

Apex Centinel Business Trust

Trustee Authorization and Offering Statement

(Aligned with Rule 506(c) Offering Requirements – For Verified Accredited Investors Only)

1. Integration into Rule 506(c) Offering Memorandum

Section: Strategic Relationship Opportunities

Future Collaboration Intent Statement

The Trustee of Apex Centinel Business Trust recognizes the value of developing long-term, strategic relationships with investors who bring aligned interests and operational synergies in the Bitcoin mining and infrastructure ecosystem.

Accordingly, the Trustee is open to engaging in good faith, exploratory discussions with prospective or existing investors regarding separate commercial arrangements, including but not limited to:

- Joint mining ventures
- Equipment co-location or hosting agreements
- Hardware or software procurement partnerships
- Power or land-sharing contracts
- Technology development and intellectual property licensing

These discussions are voluntary, non-binding, and entirely independent of the Trust's securities offering. They are not a condition of share purchase, nor do they imply any guarantee of future business.

All such discussions shall be handled through separate negotiation and legal documentation, and subject to full fiduciary oversight. Investors must evaluate this Rule 506(c) offering solely on the basis of the Trust's business model, PPM disclosures, financial strategy, and risk factors.

2. Trustee Resolution Authorizing Non-Securities Discussions

Apex Centinel Business Trust
Board Resolution of the Trustee
Date: 5/2/2025
Trustee: James Polk

WHEREAS, Apex Centinel Business Trust (the "Trust") is engaged in Bitcoin mining and seeks to build mission-aligned partnerships that support long-term growth and strategic infrastructure development;

WHEREAS, the Trustee wishes to engage in independent and non-binding discussions with prospective shareholders or stakeholders regarding potential collaboration opportunities;

NOW, THEREFORE, BE IT RESOLVED that the Trustee is hereby authorized to initiate and

negotiate separate commercial arrangements with current or prospective investors, distinct from the Rule 506(c) securities offering, subject to the following:

1. All such discussions shall be clearly identified as exploratory and non-binding, and explicitly not contingent on securities purchases.
2. No discussion shall be construed as consideration for or inducement to purchase Class A Shares in the Trust.
3. Any resulting agreement must be independently documented and formally approved by the Trustee.
4. This capacity for future collaboration shall be disclosed in offering materials to ensure full transparency in accordance with securities law.

FURTHER RESOLVED, that this authorization shall not create any obligation or binding commitment by the Trust to enter into additional commercial agreements. The Trustee shall maintain all fiduciary responsibilities and comply with applicable trust and securities regulations at all times.

Signed,

James Polk
Trustee, Apex Centinel Business Trust

James Polk, Trustee

Date: _____