

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 4, 2022

CIPHER MINING INC.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-39625
(Commission File Number)

85-1614529
(IRS Employer
Identification No.)

1 Vanderbilt Avenue
Floor 54, Suite C
New York, New York
(Address of Principal Executive Offices)

10017
(Zip Code)

Registrant's Telephone Number, Including Area Code: (332) 262-2300

222 Purchase Street, Suite #290
Rye, New York 10580
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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 \$.001 per share	CIFR	The Nasdaq Stock Market LLC
Warrants, each whole warrant exercisable for one share of Common Stock at an exercise price of \$11.50 per whole share	CIFRW	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

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.

Item 2.02 Results of Operations and Financial Condition.

On March 4, 2022, Cipher Mining, Inc. (the “Company”) announced its results for the fourth quarter and year ended December 31, 2021. The full text of the press release issued in connection with the announcement is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Item 7.01 Regulation FD Disclosure.

On March 4, 2022, the Company posted a Presentation to its website at <https://investors.ciphermining.com> (the “Presentation”). A copy of the Presentation is furnished as Exhibit 99.2 to this Current Report on Form 8-K. The Company expects to use the Presentation, in whole or in part, and possibly with modifications, in connection with the earnings call with investors, analysts and others.

The information contained in the Presentation is summary information that is intended to be considered in the context of the Company’s Securities and Exchange Commission (“SEC”) filings and other public announcements that the Company may make, by press release or otherwise, from time to time. The Presentation speaks only as of the date of this Current Report on Form 8-K. The Company undertakes no duty or obligation to publicly update or revise the information contained in the Presentation, although it may do so from time to time. Any such updating may be made through the filing of other reports or documents with the SEC, through press releases or through other public disclosure. In addition, the exhibit furnished herewith contains statements intended as “forward-looking statements” that are subject to the cautionary statements about forward-looking statements set forth in such exhibit. By furnishing the information contained in the Presentation, the Company makes no admission as to the materiality of any information in the Presentation that is required to be disclosed solely by reason of Regulation FD.

The information in Item 7.01 and 2.02 of this Current Report on Form 8-K (including Exhibits 99.1 and 99.2 attached hereto) shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly provided by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits related to Item 2.02 and Item 7.01 shall be deemed to be furnished, and not filed:

Exhibit Number	Description
99.1	Press Release of the Company, dated March 4, 2022
99.2	Presentation of the Company, dated March 4, 2022
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

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

Cipher Mining Inc.

Date: March 4, 2022

By: _____ /s/ Tyler Page
Tyler Page
Chief Executive Officer

Cipher Mining Provides Fourth Quarter and Full Year 2021 Business Update*Began Bitcoin Mining in February 2022**Continued Expansion of Partnerships with Energy Industry*

NEW YORK—March 4, 2022—Cipher Mining Inc. (NASDAQ: CIFR) ("Cipher" or the "Company"), a U.S.-based Bitcoin mining company, today announced results for its fourth quarter and year ended December 31, 2021, with an update on its operations and deployment strategy.

"I am pleased to announce that we began Bitcoin mining in February 2022, and we are making excellent progress in our long-term plans to build Cipher into a leading Bitcoin mining enterprise in the United States," said Tyler Page, CEO of Cipher. "We are relentlessly focused on establishing long-term relationships with power providers to secure the most attractive power prices, and Cipher is positioning itself to become the platform of choice for the U.S. power industry to get exposure to Bitcoin mining."

Operations Updates

- Began Bitcoin mining at its first data center in February and is on track for continued expansion throughout 2022 and beyond.
- Executed a non-binding term sheet with Luminant (Vistra) for an approximately 200 MW future site expected to be connected to a renewable energy source.
- Executed a non-binding letter of intent for a new joint venture with a private investor group for an approximately 80 MW future site.
- For current deployment plans, Cipher's anticipated weighted average power price is 2.73c/kWh and anticipated weighted average cost for mining rigs is expected to be \$42.81 per terahash.

Business Update Call and Webcast

Cipher will host a conference call and webcast today at 8:00 a.m. Eastern Time to discuss the fourth quarter and full year results for 2021 and management's outlook for future financial and operational performance. The live webcast and a webcast replay of the conference call can be accessed from the investor relations page of Cipher's website at <https://investors.ciphermining.com>. To access this conference call, dial (844) 689-1757 or (929) 517-0940 and use the conference ID 2281989.

About Cipher

Cipher is an industrial-scale Bitcoin mining company dedicated to expanding and strengthening the Bitcoin network's critical infrastructure. Cipher's goal is to be a leading Bitcoin mining company in the United States. Cipher aims to leverage its best-in-class technology, market-leading power purchase arrangements,

and a seasoned, dedicated senior management team to become a market leader in Bitcoin mining. To learn more about Cipher, please visit <https://www.ciphermining.com/>.

Forward Looking Statements

This press release contains certain forward-looking statements within the meaning of the federal securities laws of the U.S. The Company intends such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 and includes this statement for purposes of complying with these safe harbor provisions. Any statements made in this press release or during the business update conference call that are not statements of historical fact, including statements about our beliefs and expectations regarding our performance, strategy, expansion plans, future operations, future operating results, projected costs, prospects, plans, and objectives of our management, are forward-looking statements and should be evaluated as such. Forward-looking statements include information concerning possible or assumed future results of operations, including descriptions of our business plan and strategies. These forward-looking statements generally are identified by the words "believe," "project," "expect," "anticipate," "estimate," "intend," "strategy," "future," "forecast," "opportunity," "plan," "may," "should," "will," "would," "will be," "will continue," "will likely result," and similar expressions (including the negative versions of such words or expressions).

These forward-looking statements are based upon estimates and assumptions that, while considered reasonable by Cipher and its management, are inherently uncertain. Such forward-looking statements are subject to risks, uncertainties, and other factors that could cause actual results to differ materially from those expressed or implied by such forward looking statements. New risks and uncertainties may emerge from time to time, and it is not possible to predict all risks and uncertainties. Many factors could cause actual future events to differ materially from the forward-looking statements in this document, including but not limited to: volatility in the price of Cipher's securities due to a variety of factors, including changes in the competitive and regulated industry in which Cipher operates, variations in performance across competitors, changes in laws and regulations affecting Cipher's business, and the ability to implement business plans, forecasts, and other expectations and to identify and realize additional opportunities. The foregoing list of factors is not exhaustive. You should carefully consider the foregoing factors and the other risks and uncertainties described in the "Risk Factors" section of our Annual Report on Form 10-K filed with the Securities and Exchange Commission ("SEC") on March 4, 2022 and in Cipher's subsequent filings with the SEC. These filings identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements. Forward-looking statements speak only as of the date they are made. Readers are cautioned not to put undue reliance on forward-looking statements, and Cipher assumes no obligation and, except as required by law, does not intend to update or revise these forward-looking statements, whether as a result of new information, future events, or otherwise.

Contacts:

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Ryan Dicoivitsky / Kendal Till
Dukas Linden Public Relations
CipherMining@DLPR.com

**CIPHER MINING INC.
CONSOLIDATED BALANCE SHEETS**

	<u>December 31, 2021</u>	<u>January 31, 2021</u>
ASSETS		
Current assets		
Cash and cash equivalents	\$ 209,841,257	\$ -
Prepaid expenses	13,818,825	-
Total current assets	<u>223,660,082</u>	<u>-</u>
Property and equipment, net	5,124,266	1,637
Deposits on equipment	114,856,314	-
Deferred offering costs	-	171,450
Deferred investment costs	174,250	-
Security deposits	10,352,306	-
Total assets	<u>\$ 354,167,218</u>	<u>\$ 173,087</u>
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Current liabilities		
Accounts payable	\$ 241,764	\$ 1,919
Accrued expenses	257,487	174,648
Total current liabilities	<u>499,251</u>	<u>176,567</u>
Warrant liability	136,800	-
Total liabilities	<u>636,051</u>	<u>176,567</u>
Commitments and contingencies (Note 9)		
Stockholders' equity (deficit)		
Preferred stock, \$0.001 par value, 10,000,000 shares authorized and none issued and outstanding as of December 31, 2021, no shares authorized as of January 31, 2021	-	-
Common stock, \$0.001 par value, 500,000,000 shares authorized, 252,131,679 shares issued and 249,279,420 shares outstanding as of December 31, 2021, 200,000,000 shares authorized and subscribed as of January 31, 2021	252,132	200,000
Subscription receivable	-	(5)
Additional paid-in capital	425,437,931	(199,995)
Treasury stock, at par, 2,852,259 shares as of December 31, 2021, no shares as of January 31, 2021	(2,852)	-
Accumulated deficit	<u>(72,156,044)</u>	<u>(3,480)</u>
Total stockholders' equity (deficit)	<u>353,531,167</u>	<u>(3,480)</u>
Total liabilities and stockholders' equity (deficit)	<u>\$ 354,167,218</u>	<u>\$ 173,087</u>

CIPHER MINING INC.
CONSOLIDATED STATEMENTS OF OPERATIONS

	Eleven Months Ended December 31, 2021	For the period January 7, 2021 (inception) through January 31, 2021
Costs and expenses		
General and administrative	\$ 72,146,944	\$ 3,475
Depreciation	4,867	5
Total costs and expenses	<u>72,151,811</u>	<u>3,480</u>
Operating loss	<u>(72,151,811)</u>	<u>(3,480)</u>
Other expense		
Interest income	4,331	-
Interest expense	(26,912)	-
Change in fair value of warrant liability	21,828	-
Total other expense	<u>(753)</u>	<u>-</u>
Net loss	<u>\$ (72,152,564)</u>	<u>\$ (3,480)</u>
Basic and diluted net loss per share	<u>\$ (0.33)</u>	<u>\$ -</u>
Basic and diluted weighted average number of shares outstanding	218,026,424	-

**CIPHER MINING INC.
CONSOLIDATED STATEMENT OF CASH FLOWS**

	Eleven Months Ended December 31, 2021	For the period January 7, 2021 (inception) through January 31, 2021
Cash flows from operating activities		
Net loss	\$ (72,152,564)	\$ (3,480)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	4,867	5
Change in fair value of warrant liability	(21,828)	-
Share-based compensation	63,765,473	-
Changes in assets and liabilities:		
Prepaid expenses	(13,385,639)	-
Security deposits	(10,352,306)	-
Accounts payable	221,775	277
Accrued expenses	254,289	3,198
Net cash used in operating activities	<u>(31,665,933)</u>	<u>-</u>
Cash flows from investing activities		
Deposits on equipment	(114,856,314)	-
Purchases of property and equipment	(5,109,426)	-
Payments for deferred investment costs	(174,250)	-
Net cash used in investing activities	<u>(120,139,990)</u>	<u>-</u>
Cash flows from financing activities		
Proceeds from borrowings on related party loan	7,038,038	-
Repayments under related party loan	(7,038,038)	-
Proceeds from the issuance of common stock	5	-
Business Combination, net of issuance costs paid	384,893,088	-
Repurchase of common shares to pay employee withholding taxes	(23,245,913)	-
Net cash provided by financing activities	<u>361,647,180</u>	<u>-</u>
Net increase in cash and cash equivalents	209,841,257	-
Cash and cash equivalents, beginning of the period	-	-
Cash and cash equivalents, end of the period	<u>\$ 209,841,257</u>	<u>\$ -</u>
Supplemental disclosure of cash flow information		
Cash paid for interest	\$ 26,912	\$ -
Cash paid for income taxes, net	\$ -	\$ -
Supplemental disclosure of noncash investing and financing activities		
Property and equipment purchases in accounts payable	\$ 18,070	\$ 1,642
Net assets assumed from GWAC in the Business Combination	\$ 433,186	\$ -
Non-cash fair value of private warrants	\$ 261,060	\$ -
Deferred offering costs included in accrued expenses	\$ -	\$ 171,450

Non-GAAP Financial Measures

The following is a reconciliation of our non-GAAP loss from operations, which excludes the impact of (i) depreciation of fixed assets and (ii) stock compensation expense, to its most directly comparable GAAP measure for the periods indicated:

	Eleven Months Ended December 31, 2021	For the period January 7, 2021 (inception) through January 31, 2021
Reconciliation of non-GAAP loss from operations:		
Operating loss	\$ (72,151,811)	\$ (3,480)
Depreciation	4,867	5
Stock compensation expense	63,765,473	-
Non-GAAP loss from operations	<u>\$ (8,381,471)</u>	<u>\$ (3,475)</u>

The following are reconciliations of our non-GAAP net loss and non-GAAP basic and diluted net loss per share, in each case excluding the impact of (i) depreciation of fixed assets (ii) change in fair value of warrant liability and (iii) stock compensation expense, to the most directly comparable GAAP measures for the periods indicated:

	Eleven Months Ended December 31, 2021	For the period January 7, 2021 (inception) through January 31, 2021
Reconciliation of non-GAAP net loss:		
Net loss	\$ (72,152,564)	\$ (3,480)
Non-cash adjustments to net loss		
Depreciation	4,867	5
Change in fair value of warrant liability	21,828	-
Stock compensation expense	63,765,473	-
Total non-cash adjustments to net loss	<u>\$ 63,792,168</u>	<u>\$ 5</u>
Non-GAAP net loss	<u>\$ (8,360,396)</u>	<u>\$ (3,475)</u>
Reconciliation of non-GAAP basic and diluted net loss per share:		
Basic and diluted net loss per share	\$ (0.33)	\$ -
Depreciation of fixed assets (per share)	-	-
Change in fair value of warrant liability (per share)	-	-
Stock compensation expense (per share)	0.29	-
Non-GAAP basic and diluted net loss per share	<u>\$ (0.04)</u>	<u>\$ -</u>

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Cipher Mining

March 2022



- This presentation has been prepared by Cipher Mining Inc. and is made for informational purposes only. The information set forth herein does not purport to be complete or to contain all of the information you may desire. You must evaluate, and bear all risks associated with, the use of any information provided hereunder, including any reliance on the accuracy, completeness, safety or usefulness of such information. This information is not intended to be used as the primary basis of investment decisions. It should not be construed as advice designed to meet the particular investment needs of any investor.
- Statements contained herein are made as of the date of this presentation unless stated otherwise, and this presentation shall not under any circumstances create an implication that the information contained herein is correct as of any time after such date or that information will be updated or revised to reflect information that subsequently becomes available or changes occurring after the date hereof. You should read the Company's Annual Report on Form 10-K for the period ended December 31, 2021, the risk factors contained therein, and the other documents that the Company has filed with the SEC for more information about the Company. You can obtain these documents for free by visiting EDGAR on the SEC website at www.sec.gov or on our website at <https://investors.ciphermining.com/financial-information/sec-filings>.
- This presentation shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such state or jurisdiction. This presentation contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. The Company intends such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 and includes this statement for purposes of complying with these safe harbor provisions. Any statements made in this presentation that are not statements of historical fact, including statements about the Company's beliefs and expectations regarding our performance, strategy, expansion plans, future operations, future operating results, projected costs, prospects, plans, and objectives of our management, are forward-looking statements and should be evaluated as such. Forward-looking statements include information concerning possible or assumed future results of operations, including descriptions of our business plan and strategies. These statements often include words such as "anticipate," "expect," "suggests," "plan," "believe," "intend," "estimates," "targets," "projects," "should," "could," "would," "may," "will," "forecast," "outlook," "guidance" and other similar expressions. The Company bases these forward-looking statements on its current expectations, plans and assumptions that the Company has made in light of its experience in the industry, as well as its perceptions of historical trends, current conditions, expected future developments and other factors the Company believes are appropriate under the circumstances at such time. As you read and consider this presentation, you should understand that these statements are not guarantees of future performance or results. The forward-looking statements are subject to and involve risks, uncertainties and assumptions, and you should not place undue reliance on these forward-looking statements. Although the Company believes that these forward-looking statements are based on reasonable assumptions at the time they are made, you should be aware that many factors could affect the Company's actual results or results of operations and could cause actual results to differ materially from those expressed in the forward-looking statements. The Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable law. All future written and oral forward-looking statements made in connection with this presentation attributable to the Company or persons acting on the Company's behalf are expressly qualified in their entirety by this paragraph.
- The contents and appearance of this presentation is copyrighted and the trademarks and service marks are owned by Cipher Mining Inc. All rights reserved.



Cipher Mining

Summary

- U.S. large scale bitcoin miner with key competitive advantages in power, equipment and operations
- Commenced mining operations in February 2022, with significant build-out plans for 2022 and 2023
- Positioned to withstand cyclical in bitcoin mining profitability:
 - 5-year+ power purchase agreements with compelling weighted average power price of ~2.73 c / kWh⁽¹⁾
 - Significant mining rig purchase contracts with multiple providers at \$42.81 / TH/s⁽²⁾

Source: Cipher Mining management

⁽¹⁾ Represents the expected weighted average power price across sites currently under contract. This calculation excludes potential deals under non-binding term sheets

⁽²⁾ Includes Bitmain and MicroBT contracts, net of contribution to joint venture partner



1

Bitcoin Production

- On February 24, 2022, Cipher Mining began mining bitcoin at Alborz data center
- 100% of power to Alborz supplied by wind

2

New Joint Venture

- Non-binding term sheet for new joint venture with private investor group for ~80 MW site (41 MW to Cipher) available in 2H 2022

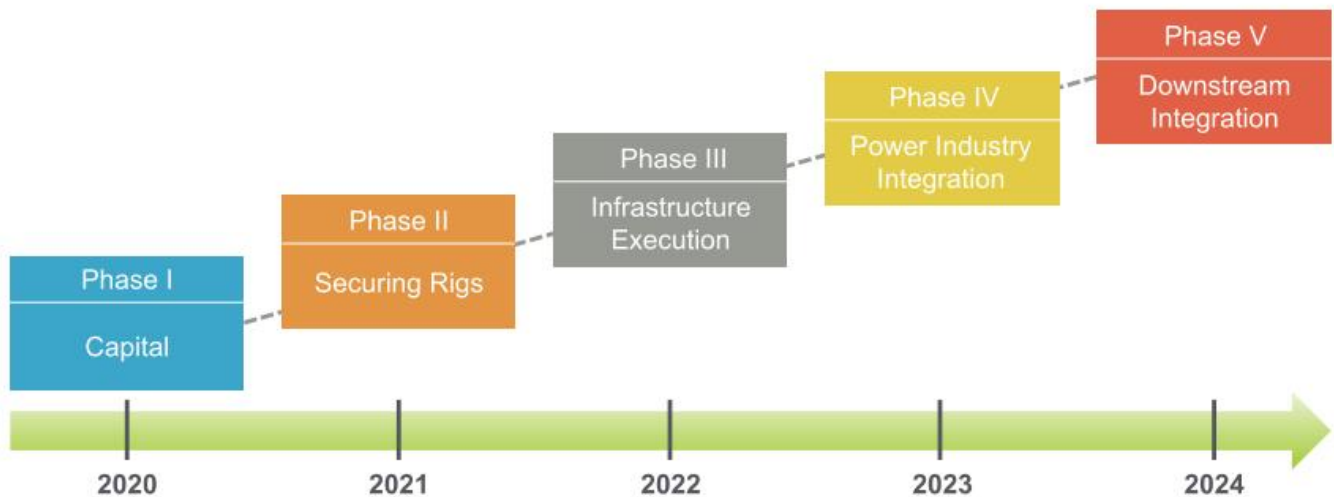
3

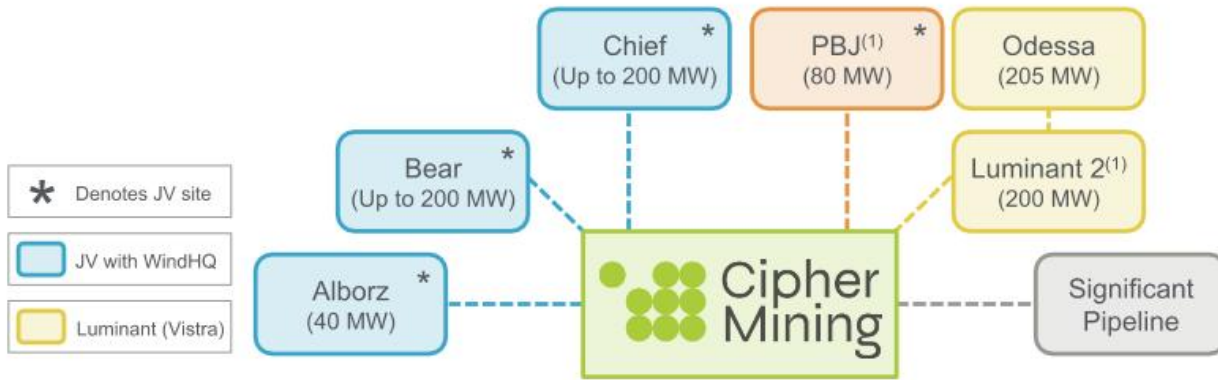
New PPA

- Non-binding term sheet with Luminant (Vistra) for ~200 MW site with 15-year PPA beginning June 30, 2023, connected to a renewable energy source (solar)



- Tremendous advantages to having scale in mining bitcoin
- Miners and investors more comfortable with large capital allocations to projects
- As miners have come to market with increasing scale, the industry is evolving and will continue to go through phases of maturation





Competitive Advantages

- “Turnkey JV” solution
- Robust operating environment
- PPA structuring capabilities
- Data capture and optimization analysis
- Potential for future services to be offered

Why It Makes Sense

- Cipher secures cheapest power
- Higher margins for power provider while avoiding complications of managing bitcoin
- Further incentive for the development of renewable projects

Source: Cipher Mining management

⁽¹⁾ Non-binding term sheet in place. All term sheets are non-binding and remain subject to completion of due diligence and internal approval processes from all parties as well as the negotiation and execution of definitive agreements. The final terms of the definitive agreements, if any, may be significantly different from those set forth in the respective non-binding term sheets

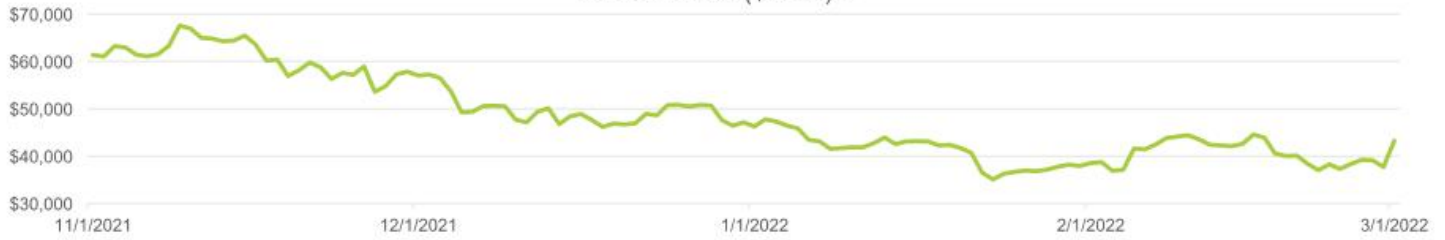
Implementation Plan & Strategy





Market Update

Bitcoin Price (\$USD)⁽¹⁾



1 Volatile Bitcoin prices

- 2 Other miners finding infrastructure now the chokepoint preventing deployment
- Inquiries from other miners asking to host idle machines

3 Mining rig market is evolving

- Bitmain broadly launched S19 XP and S19 Pro+ Hyd.
- Intel rumored to launch competitive ASIC miner
- Inbound inquiries from secondary sellers with increasingly competitive pricing



Key Priorities

- 1 Continued timely deployment at current sites
- 2 Maintain flexibility in dynamic rig market

Source: Cipher Mining management

⁽¹⁾ Represents average USD market price across major Bitcoin exchanges from November 1, 2021, to March 1, 2022, per Blockchain.com



Power & Infrastructure Readiness by Quarter

Total MW Capacity Currently Under Development



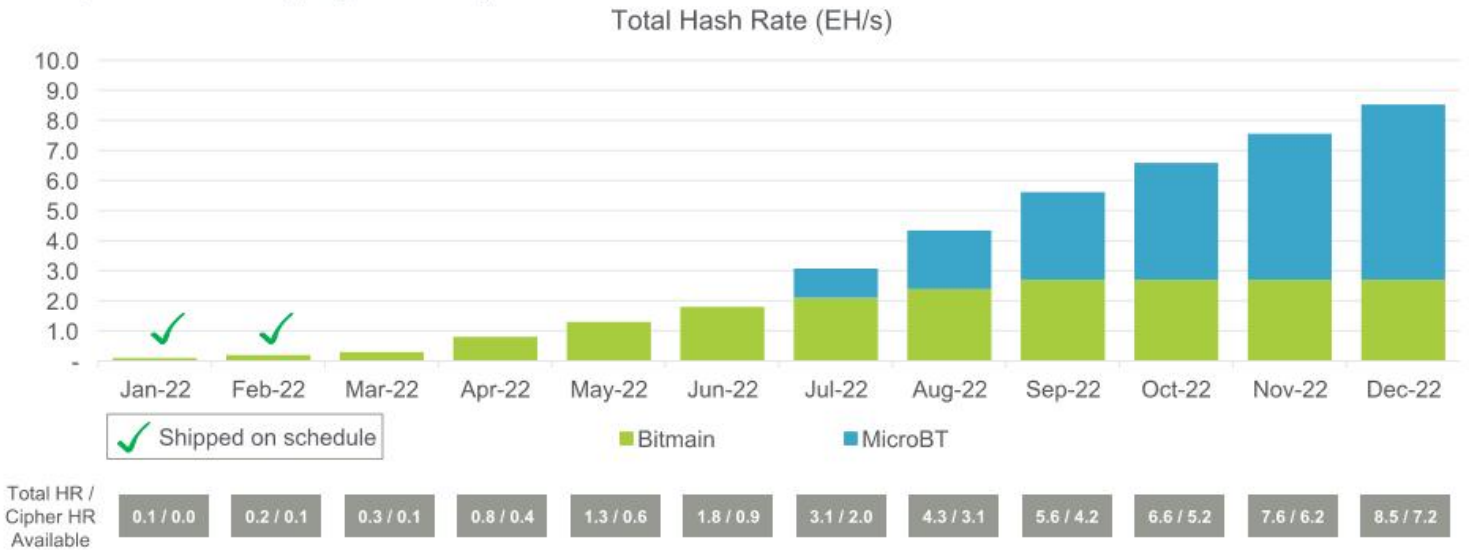
Source: Cipher Mining management

⁽¹⁾ Standard Power data center now targeted for 2023 deployment



- In an evolving market, we seek to maximize flexibility and be opportunistic while maintaining price discipline
- \$42.81 anticipated weighted average cost for mining rigs (\$ / TH/s)⁽¹⁾

Anticipated Machine Shipping Schedule by Month



With opportunistic sourcing of rigs to fill unallocated 2022 infrastructure capacity:

Hash Rate Potential⁽²⁾
12.3 / 9.1 EH/s

Source: Cipher Mining management

⁽¹⁾ Includes Bitmain and MicroBT contracts, net of contribution to joint venture partner

⁽²⁾ Assumes unallocated infrastructure capacity is filled with Bitmain S19 Pro machines





Source: Cipher Mining management





Source: Cipher Mining management



\$42.81 Anticipated Weighted Average Cost for Mining Rigs (\$ / TH/s)⁽¹⁾

33.8 Anticipated Weighted Average Mining Rig Efficiency (J / TH/s)⁽¹⁾

~2.73c Anticipated Weighted Average Power Price (c / kWh)⁽²⁾

~\$450k Anticipated Infrastructure Capex Costs per MW (\$)⁽³⁾

Source: Cipher Mining management

⁽¹⁾ Includes Bitmain and MicroBT contracts, net of contribution to joint venture partner

⁽²⁾ Represents the expected weighted average power price across sites currently under contract. This calculation excludes potential deals under non-binding term sheets

⁽³⁾ Preliminary estimate of non-miner infrastructure capex based on the current market environment (subject to change)



	December 31, 2021	January 31, 2021
ASSETS		
Current assets		
Cash and cash equivalents	\$ 209,841,257	\$ -
Prepaid expenses	13,818,825	-
Total current assets	223,660,082	-
Property and equipment, net	5,124,266	1,637
Deposits on equipment	114,856,314	-
Deferred offering costs	-	171,450
Deferred investment costs	174,250	-
Security deposits	10,352,306	-
Total assets	\$ 354,167,218	\$ 173,087
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Current liabilities		
Accounts payable	\$ 241,764	\$ 1,919
Accrued expenses	257,487	174,648
Total current liabilities	499,251	176,567
Warrant liability	136,800	-
Total liabilities	636,051	176,567
Commitments and contingencies (Note 9)		
Stockholders' equity (deficit)		
Preferred stock, \$0.001 par value, 10,000,000 shares authorized and none issued and outstanding as of December 31, 2021, no shares authorized as of January 31, 2021	-	-
Common stock, \$0.001 par value, 500,000,000 shares authorized, 252,131,679 shares issued and 249,279,420 shares outstanding as of December 31, 2021, 200,000,000 shares authorized and subscribed as of January 31, 2021	252,132	200,000
Subscription receivable	-	(5)
Additional paid-in capital	425,437,931	(199,995)
Treasury stock, at par, 2,852,259 shares as of December 31, 2021, no shares as of January 31, 2021	(2,852)	-
Accumulated deficit	(72,156,044)	(3,480)
Total stockholders' equity (deficit)	353,531,167	(3,480)
Total liabilities and stockholders' equity (deficit)	\$ 354,167,218	\$ 173,087

Source: Cipher Mining management



	Eleven Months Ended December 31, 2021	For the period January 7, 2021 (inception) through January 31, 2021
Costs and expenses		
General and administrative	\$ 72,146,944	\$ 3,475
Depreciation	4,867	5
Total costs and expenses	<u>72,151,811</u>	<u>3,480</u>
Operating loss	<u>(72,151,811)</u>	<u>(3,480)</u>
Other expense		
Interest income	4,331	-
Interest expense	(26,912)	-
Change in fair value of warrant liability	21,828	-
Total other expense	<u>(753)</u>	<u>-</u>
Net loss	<u>\$ (72,152,564)</u>	<u>\$ (3,480)</u>
Basic and diluted net loss per share	\$ (0.33)	\$ -
Basic and diluted weighted average number of shares outstanding	218,026,424	-



The following is a reconciliation of our non-GAAP loss from operations, which excludes the impact of (i) depreciation of fixed assets and (ii) stock compensation expense, to its most directly comparable GAAP measure for the periods indicated:

	Eleven Months Ended December 31, 2021	For the period January 7, 2021 (inception) through January 31, 2021
Reconciliation of non-GAAP loss from operations:		
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Depreciation	4,867	5
Stock compensation expense	63,765,473	-
Non-GAAP loss from operations	<u>\$ (8,381,471)</u>	<u>\$ (3,475)</u>

The following are reconciliations of our non-GAAP net loss and non-GAAP basic and diluted net loss per share, in each case excluding the impact of (i) depreciation of fixed assets (ii) change in fair value of warrant liability and (iii) stock compensation expense, to the most directly comparable GAAP measures for the periods indicated:

	Eleven Months Ended December 31, 2021	For the period January 7, 2021 (inception) through January 31, 2021
Reconciliation of non-GAAP net loss:		
Net loss	\$ (72,152,564)	\$ (3,480)
Non-cash adjustments to net loss		
Depreciation	4,867	5
Change in fair value of warrant liability	21,828	-
Stock compensation expense	63,765,473	-
Total non-cash adjustments to net loss	<u>\$ 63,792,168</u>	<u>\$ 5</u>
Non-GAAP net loss	<u>\$ (8,360,396)</u>	<u>\$ (3,475)</u>
Reconciliation of non-GAAP basic and diluted net loss per share:		
Basic and diluted net loss per share	\$ (0.52)	\$ -
Depreciation of fixed assets (per share)	-	-
Change in fair value of warrant liability (per share)	-	-
Stock compensation expense (per share)	0.29	-
Non-GAAP basic and diluted net loss per share	<u>\$ (0.04)</u>	<u>\$ -</u>

A long-exposure photograph of a starry night sky, showing curved star trails. A dark silhouette of a tree is visible in the lower right portion of the image.

Appendix

The logo for Cipher Mining, consisting of a cluster of green dots of varying sizes arranged in a roughly circular pattern.

Cipher Mining

Statements of Changes in Stockholders' Equity (Deficit)



	Preferred Stock		Common Stock				Treasury Stock		Accumulated Deficit	Total Stockholders' Equity (Deficit)
	Shares	Amount	Shares	Amount	Subscription Receivable	Additional Paid-in Capital	Shares	Amount		
Balance as of January 7, 2021, as previously reported	-	\$ -	-	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Subscription receivable	-	-	500	1	(5)	4	-	-	-	-
Net loss	-	-	-	-	-	-	-	-	(3,480)	(3,480)
Balance as of January 31, 2021, as previously reported	-	-	500	1	(5)	4	-	-	(3,480)	(3,480)
Retroactive application of recapitalization	-	-	199,999,500	199,999	-	(199,999)	-	-	-	-
Balance as of January 31, 2021, after effect of reverse acquisition	-	-	200,000,000	200,000	(5)	(199,995)	-	-	(3,480)	(3,480)
Cash received for common stock subscribed	-	-	-	-	5	-	-	-	-	5
Business Combination, net of redemptions and equity issuance costs of \$40.6 million	-	-	46,381,119	46,381	-	385,121,265	-	-	-	385,167,646
Delivery of common stock underlying restricted stock units	-	-	5,750,560	5,751	-	(5,751)	-	-	-	-
Shares settled for tax withholding on vesting of restricted stock units	-	-	-	-	-	(23,243,061)	(2,852,259)	(2,852)	-	(23,245,913)
Share-based compensation	-	-	-	-	-	63,765,473	-	-	-	63,765,473
Net loss	-	-	-	-	-	-	-	-	(72,152,564)	(72,152,564)
Balance as of December 31, 2021	-	\$ -	252,131,679	\$ 252,132	\$ -	\$ 425,437,931	(2,852,259)	\$ (2,852)	\$ (72,156,044)	\$ 353,531,167

Source: Cipher Mining management



	Eleven Months Ended December 31, 2021	For the period January 7, 2021 (inception) through January 31, 2021
Cash flows from operating activities		
Net loss	\$ (72,152,564)	\$ (3,480)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	4,867	5
Change in fair value of warrant liability	(21,828)	-
Share-based compensation	63,765,473	-
Changes in assets and liabilities:		
Prepaid expenses	(13,385,639)	-
Security deposits	(10,352,306)	-
Accounts payable	221,775	277
Accrued expenses	254,289	3,198
Net cash used in operating activities	(31,665,933)	-
Cash flows from investing activities		
Deposits on equipment	(114,856,314)	-
Purchases of property and equipment	(5,109,426)	-
Payments for deferred investment costs	(174,250)	-
Net cash used in investing activities	(120,139,990)	-
Cash flows from financing activities		
Proceeds from borrowings on related party loan	7,038,038	-
Repayments under related party loan	(7,038,038)	-
Proceeds from the issuance of common stock	5	-
Business Combination, net of issuance costs paid	384,893,088	-
Repurchase of common shares to pay employee withholding taxes	(23,245,913)	-
Net cash provided by financing activities	361,647,180	-
Net increase in cash and cash equivalents	209,841,257	-
Cash and cash equivalents, beginning of the period	-	-
Cash and cash equivalents, end of the period	\$ 209,841,257	\$ -
Supplemental disclosure of cash flow information		
Cash paid for interest	\$ 26,912	\$ -
Cash paid for income taxes, net	\$ -	\$ -
Supplemental disclosure of noncash investing and financing activities		
Property and equipment purchases in accounts payable	\$ 18,070	\$ 1,642
Net assets assumed from GWAC in the Business Combination	\$ 433,186	\$ -
Non-cash fair value of private warrants	\$ 261,060	\$ -
Deferred offering costs included in accrued expenses	\$ -	\$ 171,450



Cipher Mining

March 2022
