the six months ended June 30, 2024 and 2023, that are measured at fair value on a recurring basis:

	Fair Value of Level 3 Financial Assets	
	June 30, 2024	June 30, 2023
Beginning balance	\$ 100,000	100,000
Purchases	-	-
Unrealized appreciation (depreciation)	-	-
Ending balance	\$ 100,000	\$ 100,000
	Fair Value of Level 3 Financial Liabilities	
	June 30, 2024	June 30, 2023
Beginning balance	\$ 213,750	\$ 213,750
Fair value adjustment of warrant liabilities	(142,500)	142,500
Ending balance	\$ 71,250	\$ 356,250

Note 7 – Stockholders' Equity

Common Stock

The Company operates validator nodes received shareholder approval on various delegated proof-of-stake and proof-of-stake based blockchain networks, with an emphasis on Ethereum. We earn native token rewards by validating transactions across various blockchain networks by staking July 11, 2023 to amend our crypto assets on validator nodes operated by BTCS and third parties. Articles of Incorporation to increase the number of authorized shares of common stock from 97,500,000 shares to 975,000,000. On July 12, 2023, the Company filed a Certificate of Amendment to the Articles of Incorporation to effectuate the increase of our authorized shares of common stock to 975,000,000.

Our evaluationAt-The-Market Offering Agreement

On September 14, 2021, the Company entered into an At-The-Market Offering Agreement (the "ATM Agreement") with H.C. Wainwright & Co., LLC, as agent ("H.C. Wainwright"), pursuant to which the Company may offer and sell, from time-to-time through H.C. Wainwright, shares of blockchain networks involves comprehensive due diligence procedures, including assessments the Company's Common Stock having an aggregate offering price of blockchain quality, reward potential, up to \$98,767,500 (the "Shares"). The Company will pay H.C. Wainwright a commission rate equal to 3.0% of the aggregate gross proceeds from each sale of Shares.

During the six months ended June 30, 2024, the Company sold a total of 163,831 shares of Common Stock under the ATM Agreement for aggregate total gross proceeds of approximately \$252,000 at an average selling price of \$1.54 per share, resulting in net proceeds of approximately \$240,000 after deducting commissions and other transaction costs.

Share Based Payments

Effective January 19, 2023, the technical challenges associated with running validator nodes. Criteria for assessing blockchain quality encompass factors such as i) market Board of Directors of the Company approved the annual issuance of \$50,000 of common stock to each independent director. The shares will be issued in four equal installments (\$12,500) at the end of each calendar quarter beginning March 31st, subject to continued service on each applicable issuance date. The number of shares issuable will be based on the closing price of the Company's common stock on the last trading day prior to the end of the applicable calendar quarter. For the six months ended June 30, 2024, 39,987 shares of common stock were issued to independent directors.

For the six months ended June 30, 2024, 414,148 shares of common stock were issued to officers related to payment of 2023 accrued bonus compensation totaling approximately \$675,000. Of the shares issued, 43,220 were returned to net settle the issuance and on-chain statistics, ii) liquidity, iii) potential blockchain utility, iv) history and milestones, v) growth and development roadmap, vi) use cases, vii) community interest, vii) quality pay related taxes, resulting in a net share issuance of documentation, viii) decentralization, and ix) any other publicly available information.370,928.

StakeSeeker – Staking-as-a-Service Preferred Stock

BTCS's Staking-as-a-Service ("StaaS") business model allows for crypto asset holders to earn token rewards by participating in network consensus mechanisms through staking and delegating their crypto assets to Company operated validator nodes. As a non-custodial validator operator, Series V

Effective January 27, 2023, the Company receives a percentage Board approved the issuance of a crypto asset holders' staking rewards generated newly designated Series V Preferred Stock ("Series V") on a one-for-one basis to the Company's shareholders (including restricted stock unit holders and warrant holders). The distribution of Series V shares was approved and completed on June 2, 2023 to shareholders as of the record date of May 12, 2023. The Series V: (i) is non-convertible, (ii) has a validator node fee, for our ministerial role in hosting 20% liquidation preference over the validator node. This creates shares of common stock, (iii) is non-voting, and (iv) has certain rights to dividends and distributions (at the discretion of the Board of Directors). A total of 14,542,803 shares of Series V Preferred Stock were distributed to shareholders on June 2, 2023.

The fair value of the Series V as of the record date, May 12, 2023, amounted to approximately \$2,560,000. The Company used a probability valuation model to determine the fair value of the preferred stock.

For the year ended December 31, 2023, an opportunity for scalable revenue and business growth with limited additional costs. The Company's StaaS strategy provides a more accessible and cost-effective alternative for crypto asset holders.25,026 shares of Series V were issued related to participate in blockchain networks' consensus mechanisms, promoting the growth and adoption vesting of blockchain technology. eligible employee RSUs.

2021 Equity Incentive Plan

The Company’s internally-developed “StakeSeeker” platform is a personal finance software 2021 Equity Incentive Plan (the “2021 Plan”) was effective on January 1, 2021 and education center with a comprehensive crypto dashboard for crypto asset holders approved by shareholders on March 31, 2021 and amended on June 13, 2022. The Company received shareholder approval on July 11, 2023 to connect, monitor, track, increase the authorized amount under the 2021 Plan from 7,000,000 shares to 12,000,000 shares.

Options

The following weighted-average assumptions were used to estimate the fair value of options granted on the deemed grant date during the six months ended June 30, 2024 and analyze their crypto portfolios across exchanges and wallets in a single analytics platform. The StakeSeeker dashboard reads user data from digital wallets and utilizes application programming interfaces (APIs) to read data from crypto exchanges and does not allow 2023 for the trading or custody Black-Scholes formula:

	Six Months Ended June 30,	
	2024	2023
Exercise price	\$ 1.55	\$
Term (years)	5.00	
Expected stock price volatility	144.57 %	15
Risk-free rate of interest	4.31 %	

Expected Volatility: The Company uses historical volatility as an educational center, offering users guidance it provides a reasonable estimate of the expected volatility. Historical volatility is based on the delegation most recent volatility of their crypto assets the stock price over a period of time equivalent to our non-custodial validator nodes, along the expected term of the option.

Risk-Free Interest Rate: The risk-free interest rate is based on the U.S. treasury zero-coupon yield curve in effect at the time of grant for the expected term of the option.

Expected Term: The Company’s expected term represents the weighted-average period that the Company’s stock options are expected to be outstanding. The expected term is based on the expected time to post-vesting exercise of options by employees. The Company uses historical exercise patterns of previously granted options to derive employee behavioral patterns used to forecast expected exercise patterns.

For awards vesting upon the achievement of the market conditions which were met at the date of grant, compensation cost measured on the date of grant was immediately recognized. For awards vesting upon the achievement of the market conditions which were not met at the date of grant, compensation cost measured on the grant date will be recognized on a straight-line basis over the vesting period based on estimation using a Monte-Carlo simulation.

A summary of option activity under the Company's stock option plan for six months ended June 30, 2024 is presented below:

	Number of Shares	Weighted Average Exercise Price	Total Intrinsic Value	Weighted Average Remaining Contractual Life (in years)
Outstanding as of December 31, 2023	1,200,000	\$ 2.12	\$ 8,700	2.4
Employee options granted	120,000	1.52	-	4.9
Employee options expired	(17,500)	10.30	-	-
Outstanding as of June 30, 2024	1,302,500	\$ 1.96	\$ 4,950	2.2
Options vested and exercisable as of June 30, 2024	1,127,500	\$ 2.03	\$ -	1.8

RSUs

On December 29, 2023, upon recommendation of the Compensation Committee, the Board of BTCS Inc. approved the grant of 50,000 RSUs to each of its executive officers (Mr. Allen, Mr. Handerhan, Mr. Prevoznik and Mr. Paranjape), effective January 1, 2024. The RSUs granted vest annually over a 5-year period (10,000 per year) with the ability first vesting date of December 31, 2024 and each subsequent vesting on the one-year anniversary of the first vesting date, subject to monitor such delegation activities through data analysis. StakeSeeker does continued employment on each applicable vesting date.

On January 12, 2024, Messrs. Allen and Handerhan both informed the Compensation Committee, that for personal reasons, they each do not provide or facilitate direct, crypto asset delegation or transaction execution on our platform. The Stake Hub's primary role is accept, and forfeit, the 50,000 restricted stock units granted to offer instructional support and tracking capabilities. There is no active process for crypto asset delegation through the Stake Hub dashboard; it is primarily a monitoring tool. Crypto asset holders are able to delegate to our validator nodes without signing up for our StakeSeeker platform; conversely, crypto asset holders can delegate to validator nodes not operated them each by the Company effective January 1, 2024. Subsequently, effective January 12, 2024, the Compensation Committee approved the grant of 50,000 additional RSUs to Mr. Prevoznik and sign Mr. Paranjape, each, which vest annually over a 5-year period (10,000 per year) with the first vesting date of December 31, 2024 and each subsequent vesting on the one-year anniversary of the first vesting date, subject to continued employment on each applicable vesting date.

A summary of the Company's restricted stock units granted under the 2021 Plan during the six months ended June 30, 2024 are as follows:

	Number of Restricted Stock Units	Weighted Average Grant Date Fair Value
Nonvested at December 31, 2023	1,606,373	\$ 3.25
Granted	300,000	1.71
Forfeited	(100,000)	1.63
Nonvested at June 30, 2024	1,806,373	\$ 3.09

Stock Based Compensation

Stock-based compensation expense is recorded as a part of selling, general and administrative expenses, compensation expenses and cost of revenues. Stock-based compensation expense for the three and six months ended June 30, 2024 and 2023 was as follows:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2024	2023	2024	2023
Employee stock option awards	\$ 22,712	\$ (8,619)	\$ 31,993	\$ (5,312)
Employee restricted stock unit awards	241,752	228,953	480,898	496,291
Non-employee restricted stock awards	35,578	8,333	60,580	24,242
	<u>\$ 300,042</u>	<u>\$ 228,667</u>	<u>\$ 573,471</u>	<u>\$ 515,221</u>

Note 8 – Accrued Expenses

Accrued expenses consist of the following:

	June 30, 2024	December 31, 2023
Accrued compensation	\$ 508,489	\$ 712,092
Accounts payable and accrued expenses	130,850	55,058
	<u>\$ 639,339</u>	<u>\$ 767,150</u>

Accrued compensation includes approximately \$505,000 and \$710,000 related to performance bonus accruals as of June 30, 2024 and December 31, 2023, respectively.

Note 9 – Employee Benefit Plans

The Company maintains defined contribution benefit plans under Section 401(k) of the Internal Revenue Code covering substantially all qualified employees of the Company (the “401(k) Plan”). Under the 401(k) Plan, the Company may make discretionary contributions of up to 100% of employee contributions. For the six months ended June 30, 2024 and 2023, the Company made contributions to the 401(k) Plan of \$109,000 and \$95,000, respectively.

Note 10 – Liquidity

The Company follows “Presentation of Financial Statements—Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity’s Ability to Continue as a Going Concern”. The Company’s financial statements have been prepared assuming that it will continue as a going concern, which contemplates continuity of operations, realization of assets, and liquidation of liabilities in the normal course of business.

As reflected in the financial statements, the Company has historically incurred a net loss and has an accumulated deficit of approximately \$133,148,000 at June 30, 2024, and net cash used in operating activities of approximately \$1,693,000 for StakeSeeker to utilize our software and data analytics. The StakeSeeker platform is currently free-to-use for registered users and is not currently generating revenue, the reporting period then ended. The Company is implementing its business plan and generating revenue; however, the Company’s cash position and liquid crypto assets are sufficient to support its daily operations over the next twelve months. Our Form S-3 expired on August 14, 2024. The Company filed a new Form S-3 on February 14, 2024. As a result of SEC comments, the new Form S-3 has not yet gone effective and therefore we may not sell shares under the ATM Agreement.

Note 11 – Subsequent Events

The Company evaluates events that have occurred after the balance sheet date but before the financial statements are issued. Based upon the evaluation, the Company did not identify any recognized or non-recognized subsequent events that would have required adjustment or disclosure in the financial statements other than disclosed.

During the period from July 1, 2024 to August 16, 2024, the Company sold a broker-dealer or total of 279,896 shares of Common Stock under the ATM Agreement for aggregate total gross proceeds of approximately \$431,000 at an investment advisor average selling price of \$1.54 per share, resulting in net proceeds of approximately \$413,000 after deducting commissions and does not provide any such related services, other transaction costs.

A StaaS provider maintains a ministerial role in validating transactions on a given dPoS network on behalf of its Delegators by (1) using open-source software to stake the relevant crypto assets; (2) monitoring Financial Condition and maintaining the nodes it is operating to ensure the computers remain online to validate transactions; and (3) verifying transactions on the network when required.

As a non-custodial StaaS provider, we do not hold or take possession of any Delegator funds, crypto assets, or crypto asset rewards at any point during the staking or delegation process. Delegation does not involve the transfer of crypto asset ownership to a Validator. During the process of staking, delegated crypto assets remain in the Delegator's digital wallets. The blockchain network calculates rewards earned, which are then distributed directly to the Delegator's wallet (not BTCs). At no point does the Validator gain access, control, or custody of the original staked crypto assets or the earned crypto rewards through staking to its node. Therefore, the Company does not have any exposure to the custodial risks that a crypto exchange would have related to excessive redemptions or withdrawals of crypto assets, suspension of redemptions, or withdrawals. Further, we do not issue or hold crypto assets on behalf of third parties and have no exposure to the risks an exchange would have with respect to loans, rehypothecation, or margin. Operations.

The following table details discussion and analysis of financial condition and results of operations should be read in conjunction with our historical financial statements and the blockchain networks notes to those statements that appear elsewhere in this report. Certain statements in the discussion contain forward-looking statements based upon current expectations that involve risks and uncertainties, such as plans, objectives, expectations and intentions. Actual results and the timing of events could differ materially from those anticipated in these forward-looking statements as a result of a number of factors, including those discussed in the Risk Factors contained in our Annual Report on which BTCs operates nodes that support third-party delegations as part of our staking-as-a-service operations, including Form 10-K for the amount of third-party crypto assets delegated year ended December 31, 2023. When we refer to our non-custodial validator nodes, as of March 31, 2024:

Blockchain Network	Validator Fee Percentage %	Delegated Crypto Assets (Native Tokens)	Delegated Crypto Assets (USD)
Cosmos	5%*	118,000 ATOM	\$ 1,450,005
Akash	5%*	180,000 AKT	\$ 864,591
Oasis	0%	1,937,000 ROSE	\$ 266,236
Avalanche	2%*	70,000 AVAX	\$ 3,797,291
Kava	5%*	29,000 KAVA	\$ 31,091
Total			\$ 6,409,214

the "2024 Quarter" and the "2023 Quarter" we are referring to the three months ended June 30, 2024 and June 30, 2023, respectively. When we refer to the "2024 Period" and the "2023 Period" we are referring to the six months ended June 30, 2024 and June 30, 2023, respectively.

* indicates the minimum required by the blockchain network.

Builder+ – Ethereum Block Building

In January 2024, we introduced "Builder+", an Ethereum block builder. Builder+ utilizes algorithms to construct optimized blocks for on-chain validation. While we anticipate scalable revenue from Builder+, it may not materialize in the near future under current interpretations of ASC 606, "Revenue from Contracts with Customers," as described in Note 3 to our financial statements.

	For the Three Months Ending March 31, 2024
Gas fees earned from blocks proposed	\$ 33,033
Validator payments for block space	(65,613)
Revenue earned from Ethereum block building through Builder+	\$ (32,580)

Upon re-evaluation, the Company determined that gas fees earned by our Ethereum block builders should be recognized as gross revenue. The Validator Payments, which are fees paid to the validator nodes for the contractual rights to control transaction bundles within the blocks, should be presented separately as cost of revenues. The Company previously presented the net amount of gas fees, after netting off the Validator Payments made, as revenue. This change from a net to a gross presentation aligns more closely with the economic realities of our business operations and the transaction structure within the Ethereum network.

The Company has retrospectively applied this change in accounting principle to the financial statements for the three months ended March 31, 2024, to ensure comparability across all periods presented. The effect of this change results in an increase in the presentation of both revenues and cost of revenues by \$65,614 for the three months ended March 31, 2024. The effect of this change in accounting principle is immaterial and does not impact the reported gross profit, net income (loss), or any balance sheet items for the current or prior periods.

Detailed impacts for the three months ended March 31, 2024, are presented in the following table:

	For the Three Months Ending March 31, 2024	
	As reported on Form 10-Q	As revised resulting from change in accounting principle
Revenues	\$ 385,773	\$ 451,387
Cost of revenues	95,012	160,626
Gross profit	\$ 290,761	\$ 290,761

Based on an analysis of ASC 250, *Accounting Changes and Error Corrections*, and Staff Accounting Bulletin 99, *Materiality*, the Company has determined that the effect of this change was immaterial to the previously issued financial statements for the three months ended March 31, 2024.

The Company elected to implement this change in accounting principle as it provides a more accurate and transparent view of our Ethereum block building operations. This change enhances stakeholders' understanding of the operational performance and the financial aspects of our block building activities under Builder+.

Note 5 – Crypto Assets

The following table presents the Company's crypto assets held as of June 30, 2024:

Asset	Tokens	Cost	Fair Market Value
Ethereum (ETH)	7,935	\$ 9,260,043	\$ 27,235,107
Cosmos (Atom)	293,886	5,069,377	1,975,032
Solana (SOL)	6,839	461,376	1,001,728
Avalanche (Avax)	18,510	1,147,773	542,525
Axie Infinity (AXS)	71,704	1,998,689	434,956
Polygon (Matic)	518,554	858,094	290,027
Oasis Network (ROSE)	-	-	-
Kusama (KSM)	8,074	1,435,665	191,929
Kava (KAVA)	358,318	1,098,857	158,376
NEAR Protocol (NEAR)	82,867	179,702	438,780
Akash (AKT)	129,891	91,642	466,154
Cardano (ADA)	268,582	403,582	105,270

Mina (MINA)	95,777	69,624	51,720
Polkadot (DOT)	9,386	145,287	58,218
Evmos (EVMOS)	364,037	98,612	11,249
Tezos (XTZ)	26,845	74,025	21,296
Band Protocol (BAND)	992	1,500	1,221
Total		\$ 22,393,848	\$ 32,983,588
	19		

Note 6 – Fair Value of Financial Assets and Liabilities

The Company measures certain assets and liabilities at fair value. The Company defines fair value as the price that would be received from selling an asset or paid to transfer a liability (i.e., an ‘exit price’) in the principal or most advantageous market in an orderly transaction between market participants at the measurement date.

Fair value is estimated by applying the following hierarchy, which prioritizes the inputs used to measure fair value into three levels and bases the categorization within the hierarchy upon the lowest level of input that is available and significant to the fair value measurement:

Level 1 – Valuations based on unadjusted quoted prices in active markets for identical, unrestricted assets or liabilities that are accessible at the measurement date. Since valuations are based on quoted prices that are readily and regularly available in an active market, these valuations do not entail a significant degree of judgment.

Level 2 – Valuations based on observable inputs other than quoted prices in active markets for identical assets and liabilities, quoted prices for identical or similar assets or liabilities in inactive markets, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 – Valuations based on inputs that are generally unobservable and typically reflect management’s estimate of assumptions that market participants would use in pricing the asset or liability.

Financial instruments, including cash and cash equivalents, accounts and other receivables, accounts payable and accrued liabilities are carried at cost, which management believes approximates fair value due to the short-term nature of these instruments.

The following tables present the Company’s assets and liabilities that are measured at fair value on a recurring basis and the Company’s estimated level within the fair value hierarchy of those assets and liabilities as of June 30, 2024 and December 31, 2023:

Fair Value Measured at June 30, 2024				
	Total at June 30, 2024	Quoted prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets				
Crypto Assets	\$ 32,983,588	\$ 32,983,588	\$ -	\$ -
Investments	100,000	-	-	100,000
Total Assets	\$ 33,083,588	\$ 32,983,588	\$ -	\$ 100,000
Liabilities				
Warrant Liabilities	\$ 71,250	\$ -	\$ -	\$ 71,250
Fair Value Measured at December 31, 2023				
	Total at December 31, 2023	Quoted prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets				
Crypto Assets	\$ 25,202,929	\$ 25,202,929	\$ -	\$ -
Investments	100,000	-	-	100,000
Total Assets	\$ 25,302,929	\$ 25,202,929	\$ -	\$ 100,000
Liabilities				
Warrant Liabilities	\$ 213,750	\$ -	\$ -	\$ 213,750

The Company did not make any transfers between the levels of the fair value hierarchy during the six months ended June 30, 2024 and 2023.

Level 3 Valuation Techniques

Level 3 financial assets consist of private equity investments for which there is no current public market for these securities such that the determination of fair value requires significant judgment or estimation. As of June 30, 2024 and December 31, 2023, the Company's Level 3 investments were carried at original cost of the investments, with a value of \$100,000. The Company has elected to apply the measurement alternative under ASC 321, *Investments—Equity Securities*, for these investments.

Level 3 financial liabilities consist of the warrant liabilities for which there is no current market for these securities such that the determination of fair value requires significant judgment or estimation.

Changes in fair value measurements categorized within Level 3 of the fair value hierarchy are analyzed each period based on changes in estimates or assumptions and recorded as appropriate.

A significant decrease in the volatility or a significant decrease in the Company's stock price, in isolation, would result in a significantly lower fair value measurement. Changes in the values of the warrant liabilities are recorded in "change in fair value of warrant liabilities" in the Company's statements of operations.

On March 2, 2021, the Company entered into a securities purchase agreement with certain purchasers which closed on March 4, 2021 pursuant to which the Company sold an aggregate of (i) 950,000 shares of Common Stock, and (ii) Common Stock warrants (the "Warrants") to purchase up to 712,500 shares of Common Stock for gross proceeds of \$9.5 million in a private placement offering.

The Warrants require, at the option of the holder, a net-cash settlement following certain fundamental transactions (as defined in the Warrants) at the Company. At the time of issuance, the Company maintained control of certain fundamental transactions and as such the Warrants were initially classified in equity. As of June 30, 2024, the Company no longer maintained control of certain fundamental transactions as they did not control a majority of shareholder votes. As such, the Company may be required to cash settle the Warrants if a fundamental transaction occurs which is outside the Company's control. Accordingly, the Warrants are classified as liabilities. The Warrants have been recorded at their fair value using the Black-Scholes valuation model, and will be recorded at their respective fair value at each subsequent balance sheet date. This model incorporates transaction details such as the Company's stock price, contractual terms, maturity, risk-free rates, as well as volatility.

The Warrants require the issuance of registered shares upon exercise, do not expressly preclude an implied right to cash settlement and are therefore accounted for as derivative liabilities. The Company classifies these derivative warrant liabilities on the balance sheet as a current liability.

A summary of quantitative information with respect to the valuation methodology and significant unobservable inputs used for the Company's warrant liabilities that are categorized within Level 3 of the fair value hierarchy at the date of issuance and, as of June 30, 2024 and December 31, 2023, is as follows:

	June 30, 2024	December 31, 2023
Risk-free rate of interest	4.71 %	4.23 %
Expected volatility	103.06 %	108.19 %
Expected life (in years)	1.68	2.18
Expected dividend yield	-	-

The risk-free interest rate was based on rates established by the Federal Reserve Bank. For the Warrants, the Company estimates expected volatility giving primary consideration to the historical volatility of its Common Stock. The general expected volatility is based on the standard deviation of the Company's underlying stock price's daily logarithmic returns. The expected life of the warrants was determined by the expiration date of the warrants. The expected dividend yield was based on the fact that the Company has not historically paid dividends on its Common Stock and does not expect to pay recurring dividends on its Common Stock in the future.

The following table sets forth a summary of the changes in the fair value of the Company's Level 3 financial assets and liabilities for the six months ended June 30, 2024 and 2023, that are measured at fair value on a recurring basis:

	Fair Value of Level 3 Financial Assets	
	June 30, 2024	June 30, 2023
Beginning balance	\$ 100,000	100,000
Purchases	-	-
Unrealized appreciation (depreciation)	-	-
Ending balance	\$ 100,000	\$ 100,000
	Fair Value of Level 3 Financial Liabilities	
	June 30, 2024	June 30, 2023
Beginning balance	\$ 213,750	\$ 213,750
Fair value adjustment of warrant liabilities	(142,500)	142,500
Ending balance	\$ 71,250	\$ 356,250

Note 7 – Stockholders' Equity

Common Stock

The Company received shareholder approval on July 11, 2023 to amend our Articles of Incorporation to increase the number of authorized shares of common stock from 97,500,000 shares to 975,000,000. On July 12, 2023, the Company filed a Certificate of Amendment to the Articles of Incorporation to effectuate the increase of our authorized shares of common stock to 975,000,000.

At-The-Market Offering Agreement

On September 14, 2021, the Company entered into an At-The-Market Offering Agreement (the "ATM Agreement") with H.C. Wainwright & Co., LLC, as agent ("H.C. Wainwright"), pursuant to which the Company may offer and sell, from time-to-time through H.C. Wainwright, shares of the Company's Common Stock having an aggregate offering price of up to \$98,767,500 (the "Shares"). The Company will pay H.C. Wainwright a commission rate equal to 3.0% of the aggregate gross proceeds from each sale of Shares.

During the six months ended June 30, 2024, the Company sold a total of 163,831 shares of Common Stock under the ATM Agreement for aggregate total gross proceeds of approximately \$252,000 at an average selling price of \$1.54 per share, resulting in net proceeds of approximately \$240,000 after deducting commissions and other transaction costs.

Share Based Payments

Effective January 19, 2023, the Board of Directors of the Company approved the annual issuance of \$50,000 of common stock to each independent director. The shares will be issued in four equal installments (\$12,500) at the end of each calendar quarter beginning March 31st, subject to continued service on each applicable issuance date. The number of shares issuable will be based on the closing price of the Company's common stock on the last trading day prior to the end of the applicable calendar quarter. For the six months ended June 30, 2024, 39,987 shares of common stock were issued to independent directors.

For the six months ended June 30, 2024, 414,148 shares of common stock were issued to officers related to payment of 2023 accrued bonus compensation totaling approximately \$675,000. Of the shares issued, 43,220 were returned to net settle the issuance and pay related taxes, resulting in a net share issuance of 370,928.

Preferred Stock

Series V

Effective January 27, 2023, the Board approved the issuance of a newly designated Series V Preferred Stock ("Series V") on a one-for-one basis to the Company's shareholders (including restricted stock unit holders and warrant holders). The distribution of Series V shares was approved and completed on June 2, 2023 to shareholders as of the record date of May 12, 2023. The Series V: (i) is non-convertible, (ii) has a 20% liquidation preference over the shares of common stock, (iii) is non-voting, and (iv) has certain rights to dividends and distributions (at the discretion of the Board of Directors). A total of 14,542,803 shares of Series V Preferred Stock were distributed to shareholders on June 2, 2023.

The fair value of the Series V as of the record date, May 12, 2023, amounted to approximately \$2,560,000. The Company used a probability valuation model to determine the fair value of the preferred stock.

For the year ended December 31, 2023, an additional 25,026 shares of Series V were issued related to the vesting of eligible employee RSUs.

2021 Equity Incentive Plan

The Company’s 2021 Equity Incentive Plan (the “2021 Plan”) was effective on January 1, 2021 and approved by shareholders on March 31, 2021 and amended on June 13, 2022. The Company received shareholder approval on July 11, 2023 to increase the authorized amount under the 2021 Plan from 7,000,000 shares to 12,000,000 shares.

The following weighted-average assumptions were used to estimate the fair value of options granted on the deemed grant date during the six months ended June 30, 2024 and 2023 for the Black-Scholes formula:

	Six Months Ended June 30,	
	2024	2023
Exercise price	\$ 1.55	\$ 1.55
Term (years)	5.00	5.00
Expected stock price volatility	144.57 %	144.57 %
Risk-free rate of interest	4.31 %	4.31 %

Expected Volatility: The Company uses historical volatility as it provides a reasonable estimate of the expected volatility. Historical volatility is based on the most recent volatility of the stock price over a period of time equivalent to the expected term of the option.

Risk-Free Interest Rate: The risk-free interest rate is based on the U.S. treasury zero-coupon yield curve in effect at the time of grant for the expected term of the option.

Expected Term: The Company’s expected term represents the weighted-average period that the Company’s stock options are expected to be outstanding. The expected term is based on the expected time to post-vesting exercise of options by employees. The Company uses historical exercise patterns of previously granted options to derive employee behavioral patterns used to forecast expected exercise patterns.

For awards vesting upon the achievement of the market conditions which were met at the date of grant, compensation cost measured on the date of grant was immediately recognized. For awards vesting upon the achievement of the market conditions which were not met at the date of grant, compensation cost measured on the grant date will be recognized on a straight-line basis over the vesting period based on estimation using a Monte-Carlo simulation.

A summary of option activity under the Company's stock option plan for six months ended June 30, 2024 is presented below:

	Number of Shares	Weighted Average Exercise Price	Total Intrinsic Value	Weighted Average Remaining Contractual Life (in years)
Outstanding as of December 31, 2023	1,200,000	\$ 2.12	\$ 8,700	2.4
Employee options granted	120,000	1.52	-	4.9
Employee options expired	(17,500)	10.30	-	-
Outstanding as of June 30, 2024	1,302,500	\$ 1.96	\$ 4,950	2.2
Options vested and exercisable as of June 30, 2024	1,127,500	\$ 2.03	\$ -	1.8

RSUs

On December 29, 2023, upon recommendation of the Compensation Committee, the Board of BTCS Inc. approved the grant of 50,000 RSUs to each of its executive officers (Mr. Allen, Mr. Handerhan, Mr. Prevoznik and Mr. Paranjape), effective January 1, 2024. The RSUs granted vest annually over a 5-year period (10,000 per year) with the first vesting date of December 31, 2024 and each subsequent vesting on the one-year anniversary of the first vesting date, subject to continued employment on each applicable vesting date.

On January 12, 2024, Messrs. Allen and Handerhan both informed the Compensation Committee, that for personal reasons, they each do not accept, and forfeit, the 50,000 restricted stock units granted to them each by the Company effective January 1, 2024. Subsequently, effective January 12, 2024, the Compensation Committee approved the grant of 50,000 additional RSUs to Mr. Prevoznik and Mr. Paranjape, each, which vest annually over a 5-year period (10,000 per year) with the first vesting date of December 31, 2024 and each subsequent vesting on the one-year anniversary of the first vesting date, subject to continued employment on each applicable vesting date.

A summary of the Company's restricted stock units granted under the 2021 Plan during the six months ended June 30, 2024 are as follows:

	Number of Restricted Stock Units	Weighted Average Grant Date Fair Value
Nonvested at December 31, 2023	1,606,373	\$ 3.25
Granted	300,000	1.71
Forfeited	(100,000)	1.63
Nonvested at June 30, 2024	1,806,373	\$ 3.09

Stock Based Compensation

Stock-based compensation expense is recorded as a part of selling, general and administrative expenses, compensation expenses and cost of revenues. Stock-based compensation expense for the three and six months ended June 30, 2024 and 2023 was as follows:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2024	2023	2024	2023
Employee stock option awards	\$ 22,712	\$ (8,619)	\$ 31,993	\$ (5,312)
Employee restricted stock unit awards	241,752	228,953	480,898	496,291
Non-employee restricted stock awards	35,578	8,333	60,580	24,242
	<u>\$ 300,042</u>	<u>\$ 228,667</u>	<u>\$ 573,471</u>	<u>\$ 515,221</u>

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Note 8 – Accrued Expenses

Accrued expenses consist of the following:

	June 30, 2024	December 31, 2023
Accrued compensation	\$ 508,489	\$ 712,092
Accounts payable and accrued expenses	130,850	55,058
	<u>\$ 639,339</u>	<u>\$ 767,150</u>

Accrued compensation includes approximately \$505,000 and \$710,000 related to performance bonus accruals as of June 30, 2024 and December 31, 2023, respectively.

Note 9 – Employee Benefit Plans

The Company maintains defined contribution benefit plans under Section 401(k) of the Internal Revenue Code covering substantially all qualified employees of the Company (the “401(k) Plan”). Under the 401(k) Plan, the Company may make discretionary contributions of up to 100% of employee contributions. For the six months ended June 30, 2024 and 2023, the Company made contributions to the 401(k) Plan of \$109,000 and \$95,000, respectively.

Note 10 – Liquidity

The Company follows “Presentation of Financial Statements—Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity’s Ability to Continue as a Going Concern”. The Company’s financial statements have been prepared assuming that it will continue as a going concern, which contemplates continuity of operations, realization of assets, and liquidation of liabilities in the normal course of business.

As reflected in the financial statements, the Company has historically incurred a net loss and has an accumulated deficit of approximately \$133,148,000 at June 30, 2024, and net cash used in operating activities of approximately \$1,693,000 for the reporting period then ended. The Company is implementing its business plan and generating revenue; however, the Company’s cash position and liquid crypto assets are sufficient to support its daily operations over the next twelve months. Our Form S-3 expired on August 14, 2024. The Company filed a new Form S-3 on February 14, 2024. As a result of SEC comments, the new Form S-3 has not yet gone effective and therefore we may not sell shares under the ATM Agreement.

Note 11 – Subsequent Events

The Company evaluates events that have occurred after the balance sheet date but before the financial statements are issued. Based upon the evaluation, the Company did not identify any recognized or non-recognized subsequent events that would have required adjustment or disclosure in the financial statements other than disclosed.

During the period from July 1, 2024 to August 16, 2024, the Company sold a total of 279,896 shares of Common Stock under the ATM Agreement for aggregate total gross proceeds of approximately \$431,000 at an average selling price of \$1.54 per share, resulting in net proceeds of approximately \$413,000 after deducting commissions and other transaction costs.

ITEM 2 Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion and analysis of financial condition and results of operations should be read in conjunction with our historical financial statements and the notes to those statements that appear elsewhere in this report. Certain statements in the discussion contain forward-looking statements based upon current expectations that involve risks and uncertainties, such as plans, objectives, expectations and intentions. Actual results and the timing of events could differ materially from those anticipated in these forward-looking statements as a result of a number of factors, including those discussed in the Risk Factors contained in our Annual Report on Form 10-K for the year ended December 31, 2023. When we refer to the "2024 Quarter" and the "2023 Quarter" we are referring to the three months ended June 30, 2024 and June 30, 2023, respectively. When we refer to the "2024 Period" and the "2023 Period" we are referring to the six months ended June 30, 2024 and June 30, 2023, respectively.

Company Overview

BTCS Inc. is a Nasdaq listed company operating in the blockchain technology sector since 2014 and is one of the only U.S. publicly traded companies with a primary focus on proof-of-stake blockchain infrastructure. Our core focus is on driving scalable growth through a diverse range of business streams leveraging and built on top of our core and proven blockchain infrastructure operations.

Blockchain Infrastructure

The Company operates validator nodes on various delegated proof-of-stake and proof-of-stake based blockchain networks, with an emphasis on Ethereum. We earn native token rewards by validating transactions across various blockchain networks by staking our crypto assets on validator nodes operated by BTCS and third parties.

Our evaluation of blockchain networks involves comprehensive due diligence procedures, including assessments of blockchain quality, reward potential, and the technical challenges associated with running validator nodes. Criteria for assessing blockchain quality encompass factors such as i) market and on-chain statistics, ii) liquidity, iii) potential blockchain utility, iv) history and milestones, v) growth and development roadmap, vi) use cases, vii) community interest, viii) quality of documentation, ix) decentralization, and ix) any other publicly available information.

StakeSeeker – Staking-as-a-Service

BTCS's Staking-as-a-Service ("StaaS") business model allows for crypto asset holders to earn token rewards by participating in network consensus mechanisms through staking and delegating their crypto assets to Company operated validator nodes. As a non-custodial validator operator, the Company receives a percentage of a crypto asset holders' staking rewards generated as a validator node fee, for our ministerial role in hosting the validator node. This creates an opportunity for scalable revenue and business growth with limited additional costs. The Company's StaaS strategy provides a more accessible and cost-effective alternative for crypto asset holders to participate in blockchain networks' consensus mechanisms, promoting the growth and adoption of blockchain technology.

The Company's internally-developed "StakeSeeker" platform is a personal finance software and education center with a comprehensive crypto dashboard for crypto asset holders to connect, monitor, track, and analyze their crypto portfolios across exchanges and wallets in a single analytics platform. The StakeSeeker dashboard reads user data from digital wallets and utilizes application programming interfaces (APIs) to read data from crypto exchanges and does not allow for the trading or custody of crypto assets. StakeSeeker's Stake Hub functions as an educational center, offering users guidance on the delegation of their crypto assets to our non-custodial validator nodes, along with the ability to monitor such delegation activities through data analysis. StakeSeeker does not provide or facilitate direct, crypto asset delegation or transaction execution on our platform. The Stake Hub's primary role is to offer instructional support and tracking capabilities. There is no active process for crypto asset delegation through the Stake Hub dashboard; it is primarily a monitoring tool. Crypto asset holders are able to delegate to our validator nodes without signing up for our StakeSeeker platform; conversely, crypto asset holders can delegate to validator nodes not operated by the Company and sign up for StakeSeeker to utilize our software and data analytics. The StakeSeeker platform is currently free-to-use for registered users and is not currently generating revenue. The Company is not a broker-dealer or an investment advisor and does not provide any such related services.

A StaaS provider maintains a ministerial role in validating transactions on a given dPoS network on behalf of its Delegators by (1) using open-source software to stake the relevant crypto assets; (2) monitoring and maintaining the nodes it is operating to ensure the computers remain online to validate transactions; and (3) verifying transactions on the network when required.

As a non-custodial StaaS provider, we do not hold or take possession of any Delegator funds, crypto assets, or crypto asset rewards at any point during the staking or delegation process. Delegation does not involve the transfer of crypto asset ownership to a Validator. During the process of staking, delegated crypto assets remain in the Delegator's digital wallets. The blockchain network calculates rewards earned, which are then distributed directly to the Delegator's wallet. The blockchain network does not distribute any of the Delegator's earned crypto rewards to BTCS. At no point does the Validator gain access, control, or custody of the original staked crypto assets or the earned crypto rewards through staking to its node. Therefore, the Company does not have any exposure to the custodial risks that a crypto exchange would have related to excessive redemptions or withdrawals of crypto assets, suspension of redemptions, or withdrawals. Further, we do not issue or hold crypto assets on behalf of third parties and have no exposure to the risks an exchange would have with respect to loans, rehypothecation, or margin.

The following table details the blockchain networks on which BTCS operates nodes that support third-party delegations as part of our staking-as-a-service operations, including the amount of third-party crypto assets delegated to our non-custodial validator nodes, as of June 30, 2024:

Blockchain Network	Validator Fee Percentage %	Delegated Crypto Assets (Native Tokens)	Delegated Crypto Assets (\$USD)
Cosmos	5 %*	112,000 ATOM	\$ 749,997
Akash	5 %*	171,000 AKT	\$ 612,071
Oasis	5 %	2,359,000 ROSE	\$ 234,963
Kava	5 %*	28,000 KAVA	\$ 12,351
Total			\$ 1,609,382

* indicates the minimum required by the blockchain network.

Builder+ – Ethereum Block Building

In January 2024, we introduced “Builder+”, an Ethereum block builder. Builder+ utilizes algorithms to construct optimized blocks for on-chain validation. The Company aims to maximize the value of gas fees earned by increasing block production the number of blocks we purchase while minimizing Validator Payments required for purchasing block space from validators to propose blocks to the Ethereum network. space.

The following table further details the operational results of Builder+ for the three and six months ended June 30, 2024.

Asset	For the Three Months Ended June 30,				For the Six Months Ended June 30,			
	2024		2023		2024		2023	
	Token Rewards	Revenue (\$USD)	Token Rewards	Revenue (\$USD)	Token Rewards	Revenue (\$USD)	Token Rewards	Revenue (\$USD)
Ethereum (ETH)								
Gas fees earned from blocks proposed	23	\$ 75,853	-	\$ -	34	\$ 108,886	-	\$ -
Validator payments for block space	(28)	\$ (92,499)	-	\$ -	(51)	\$ (158,112)	-	\$ -
Net ETH earned from Ethereum block building through Builder+	(5)	\$ (16,646)	-	\$ -	(17)	\$ (49,226)	-	\$ -

ChainQ – AI Analytics

On July 10, 2024, the Company announced the public launch of the ChainQ beta. ChainQ is an AI-powered blockchain data and analytics platform, designed to allow users to query real-time and historical on-chain blockchain data. Through comprehensive indexing of public blockchain data from our Blockchain Infrastructure operations, ChainQ is intended to provide an intuitive and straightforward platform for users to access on-chain data. ChainQ is currently under development with target beta release in 2024.

Crypto Assets

The tables below detail BTC's quarterly crypto asset holdings as of the end of each quarter beginning with the 2023 Quarter through and ending the 2024 Quarter.

Crypto Assets Held at Period the End of the Following Calendar Quarters:

Asset	2023 Q1	2023 Q2	2023 Q3	2023 Q4	2024 Q1	2023 Q2	2023 Q3	2023 Q4	2024 Q1	2024 Q2
Ethereum (ETH)	8,524	7,833	7,748	7,815	7,868	7,833	7,748	7,815	7,868	7,935
Cardano (ADA)	262,860	263,293	264,751	265,254	266,543	263,293	264,751	265,254	266,543	268,582
Kusama (KSM)	6,767	6,946	7,246	7,313	7,796	6,946	7,246	7,313	7,796	8,074
Tezos (XTZ)	74,765	25,375	25,760	26,174	26,492	25,375	25,760	26,174	26,492	26,845
Solana (SOL)	7,493	7,621	7,752	7,845	7,964	7,621	7,752	7,845	7,964	6,839
Polkadot (DOT)	7,526	7,882	8,284	8,650	9,010	7,882	8,284	8,650	9,010	9,386
Cosmos (ATOM)	102,298	243,472	256,784	270,098	281,264	243,472	256,784	270,098	281,264	293,886
Polygon (MATIC)	486,806	492,965	499,548	506,010	512,241	492,965	499,548	506,010	512,241	518,554
Avalanche (AVAX)	17,178	17,824	17,824	17,842	17,842	17,824	17,824	17,842	17,842	18,510
Axie Infinity (AXS)	46,482	50,955	55,584	60,552	65,932	50,955	55,584	60,552	65,932	71,704
Kava (KAVA)	304,968	315,362	327,862	345,394	351,685	315,362	327,862	345,394	351,685	358,318
Band Protocol (BAND)	992	992	992	992	992	992	992	992	992	992
Mina (MINA)	79,937	81,377	84,257	90,017	92,897	81,377	84,257	90,017	92,897	95,777
Oasis Network (ROSE)	2,569,991	2,600,279	2,626,600	2,647,629	2,663,766	2,600,279	2,626,600	2,647,629	2,663,766	-
Akash (AKT)	110,213	113,063	115,735	119,071	123,646	113,063	115,735	119,071	123,646	129,891
NEAR Protocol (NEAR)	75,724	77,389	79,067	80,267	80,981	77,389	79,067	80,267	80,981	82,867
Evmos (EVMOS)	-	295,422	322,693	345,777	357,203	295,422	322,693	345,777	357,203	364,037

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Fair Market Value of Crypto Assets at **Period** **the End of the Following Calendar Quarters:**

Asset	2023 Q1	2023 Q2	2023 Q3	2023 Q4	2024 Q1
Ethereum (ETH)	\$ 15,530,133	\$ 15,141,859	\$ 12,948,491	\$ 17,829,264	\$ 28,700,380
Cardano (ADA)	104,861	75,553	67,259	157,615	173,350
Kusama (KSM)	236,070	175,352	138,166	329,353	377,395
Tezos (XTZ)	83,614	20,452	17,569	26,379	37,118
Solana (SOL)	158,625	144,010	165,849	796,327	1,613,543
Polkadot (DOT)	47,720	40,763	34,009	70,879	86,858
Cosmos (ATOM)	1,144,459	2,261,411	1,859,407	2,860,870	3,455,299
Polygon (MATIC)	544,815	325,857	266,400	491,138	514,187
Avalanche (AVAX)	304,341	231,941	164,759	687,713	964,888
Axie Infinity (AXS)	389,893	302,966	254,967	535,546	726,572
Kava (KAVA)	270,486	305,501	207,289	301,429	374,932
Band Protocol (BAND)	1,857	1,260	1,121	2,174	2,223
Mina (MINA)	62,101	39,579	32,095	122,007	115,192
Oasis Network (ROSE)	156,698	128,686	109,516	363,571	366,108
Akash (AKT)	34,510	63,311	94,686	291,574	592,956
NEAR Protocol (NEAR)	150,854	107,088	89,660	293,204	591,162
Evmos (EVMOS)	-	26,069	24,089	43,886	28,612
Total	19,221,037	19,391,658	16,475,332	25,202,929	38,720,775
QoQ Change	53 %	1 %	-15 %	53 %	54 %
YoY Change	-54 %	63 %	11 %	101 %	101 %

Asset	2023 Q2	2023 Q3	2023 Q4	2024 Q1	2024 Q2
Ethereum (ETH)	\$ 15,141,859	\$ 12,948,491	\$ 17,829,264	\$ 28,700,380	\$ 27,235,107
Cardano (ADA)	75,553	67,259	157,615	173,350	105,270
Kusama (KSM)	175,352	138,166	329,353	377,395	191,929
Tezos (XTZ)	20,452	17,569	26,379	37,118	21,296
Solana (SOL)	144,010	165,849	796,327	1,613,543	1,001,728
Polkadot (DOT)	40,763	34,009	70,879	86,858	58,218
Cosmos (ATOM)	2,261,411	1,859,407	2,860,870	3,455,299	1,975,032
Polygon (MATIC)	325,857	266,400	491,138	514,187	290,027
Avalanche (AVAX)	231,941	164,759	687,713	964,888	542,525
Axie Infinity (AXS)	302,966	254,967	535,546	726,572	434,956
Kava (KAVA)	305,501	207,289	301,429	374,932	158,376
Band Protocol (BAND)	1,260	1,121	2,174	2,223	1,221
Mina (MINA)	39,579	32,095	122,007	115,192	51,720
Oasis Network (ROSE)	128,686	109,516	363,571	366,108	-
Akash (AKT)	63,311	94,686	291,574	592,956	466,154
NEAR Protocol (NEAR)	107,088	89,660	293,204	591,162	438,780
Evmos (EVMOS)	26,069	24,089	43,886	28,612	11,249
Total	19,391,658	16,475,332	25,202,929	38,720,775	32,983,588
QoQ Change	1 %	-15 %	53 %	54 %	-15 %
YoY Change	63 %	11 %	101 %	101 %	70 %

Prices of Crypto Assets at **Period End*** **the End of the Following Calendar Quarters:**

Asset	2023 Q1	2023 Q2	2023 Q3	2023 Q4	2024 Q1	2023 Q2	2023 Q3	2023 Q4	2024 Q1	2024 Q2
Ethereum (ETH)	\$ 1,822	\$ 1,933	\$ 1,671	\$ 2,281	\$ 3,648	\$ 1,933	\$ 1,671	\$ 2,281	\$ 3,648	\$ 3,432
Cardano (ADA)	0.40	0.29	0.25	0.59	0.65	0.29	0.25	0.59	0.65	0.39
Kusama (KSM)	34.89	25.24	19.07	45.04	48.41	25.24	19.07	45.04	48.41	23.77
Tezos (XTZ)	1.12	0.81	0.68	1.01	1.40	0.81	0.68	1.01	1.40	0.79
Solana (SOL)	21.17	18.90	21.40	101.51	202.60	18.90	21.40	101.51	202.60	146.48
Polkadot (DOT)	6.34	5.17	4.11	8.19	9.64	5.17	4.11	8.19	9.64	6.20
Cosmos (ATOM)	11.19	9.29	7.24	10.59	12.28	9.29	7.24	10.59	12.28	6.72
Polygon (MATIC)	1.12	0.66	0.53	0.97	1.00	0.66	0.53	0.97	1.00	0.56
Avalanche (AVAX)	17.72	13.01	9.24	38.54	54.08	13.01	9.24	38.54	54.08	29.31
Axie Infinity (AXS)	8.39	5.95	4.59	8.84	11.02	5.95	4.59	8.84	11.02	6.07
Kava (KAVA)	0.89	0.97	0.63	0.87	1.07	0.97	0.63	0.87	1.07	0.44
Band Protocol (BAND)	1.87	1.27	1.13	2.19	2.24	1.27	1.13	2.19	2.24	1.23
Mina (MINA)	0.78	0.49	0.38	1.36	1.24	0.49	0.38	1.36	1.24	0.54
Oasis Network (ROSE)	0.06	0.05	0.04	0.14	0.14	0.05	0.04	0.14	0.14	0.10
Akash (AKT)	0.31	0.56	0.82	2.45	4.80	0.56	0.82	2.45	4.80	3.59

NEAR Protocol (NEAR)	1.99	1.38	1.13	3.65	7.30	1.38	1.13	3.65	7.30	5.30
Evmos (EVMOS)		0.09	0.07	0.13	0.08	0.09	0.07	0.13	0.08	0.03

* The prices have been rounded to the nearest whole dollar for prices above \$100

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Crypto Asset Rewards

The tables below detail BTCS's quarterly crypto assets earned during each of the 2023 Quarter through the 2024 Quarter, following quarters:

Crypto assets earned from BTCS validator nodes

Asset	2023 Q1	2023 Q2	2023 Q3	2023 Q4	2024 Q1	2023 Q2	2023 Q3	2023 Q4	2024 Q1	2024 Q2
Ethereum (ETH)	98	108	85	67	65	108	85	67	65	72
Cosmos (ATOM)	5,980	10,662	13,312	13,314	11,166	10,662	13,312	13,314	11,166	12,565
Akash (AKT)	2,807	2,851	2,671	3,337	4,575	2,851	2,671	3,337	4,575	6,246
Kava (KAVA)	13,008	10,394	12,500	17,532	6,292	10,394	12,500	17,532	6,292	6,632
NEAR Protocol (NEAR)	1,022	1,665	1,606	1,200	714					
Mina (MINA)	5,760	1,440	2,880	5,760	2,880	1,440	2,880	5,760	2,880	2,880
Oasis Network (ROSE)	20,364	30,287	26,321	21,029	16,137	30,287	26,321	21,029	16,137	10,431
Kusama (KSM)	273	180	300	67	10	180	300	67	10	279
Avalanche (AVAX)	-	646	-	18	-	646	-	18	-	668
NEAR Protocol (NEAR)						1,665	1,606	1,200	714	-
Evmos (EVMOS)	-	32,236	27,271	30,084	-	32,236	27,271	30,084	-	-
Tezos (XTZ)	1,179	435	385	414	-	435	385	414	-	-

Crypto assets earned from Ethereum block building through Builder+

Crypto assets earned from Ethereum block building through Bandor												
Asset	2023 Q1				2023 Q2		2023 Q3		2023 Q4		2024 Q1	
Ethereum (ETH)											(12)	
Asset	2023 Q1	2023 Q2	2023 Q3	2023 Q4	2024 Q1	2024 Q2						
Ethereum (ETH)	-	-	-	-	11	23						

Crypto assets earned from staking to third-party validator nodes

Asset	2023 Q1	2023 Q2	2023 Q3	2023 Q4	2024 Q1	2023 Q2	2023 Q3	2023 Q4	2024 Q1	2024 Q2
Axie Infinity (AXS)	4,452	4,474	4,629	4,967	5,381	4,474	4,629	4,967	5,381	5,772
Solana (SOL)	121	128	131	93	119	128	131	93	119	139
Polygon (MATIC)	5,981	6,158	6,276	6,462	6,230	6,158	6,276	6,462	6,230	6,314
Polkadot (DOT)	246	356	402	366	360	356	402	366	360	376
Evmos (EVMOS)	-	-	-	-	11,426	-	-	-	11,426	6,834
Cardano (ADA)	-	433	1,458	503	1,289	433	1,458	503	1,289	2,039
Tezos (XTZ)	-	-	-	-	318	-	-	-	318	354
NEAR Protocol (NEAR)						-	-	-	-	1,886
31										

Fair Market Value of Crypto Asset Rewards Earned Recognized as Revenue

The tables below detail the fair market value of BTCS's quarterly crypto assets earned as revenue during the 2023 Quarter through the 2024 Quarter, following calendar quarters:

Revenue earned from BTCS validator nodes

Asset	2023 Q1	2023 Q2	2023 Q3	2023 Q4	2024 Q1	2023 Q2	2023 Q3	2023 Q4	2024 Q1	2024 Q2
Ethereum (ETH)	\$ 154,634	\$ 201,121	\$ 151,699	\$ 131,903	\$ 188,078	\$ 201,121	\$ 151,699	\$ 131,903	\$ 188,078	\$ 241,588
Cosmos (ATOM)	75,469	109,787	106,982	116,726	121,074	109,787	106,982	116,726	121,074	104,580
Akash (AKT)	1,045	1,159	2,263	5,341	18,746	1,159	2,263	5,341	18,746	26,740
Kava (KAVA)	11,735	9,351	9,523	13,033	5,252	9,351	9,523	13,033	5,252	4,305
NEAR Protocol (NEAR)	2,111	2,841	2,050	1,834	4,422					
Mina (MINA)	3,837	1,070	1,234	4,818	3,646	1,070	1,234	4,818	3,646	2,439
Oasis Network (ROSE)	1,196	1,735	1,183	1,688	2,218	1,735	1,183	1,688	2,218	1,036
Kusama (KSM)	9,412	4,960	6,416	1,193	475	4,960	6,416	1,193	475	8,108
Avalanche (AVAX)	-	8,403	-	714	-	8,403	-	714	-	18,491
NEAR Protocol (NEAR)						2,841	2,050	1,834	4,422	-
Evmos (EVMOS)	-	5,862	2,016	2,929	-	5,862	2,016	2,929	-	-
Tezos (XTZ)	1,269	432	288	337	-	432	288	337	-	-
Total revenue earned from BTCS validator nodes	\$ 260,708	\$ 346,721	\$ 283,654	\$ 280,516	\$ 343,911					
Total revenue earned from BTCS blockchain infrastructure operations						\$ 346,721	\$ 283,654	\$ 280,516	\$ 343,911	\$ 407,287

Revenue earned from Ethereum block building through Builder+

Asset	2023 Q1	2023 Q2	2023 Q3	2023 Q4	2024 Q1	2023 Q1	2023 Q2	2023 Q3	2023 Q4	2024 Q1	2024 Q2
Ethereum (ETH)	\$ -	\$ -	\$ -	\$ -	\$ (32,580)	\$ -	\$ -	\$ -	\$ -	\$ 33,033	\$ 75,853
Total revenue earned from Ethereum block building through Builder+	\$ -	\$ -	\$ -	\$ -	\$ (32,580)	\$ -	\$ -	\$ -	\$ -	\$ 33,033	\$ 75,853

Revenue earned from staking to third-party validator nodes

Asset	2023 Q1	2023 Q2	2023 Q3	2023 Q4	2024 Q1	2023 Q2	2023 Q3	2023 Q4	2024 Q1	2024 Q2
Axie Infinity (AXS)	\$ 40,028	\$ 29,313	\$ 23,755	\$ 34,595	\$ 48,322	\$ 29,313	\$ 23,755	\$ 34,595	\$ 48,322	\$ 36,379
Solana (SOL)	2,531	2,581	2,860	3,620	15,372	2,581	2,860	3,620	15,372	21,353
Polygon (MATIC)	6,737	5,057	3,676	5,143	5,731	5,057	3,676	5,143	5,731	3,758
Polkadot (DOT)	1,504	1,957	1,898	1,999	2,957	1,957	1,898	1,999	2,957	2,619
Evmos (EVMOS)	-	-	-	-	940	-	-	-	940	268
Cardano (ADA)	-	124	399	252	753	124	399	252	753	837
Tezos (XTZ)	-	-	-	-	367	-	-	-	367	338
NEAR Protocol (NEAR)						-	-	-	-	12,500
Total revenue earned from staking to third-party validator nodes	\$ 50,800	\$ 39,032	\$ 32,588	\$ 45,609	\$ 74,442	\$ 39,032	\$ 32,588	\$ 45,609	\$ 74,442	\$ 78,052
Total revenue earned	\$ 311,508	\$ 385,753	\$ 316,242	\$ 326,125	\$ 385,773	\$ 385,753	\$ 316,242	\$ 326,125	\$ 451,386	\$ 561,192

Results of Operations for the Three and Six Months Ended March 31, 2024 June 30, 2024 and 2023

The following tables reflect our operating results for the three and six months ended March 31, 2024 June 30, 2024 and 2023:

	For the Three Months Ended				For the Three Months Ended			
	March 31,		\$ Change	% Change	June 30,		\$ Change	% Change
	2024	2023	2024	2024	2024	2023	2024	2024
Revenues								
Blockchain infrastructure revenues (net of fees)	\$ 385,773	\$ 311,508	\$ 74,265	24 %	\$ 561,192	\$ 385,753	\$ 175,439	45 %
Total revenues	385,773	311,508	74,265	24 %	561,192	385,753	175,439	45 %
Cost of revenues								
Blockchain infrastructure costs	95,012	82,014	12,998	16 %	168,848	113,612	55,236	49 %
Gross profit	290,761	229,494	61,267	27 %	392,344	272,141	120,203	44 %
Operating expenses:								
General and administrative	\$ 487,599	\$ 609,829	\$ (122,230)	(20) %	\$ 538,956	\$ 617,569	\$ (78,613)	(13) %
Research and development	146,549	201,625	(55,076)	(27) %	163,777	180,903	(17,126)	(9) %
Compensation and related expenses	455,779	462,090	(6,311)	(1) %	875,491	578,496	296,995	51 %
Marketing	57,602	6,243	51,359	823 %	28,477	2,723	25,754	946 %
Realized (gains) losses on crypto asset transactions	(10,687)	(7,554)	(3,133)	41 %	(287,327)	568,031	(855,358)	(151) %
Total operating expenses	1,136,842	1,272,233	(135,291)	(11) %	1,319,374	1,947,722	(628,348)	(32) %
Other income (expenses):								
Change in unrealized appreciation (depreciation) on crypto assets	13,102,667	6,293,207	6,809,460	108 %	(5,943,339)	355,033	(6,298,372)	(1,774) %
Change in fair value of warrant liabilities	-	(285,000)	285,000	(100) %	142,500	142,500	-	- %
Total other income (expenses)	13,102,667	6,008,207	7,094,460	118 %	(5,800,839)	497,533	(6,298,372)	(1,266) %
Net income	\$ 12,256,586	\$ 4,965,468	7,291,118	(147) %				
Net income (loss)					\$ (6,727,869)	\$ (1,178,048)	(5,549,821)	(471) %
	For the Six Months Ended							
	June 30,		\$ Change	% Change			\$ Change	% Change
	2024	2023	2024	2024	2024	2023	2024	2024
Revenues								
Validator revenue	\$ 1,012,578	\$ 697,261	\$ 315,317	45 %				
Total revenues	1,012,578	697,261	315,317	45 %				
Cost of revenues								
Validator expense	329,473	195,626	133,847	68 %				
Gross profit	683,105	501,635	181,470	36 %				
Operating expenses:								
General and administrative	\$ 1,026,555	\$ 1,227,398	\$ (200,843)	(16) %				
Research and development	310,326	382,528	(72,202)	(19) %				
Compensation and related expenses	1,331,270	1,040,586	290,684	28 %				
Marketing	86,079	8,966	77,113	860 %				
Realized gains on crypto asset transactions	(298,014)	560,477	(858,491)	(153) %				

Total operating expenses	<u>2,456,216</u>	<u>3,219,955</u>	(763,739)	(24)%
Other income (expenses):				
Change in unrealized appreciation (depreciation) on crypto assets	7,159,328	6,648,240	511,088	8 %
Change in fair value of warrant liabilities	<u>142,500</u>	<u>(142,500)</u>	285,000	(200)%
Total other income (expenses)	<u>7,301,828</u>	<u>6,505,740</u>	796,088	12 %
Net loss	\$ 5,528,717	\$ 3,787,420	1,741,297	46 %

Revenues

The increase in revenue during the 2024 Quarter and Period as compared to the 2023 Quarter and Period is primarily due to the increase in fair value of our crypto assets earned as rewards for staking as the market prices of crypto assets continued to rise throughout the 2024 Period compared to 2023 Period. The increase is also partially due to an increase in the 2024 Quarter. This is partially offset by the negative revenue we recognized related to block rewards earned from our Ethereum block building activities during the 2024 Quarter, Quarter and 2024 Period. Although we believe the number of block rewards and tokens we earn from staking and revenue recognized will increase as we continue to expand our blockchain infrastructure efforts, we recognize that volatility in the crypto asset markets may impact the market prices of the crypto assets we earn from staking.

Cost of Revenues

The increase in the cost of revenues during the 2024 Quarter Period as compared to the 2023 Quarter Period is due to new costs associated with our launch the Validator Payments made to purchase block space as part of our Ethereum block building activities during the 2024 Quarter as part and Period. These additional costs are partially offset by the efficiencies realized in our blockchain infrastructure validating operating costs, including streamlining of Builder+, web service hosting fees and reduction of services provided by vendors. We believe our cost of revenues will increase as we continue to ramp up our business, business, particularly our strategy to increase the number and value of block production, requiring additional purchases of block space from Validators.

Summary of Accounting Principle Change in Ethereum Block Building Revenues and Costs

During the second 2024 Quarter, the Company implemented a change in accounting principle related to the presentation of revenues and costs associated with our Ethereum block building operations. This change, made under ASC 606, now presents gas fees earned as gross revenue and Validator Payments as cost of revenues, rather than netting them against each other. This correction, applied retrospectively, better reflects the economic substance of our transactions and provides enhanced transparency. The change does not impact gross profit, net income, or balance sheet items, but it does result in increased reported revenues and costs for the three months ended March 31, 2024.

Operating Expenses

General and administrative expenses consist of director compensation, legal and professional fees and other personnel and related costs. The decrease in the 2024 Quarter Period was primarily due to a decrease of approximately \$110,000 \$140,000 in legal service and related administrative costs from the 2023 Quarter, Period, driven primarily by services surrounding the Series V Preferred Distribution and related listing on Upstream Exchange incurred during the 2023 Quarter. We recently announced that the Company is being investigated by the SEC. To date, our legal and other expenses related to this investigation have not been material, first half of 2023. We are uncertain as to whether our future investigation legal expenses related to the SEC's current investigation of the Company will have a material impact on our operating expenses during the balance of 2024 or thereafter. Additionally, we incurred higher accounting fees related to our audits and Form S-3 registration during the 2024 Period, which is partially offset by other reduced costs resulting from cost cutting measures for other professional fees during the 2024 Period.

Research and development expenses decreased during the 2024 Quarter Period from the 2023 Quarter Period as the Company focused on the beta release of our proprietary StakeSeeker platform in the first quarter 2023, including responding to user feedback and continued planned feature development and incorporation onto the platform. Research and development in the 2024 Quarter Period focused on the launch of Builder+ operations as well as the further development of ChainQ, ChainQ, which launched in July 2024. We anticipate research and development costs to remain consistent as we continue to expand on technological solutions in the blockchain sector with a focus on cost management of our third-party development team.

Compensation and related expenses remained consistent increased during the 2024 Period resulting from the addition of employee headcount during the 2024 Quarter. We believe our compensation expenses will increase from those reported in the 2024 Quarter Period as the Company continues to utilize non-cash equity-based compensation incentives as a core part of our compensation strategy and anticipates anticipate accruals for 2024 performance-based bonus incentives in future reporting periods.

Marketing costs increased during the 2024 Quarter Period as the Company incurred costs associated with the purchase of transaction traffic to bolster Ethereum block production as part of the ramp up of Builder+ operations. The Company anticipates may have additional expenditures for transaction traffic in order to further increase Ethereum block building activities.

The realized gains on crypto asset transactions increased during the 2024 Period as the Company sold certain crypto assets from our blockchain infrastructure operations in order to fund operating activities. The Company may realize additional gains (losses) in the future resulting from the sale of crypto assets earned are sold to meet cash needs.

Other Income (Expenses)

The changes in other income for the 2024 Quarter and Period were primarily attributed to the recognition of the change in unrealized appreciation on crypto assets resulting from the increase in the fair market value of the Company's crypto assets, assets during the 2024 Period compared to the 2023 Period and the decrease in the fair market value of the Company's crypto assets during the 2024 Quarter. Changes in the unrealized appreciation or depreciation of crypto assets are directly influenced by the volatility in crypto markets, which can be challenging for management to predict.

Furthermore, the changes in other income for the 2023 2024 Quarter were primarily partially driven by the decrease in the fair value of warrant liabilities throughout the period. This non-cash expense is influenced by the value of our stock price at the end of each quarter, a factor that we cannot predict.

Net income (loss)

The increase in net income for the 2024 Quarter Period compared to the 2023 Quarter Period is primarily attributable to larger increases in fair value of our crypto assets during the 2024 Period compared to the 2023 Period. The decrease in net loss for the 2024 Quarter compared to the 2023 Quarter is primarily attributable to the peel back of the crypto market during the 2024 Quarter, resulting in declines in the market prices of our crypto assets and reporting of unrealized depreciation in the 2024 Quarter. We acknowledge that our net income (loss) may exhibit significant fluctuations due to the volatility in the crypto asset markets, impacting changes in the fair value of crypto assets during future reporting periods.

Liquidity and Capital Resources

ATM Financing

On September 14, 2021, the Company entered into an At-The-Market Offering Agreement (the "ATM Agreement") with H.C. Wainwright & Co., LLC, as agent ("H.C. Wainwright"), pursuant to which the Company may offer and sell (assuming an effective registration statement on Form S-3), from time-to-time, through H.C. Wainwright, shares of the Company's Common Stock having an aggregate offering price of up to \$98,767,500. From the period September 14, 2021 through May 10, 2024 August 16, 2024, the Company sold a total of 4,346,748 4,790,475 shares of Common Stock under the ATM Agreement for aggregate total gross proceeds of approximately \$17,256,000 \$17,938,000 at an average selling price of \$3.97 \$3.74 per share, resulting in net proceeds of approximately \$16,696,000 \$17,350,000 after deducting commissions and other transaction costs.

Our Form S-3 expired on August 14, 2024. The Company filed a new Form S-3 on February 14, 2024. As a result of SEC comments, the new Form S-3 has not yet gone effective and therefore we may not sell shares under the ATM Agreement.

Liquidity

The Company's financial statements have been prepared assuming that it will continue as a going concern, which contemplates continuity of operations, realization of assets, and liquidation of liabilities in the normal course of business.

Liquidity is the ability of a company to generate funds to support its current and future operations, satisfy its obligations, and otherwise operate on an ongoing basis. As of March 31, 2024 June 30, 2024, the Company had approximately \$671,000 \$537,000 of cash and working capital of approximately \$39,263,000. \$33,005,000.

As of May 10, 2024 August 16, 2024, the Company had approximately \$431,000 \$562,000 of cash and cash equivalents and the fair market value of the Company's liquid crypto assets was approximately \$30,301,000. \$25,291,000. The Company has no outstanding debt. The Company believes that the existing cash and liquid crypto assets held by us provide sufficient liquidity to meet working capital requirements, anticipated capital expenditures and contractual obligations for at least the next 12 months.

Certain of our staked crypto assets may be locked up for varying durations, depending on the specific blockchain protocol, and we may be unable to unstake them in a timely manner in order to liquidate to the extent desired. Lock-up periods for our staked crypto assets range from several hours to six months. During times of instability in the market of crypto assets, we may not be able to sell our crypto assets at reasonable prices or at all. As a result, our crypto assets may not be able to serve as a source of liquidity for us to the same extent as cash and cash equivalents.

Cash Flows

Cash used in operating activities was approximately \$769,000 \$1,693,000 during the 2024 Quarter Period compared to approximately \$1,126,000 \$2,046,000 for the 2023 Quarter. Period. The largest non-cash adjustment to our operating cash flows consisted of approximately \$13,103,000 \$7,159,000 change in in unrealized appreciation on crypto assets during the 2024 Quarter. Period, which is based on volatility in the crypto asset market and cannot be accurately predicted.

Cash provided by investing activities was approximately \$531,000 during the 2024 Period compared to cash used in investing activities was of approximately \$19,000 during the 2024 Quarter compared to approximately \$86,000 \$84,000 for the 2023 Quarter. Period. Net cash outflow for inflows from investing activities was used primarily for resulted from the purchase sale of crypto assets for our blockchain infrastructure operations. assets. We anticipate purchase activity to remain lower and consistent with the similar levels reported during the 2024 Quarter of sales of additional crypto assets in future quarters as we focus our strategies on technical developments. fund operating activities from crypto earned as staking revenues.

Cash provided by financing activities was approximately \$0 \$240,000 during the 2024 Quarter Period compared to approximately \$509,000 \$927,000 for the 2023 Quarter. Period. The cash inflows from financing activities were entirely from proceeds from the Common Stock sold pursuant to the ATM Agreement during the 2023 Quarter. Agreement. The Company plans to continue to raise proceeds from the sale of Common Stock to fund operations as needed.

Off Balance Sheet Transactions

As of **March 31, 2024** **June 30, 2024**, there were no off-balance sheet arrangements and we were not a party to any off-balance sheet transactions. We have no guarantees or obligations other than those which arise out of normal business operations.

Critical Accounting Policies and Estimates

We discussed the material accounting policies that are critical in making the estimates and judgments in our Annual Report on Form 10-K for the fiscal year ended December 31, 2023, under the caption “Management’s Discussion and Analysis—Critical Accounting Policies and Estimates”. There has been no material change in critical accounting policies or estimates during the period covered by this report.

RECENT ACCOUNTING PRONOUNCEMENTS

For information on recent accounting pronouncements, see Note 3 to the Unaudited Condensed Financial Statements.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This report contains forward-looking statements, including our liquidity, our belief that our blockchain infrastructure efforts will form the core growth for our business, including but not limited to Builder+, StakeSeeker, and **Chain**, **ChainQ**, plans to expand our PoS operations, growth opportunities for the Company, our belief regarding blockchain, expected increase in our revenues and gross margins and future business plans. Forward-looking statements can be identified by words such as “anticipates,” “intends,” “may,” “potential,” “continues,” “plans,” “seeks,” “believes,” “estimates,” “expects” and similar references to future periods.

Forward-looking statements are based on our current expectations and assumptions regarding our business, the economy and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict. Our actual results may differ materially from those contemplated by the forward-looking statements. We caution you therefore against relying on any of these forward-looking statements. They are neither statements of historical fact nor guarantees or assurances of future performance. The results anticipated by any or all of these forward-looking statements might not occur. Important factors that could cause actual results to differ materially from those in the forward-looking statements include the rewards and costs associated with staking or validating transactions on blockchains, regulatory issues related to our business model, a drop in the price of our crypto assets, significant decrease in the value of our crypto assets and rewards, loss or theft of the private withdrawal keys resulting in the complete loss of crypto assets and reward, and others which are contained in our filings with the SEC, including our Form 10-K for the year ended December 31, 2023. Any forward-looking statement made by us speaks only as of the date on which it is made. Factors or events that could cause our actual results to differ may emerge from time to time, and it is not possible for us to predict all of them. We undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required by law.

ITEM 3 Quantitative and Qualitative Disclosures About Market Risk

Not applicable.

ITEM 4 Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and our Chief Financial Officer, have evaluated the effectiveness of the Company’s disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of **March 31, 2024** **June 30, 2024**. Our disclosure controls and procedures are designed to provide reasonable assurance that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the rules and forms of the SEC. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company’s management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Based on this evaluation, management concluded that our disclosure controls and procedures were effective as of **March 31, 2024** **June 30, 2024**.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act that occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1 Legal Proceedings

None.

ITEM 1A Risk Factors

Not applicable to smaller reporting companies.

ITEM 2 Unregistered Sales of Equity Securities and Use of Proceeds

None.

ITEM 3 Defaults Upon Senior Securities

None.

ITEM 4 Mine Safety Disclosures

Not applicable.

ITEM 5 Other Information

No officers, as defined in Rule 16a-1(f), or directors adopted or terminated a “Rule 10b5-1 trading arrangement” or a “non-Rule 10b5-1 trading arrangement,” as defined in Regulation S-K Item 408, during the last fiscal quarter.

ITEM 6 Exhibits

The exhibits listed in the accompanying “Exhibit Index” are filed or incorporated by reference as part of this Form 10-Q.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

May 14, August 19, 2024

BTCS Inc.

By: /s/ Charles Allen
Charles W. Allen
Chief Executive Officer
(Principal Executive Officer)

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EXHIBIT INDEX

Exhibit #	Exhibit Description	Incorporated by Reference			Filed or Furnished Herewith
		Form	Date	Number	
2.1	Articles of Merger	8-K/A	7/31/15	3.1	
2.2	Agreement and Plan of Merger	8-K/A	7/31/15	3.2	
3.1	Amended and Restated Articles of Incorporation, as of May 2010	10-K	3/31/11	3.1	
3.1(a)	Certificate of Amendment to Articles of Incorporation - Increase Authorized Capital	8-K	3/25/13	3.1	
3.1(b)	Certificate of Amendment to Articles of Incorporation - Increase Authorized Capital	8-K	2/5/14	3.1	
3.1(c)	Certificate of Amendment to Articles of Incorporation - Reverse Stock Split	8-K	2/16/17	3.1	
3.1(d)	Certificate of Amendment to Articles of Incorporation - Reverse Stock Split	8-K	4/9/19	3.1	
3.1(e)	Certificate of Change – Reverse Stock Split	8-K	8/17/21	3.1	
3.1(f)	Certificate of Designation – Series V	8-K	1/31/23	3.1	
3.1(g)	Certificate of Amendment to the Series V Certificate of Designation	8-K	4/19/23	3.1	
3.1 (h)	Certificate of Amendment to Articles of Incorporation – Increase Authorized Capital	8-K	7/13/23	3.1	
3.2	Bylaws	S-1	5/29/08	3.2	
3.2(a)	Amendment No. 1 to the Bylaws	8-K	4/12/22	3.1	
4.1	BTCS Inc. 2021 Equity Incentive Plan, as amended	10-Q	8/11/23	4.1	
31.1	Certification of Principal Executive Officer (302)				Filed
31.2	Certification of Principal Financial Officer (302)				Filed
32.1	Certification of Principal Executive and Principal Financial Officer (906)				Furnished**
101.INS	Inline XBRL Instance Document				
101.SCH	Inline XBRL Taxonomy Extension Schema Document				
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document				
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document				
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document				
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document				
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101).				

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3.1(g)	Certificate of Amendment to the Series V Certificate of Designation	8-K	4/19/23	3.1	
3.1 (h)	Certificate of Amendment to Articles of Incorporation – Increase Authorized Capital	8-K	7/13/23	3.1	
3.2	Amended and Restated Bylaws of BTCS Inc.	8-K	7/5/24	3.1	
4.1	BTCS Inc. 2021 Equity Incentive Plan, as amended	10-Q	8/11/23	4.1	
31.1	Certification of Principal Executive Officer (302)				Filed
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101.INS	Inline XBRL Instance Document
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101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101).

** This exhibit is being furnished rather than filed and shall not be deemed incorporated by reference into any filing, in accordance with Item 601 of Regulation S-K.

Copies of this report (including the financial statements) and any of the exhibits referred to above will be furnished at no cost to our shareholders who make a written request to BTCS Inc., 9466 Georgia Avenue #124, Silver Spring, MD 20910, Attention: Corporate Secretary.

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER AND
PRINCIPAL FINANCIAL AND ACCOUNTING OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Charles Allen, certify that:

1. I have reviewed this quarterly report on Form 10-Q of BTCS Inc. for the fiscal quarter ended **March 31, 2024** **June 30, 2024**.
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this interim report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, is made known to us by others, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation;
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;
5. I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the registrant's board of directors:
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Dated: **May 14, 2024** **August 19, 2024**

By: /s/ Charles Allen
Charles Allen
Chief Executive Officer
(Principal Executive Officer)

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER AND
PRINCIPAL FINANCIAL AND ACCOUNTING OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Michael Prevoznik, certify that:

1. I have reviewed this quarterly report on Form 10-Q of BTCS Inc. for the fiscal quarter ended **March 31, 2024** **June 30, 2024**.
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this interim report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, is made known to us by others, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation;

- d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;
5. I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the registrant's board of directors:
- a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
- b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Dated: May 14, 2024 August 19, 2024

By: /s/ Michael Prevoznik
Michael Prevoznik
Chief Financial Officer
(Principal Financial Officer)

EXHIBIT 32.1

CERTIFICATION PURSUANT TO
18 USC, SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of BTCS Inc. (the "Company") on Form 10-Q for the quarter ended March 31, 2024 June 30, 2024, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Charles Allen, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Sec. 1350, as adopted pursuant to Sec. 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Sections 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) Information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: May 14, 2024 August 19, 2024

By: /s/ Charles Allen
Charles Allen
Chief Executive Officer
(Principal Executive Officer)

A signed original of this written statement required by Section 906 has been provided to BTCS Inc. and will be retained by BTCS Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

In connection with the Quarterly Report of BTCS Inc. (the "Company") on Form 10-Q for the quarter ended March 31, 2024 June 30, 2024, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Michael Prevoznik, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Sec. 1350, as adopted pursuant to Sec. 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Sections 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) Information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: May 14, 2024 August 19, 2024

By: /s/ Michael Prevoznik
Michael Prevoznik
Chief Financial Officer
(Principal Financial Officer)

A signed original of this written statement required by Section 906 has been provided to BTCS Inc. and will be retained by BTCS Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

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