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The reader should not assume that the information is accurate and complete.

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

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB 3235-
Number: 0076

Estimated average
burden

hours per
response: 4.00

1. Issuer's Identity

CIK (Filer ID Number)	Previous Names	<input checked="" type="checkbox"/> None	Entity Type
0001812477			<input checked="" type="checkbox"/> Corporation
Name of Issuer			Limited Partnership
Bitfarms Ltd			Limited Liability Company
Jurisdiction of Incorporation/Organization			General Partnership
CANADA (FEDERAL LEVEL)			Business Trust
Year of Incorporation/Organization			Other (Specify)
Over Five Years Ago			
<input checked="" type="checkbox"/> Within Last Five Years (Specify Year) 2018			
Yet to Be Formed			

2. Principal Place of Business and Contact Information

Name of Issuer			
Bitfarms Ltd			
Street Address 1	Street Address 2		
1376 BAYVIEW AVE	UNIT 1		
City	State/Province/Country	ZIP/PostalCode	Phone Number of Issuer
TORONTO	ONTARIO, CANADA	M4G 3A1	416 804-8535

3. Related Persons

Last Name	First Name	Middle Name
Finkielsztain	Andres	
Street Address 1	Street Address 2	
1376 BAYVIEW AVE		
City	State/Province/Country	ZIP/PostalCode
TORONTO	ONTARIO, CANADA	M4G 3A1
Relationship:	Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter <input type="checkbox"/>	

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Grodzki	Emiliano	
Street Address 1	Street Address 2	
1376 BAYVIEW AVE		
City	State/Province/Country	ZIP/PostalCode
TORONTO	ONTARIO, CANADA	M4G 3A1
Relationship:	<input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter <input type="checkbox"/>	

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Vachon	Mathieu	
Street Address 1	Street Address 2	
1376 BAYVIEW AVE		
City	State/Province/Country	ZIP/PostalCode
TORONTO	ONTARIO, CANADA	M4G 3A1
Relationship: X Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Bonta	Nicolas	
Street Address 1	Street Address 2	
1376 BAYVIEW AVE		
City	State/Province/Country	ZIP/PostalCode
TORONTO	ONTARIO, CANADA	M4G 3A1
Relationship: X Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Seccareccia	Pierre	
Street Address 1	Street Address 2	
1376 BAYVIEW AVE		
City	State/Province/Country	ZIP/PostalCode
TORONTO	ONTARIO, CANADA	M4G 3A1
Relationship: Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Howlett	Brian	
Street Address 1	Street Address 2	
1376 BAYVIEW AVE		
City	State/Province/Country	ZIP/PostalCode
TORONTO	ONTARIO, CANADA	M4G 3A1
Relationship: Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Morphy	Geoffrey	
Street Address 1	Street Address 2	
1376 BAYVIEW AVE		
City	State/Province/Country	ZIP/PostalCode
TORONTO	ONTARIO, CANADA	M4G 3A1
Relationship: X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Ferrara	Mauro	
Street Address 1	Street Address 2	
1376 BAYVIEW AVE		
City	State/Province/Country	ZIP/PostalCode
TORONTO	ONTARIO, CANADA	M4G 3A1

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary):

4. Industry Group

Agriculture	Health Care	Retailing
Banking & Financial Services	Biotechnology	Restaurants
Commercial Banking	Health Insurance	Technology
Insurance	Hospitals & Physicians	Computers
Investing	Pharmaceuticals	Telecommunications
Investment Banking	Other Health Care	Other Technology
Pooled Investment Fund	Manufacturing	Travel
Is the issuer registered as an investment company under the Investment Company Act of 1940?	Real Estate	Airlines & Airports
Yes	Commercial	Lodging & Conventions
No	Construction	Tourism & Travel Services
Other Banking & Financial Services	REITS & Finance	Other Travel
Business Services	Residential	X Other
Energy	Other Real Estate	
Coal Mining		
Electric Utilities		
Energy Conservation		
Environmental Services		
Oil & Gas		
Other Energy		

5. Issuer Size

Revenue Range	OR	Aggregate Net Asset Value Range
No Revenues		No Aggregate Net Asset Value
\$1 - \$1,000,000		\$1 - \$5,000,000
\$1,000,001 - \$5,000,000		\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000		\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000		\$50,000,001 - \$100,000,000
Over \$100,000,000		Over \$100,000,000
X Decline to Disclose		Decline to Disclose
Not Applicable		Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

	Investment Company Act Section 3(c)	
Rule 504(b)(1) (not (i), (ii) or (iii))	Section 3(c)(1)	Section 3(c)(9)
Rule 504 (b)(1)(i)	Section 3(c)(2)	Section 3(c)(10)
Rule 504 (b)(1)(ii)	Section 3(c)(3)	Section 3(c)(11)
Rule 504 (b)(1)(iii)	Section 3(c)(4)	Section 3(c)(12)
X Rule 506(b)	Section 3(c)(5)	Section 3(c)(13)
Rule 506(c)	Section 3(c)(6)	Section 3(c)(14)
Securities Act Section 4(a)(5)	Section 3(c)(7)	

7. Type of Filing

New Notice Date of First Sale 2021-01-06 First Sale Yet to Occur
X Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes X No

9. Type(s) of Securities Offered (select all that apply)

X Equity	Pooled Investment Fund Interests
Debt	Tenant-in-Common Securities
X Option, Warrant or Other Right to Acquire Another Security	Mineral Property Securities
X Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes X No

Clarification of Response (if Necessary):

Canadian dollars were converted to US dollars for this Form D using the Bank of Canada exchange rate of one Canadian dollar for US\$0.7883 in effect on January 6, 2021, the date on which Bitfarms Ltd. (the "Company") issued the securities reported herein.

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient	Recipient CRD Number	None
H.C. Wainwright & Co., LLC	375	
(Associated) Broker or Dealer X None	(Associated) Broker or Dealer CRD Number	X None
None	None	

Street Address 1		Street Address 2	
430 Park Avenue			
City	State/Province/Country	ZIP/Postal Code	
New York	NEW YORK	10022	
State(s) of Solicitation (select all that apply) Check "All States" or check individual States	All States	Foreign/non-US	

TEXAS

NEW YORK

13. Offering and Sales Amounts

Total Offering Amount	\$36,610,754 USD	or	Indefinite
Total Amount Sold	\$36,610,754 USD		
Total Remaining to be Sold	\$0 USD	or	Indefinite

Clarification of Response (if Necessary):

Consists of 8,888,889 common shares of the Company ("Common Shares"), 8,888,889 Common Share purchase warrants (\$2.17 per share exercise price) and 711,111 Common Share purchase warrants (\$2.22 per share exercise price), assuming full warrant

exercise.

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering. Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

3

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions\$1,261,280 USD

Estimate

Finders' Fees\$0 USD

Estimate

Clarification of Response (if Necessary):

This Item 15 reflects the cash fee paid to H.C. Wainwright & Co, LLC, which was also issued warrants to purchase 711,111 Common Shares (as described in Item 13 above).

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD

Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

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Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*

•

Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

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Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Bitfarms Ltd	L. Geoffrey Morphy	L. Geoffrey Morphy	President	2021-01-19

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.
