

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): **October 3, 2024**

**TERAWULF INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-41163**  
(Commission File Number)

**87-1909475**  
(IRS Employer  
Identification No.)

**9 Federal Street**  
**Easton, Maryland 21601**  
(Address of principal executive offices) (Zip Code)

**(410) 770-9500**  
(Registrant's telephone number, including area code)

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:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Common stock, \$0.001 par value per share	WULF	The Nasdaq Capital Market

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 7.01. Regulation FD Disclosure.**

In connection with TeraWulf Inc.'s (the "Company") announcement of the Nautilus transaction earlier today, the Company posted an investor presentation to its website providing an overview of the transaction, a copy of which is furnished herewith as Exhibit 99.1.

The information contained in this Item 7.01 as well as in Exhibit 99.1 is furnished and shall not be deemed to be "filed" for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, and such information shall not be deemed to be incorporated by reference into any of the Company's filings under the Securities Act of 1933, as amended or the Exchange Act.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Investor Presentation, October 2024.</a>
104	Cover Page Interactive Data File (embedded within the inline XBRL document).

**Forward Looking Statements**

This Current Report on Form 8-K contains forward-looking statements within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, as amended. Such forward-looking statements include statements concerning anticipated future events and expectations that are not historical facts. All statements, other than statements of historical fact, are statements that could be deemed forward-looking statements. In addition, forward-looking statements are typically identified by words such as "plan," "believe," "goal," "target," "aim," "expect," "anticipate," "intend," "outlook," "estimate," "forecast," "project," "continue," "could," "may," "might," "possible," "potential," "predict," "should," "would" and other similar words and expressions, although the absence of these words or expressions does not mean that a

statement is not forward-looking. Forward-looking statements are based on the current expectations and beliefs of TeraWulf's management and are inherently subject to a number of factors, risks, uncertainties and assumptions and their potential effects. There can be no assurance that future developments will be those that have been anticipated. Actual results may vary materially from those expressed or implied by forward-looking statements based on a number of factors, risks, uncertainties and assumptions, including, among others: (1) conditions in the cryptocurrency mining industry, including fluctuation in the market pricing of bitcoin and other cryptocurrencies, and the economics of cryptocurrency mining, including as to variables or factors affecting the cost, efficiency and profitability of cryptocurrency mining; (2) competition among the various providers of cryptocurrency mining services; (3) changes in applicable laws, regulations and/or permits affecting TeraWulf's operations or the industries in which it operates, including regulation regarding power generation, cryptocurrency usage and/or cryptocurrency mining; (4) the ability to implement certain business objectives and to timely and cost-effectively execute integrated projects; (5) failure to obtain adequate financing on a timely basis and/or on acceptable terms with regard to growth strategies or operations; (6) loss of public confidence in bitcoin or other cryptocurrencies and the potential for cryptocurrency market manipulation; (7) adverse geopolitical or economic conditions, including a high inflationary environment; (8) the potential of cybercrime, money-laundering, malware infections and phishing and/or loss and interference as a result of equipment malfunction or break-down, physical disaster, data security breach, computer malfunction or sabotage (and the costs associated with any of the foregoing); (9) the availability, delivery schedule and cost of equipment necessary to maintain and grow the business and operations of TeraWulf, including mining equipment and infrastructure equipment meeting the technical or other specifications required to achieve its growth strategy; (10) employment workforce factors, including the loss of key employees; (11) litigation relating to TeraWulf and/or its business; (12) potential differences between the unaudited results disclosed in this release and the Company's final results when disclosed in its Annual Report on Form 10-K as a result of the completion of the Company's final adjustments, annual audit by the Company's independent registered public accounting firm, and other developments arising between now and the disclosure of the final results; and (13) other risks and uncertainties detailed from time to time in the Company's filings with the SEC. Potential investors, stockholders and other readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date on which they were made. TeraWulf does not assume any obligation to publicly update any forward-looking statement after it was made, whether as a result of new information, future events or otherwise, except as required by law or regulation. Investors are referred to the full discussion of risks and uncertainties associated with forward-looking statements and the discussion of risk factors contained in the Company's filings with the SEC, which are available at [www.sec.gov](http://www.sec.gov).

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#### 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, hereunto duly authorized.

#### TERAWULF INC.

By: /s/ Patrick Fleury  
Name: Patrick Fleury  
Title: Chief Financial Officer

Dated: October 3, 2024

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# TERAWULF

## The Power of Infrastructure

Nautilus Transaction Overview

October 2024



## SAFE HARBOR STATEMENT

This presentation is for informational purposes only and contains forward-looking statements within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, as amended. Such forward-looking statements include statements concerning anticipated future events and expectations that are not historical facts. All statements, other than statements of historical fact, are statements that could be deemed forward-looking statements. In addition, forward-looking statements are typically identified by words such as "plan," "believe," "goal," "target," "aim," "expect," "anticipate," "intend," "outlook," "estimate," "forecast," "project," "continue," "could," "may," "might," "possible," "potential," "predict," "should," "would" and other similar words and expressions, although the absence of these words or expressions does not mean that a statement is not forward-looking. Forward-looking statements are based on the current expectations and beliefs of TeraWulf's management and are inherently subject to a number of factors, risks, uncertainties and assumptions and their potential effects. There can be no assurance that future developments will be those that have been anticipated. Actual results may vary materially from those expressed or implied by forward-looking statements based on a number of factors, risks, uncertainties and assumptions, including, among others: (1) conditions in the cryptocurrency mining industry, including fluctuation in the market pricing of bitcoin and other cryptocurrencies, and the economics of cryptocurrency mining, including as to variables or factors affecting the cost, efficiency and profitability of cryptocurrency mining; (2) competition among the various providers of data mining services; (3) changes in applicable laws, regulations and/or permits affecting TeraWulf's operations or the industries in which it operates, including regulation regarding power generation, cryptocurrency usage and/or cryptocurrency mining; (4) the ability to implement certain business objectives and to timely and cost-effectively execute integrated projects; (5) failure to obtain adequate financing on a timely basis and/or on acceptable terms with regard to growth strategies or operations; (6) loss of public confidence in bitcoin or other cryptocurrencies and the potential for cryptocurrency market manipulation; (7) the potential of cybercrime, money-laundering, malware infections and phishing and/or loss and interference as a result of equipment malfunction or break-down, physical disaster, data security breach, computer malfunction or sabotage (and the costs associated with any of the foregoing); (8) the availability, delivery schedule and cost of equipment necessary to maintain and grow the business and operations of TeraWulf, including mining equipment and equipment meeting the technical or other specifications required to achieve its growth strategy; (9) employment workforce factors, including the loss of key employees; (10) litigation relating to TeraWulf and/or its business; (11) the ability to recognize the anticipated objectives and benefits of the business combination; and (12) other risks and uncertainties detailed from time to time in the Company's filings with the Securities and Exchange Commission ("SEC"). Potential investors, stockholders and other readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date on which they were made. TeraWulf does not assume any obligation to publicly update any forward-looking statement after it was made, whether as a result of new information, future events or otherwise, except as required by law or regulation. Investors are referred to the full discussion of risks and uncertainties associated with forward-looking statements and the discussion of risk factors contained in the Company's filings with the SEC, which are available at [www.sec.gov](http://www.sec.gov).

# Nautilus Transaction Overview

WULF sells 25% equity interest in Nautilus to Talen Energy

## Strategic Rationale

**Strong Financial Returns:** MOIC exceeding 3.4x and substantial premium based on the NPV of the remaining lease term

**Reduced Risk Exposure:** Allows for monetization of WULF's interest before expiration of the Nautilus 2c power contract and ground lease (June 2027)

**Enhanced Miner Fleet and Opex Efficiency:** Maintains Q125 target capacity of 13 (EH/s), while upgrading fleet to 18.2 J/TH and optimizing opex costs

**Increased Liquidity for Growth:** Provides opportunity to reinvest surplus proceeds into Lake Mariner's planned HPC/AI expansion

**Clearer Financial Reporting:** Simplifies reporting by removing requirement to use the equity method to account for WULF's minority stake in Nautilus



NAUTILUS  
CRYPTOMINE

~\$92 Million  
Transaction Proceeds<sup>(1)</sup>

3.4x  
Multiple on Invested Capital<sup>(2)</sup>

~\$36k / BTC  
Pro Forma Cost-to-Mine<sup>(3)</sup>

18.2 J/TH  
Pro Forma Miner Efficiency

Realized Value (\$M)	\$ IN	\$ OUT	MOIC
Infrastructure	\$31.5	\$61.0	1.9x
Power Contract (2c/kWh) <sup>(4)</sup>	\$8.0	\$24.0	3.0x
Cumulus Data Miners		\$7.0	
Est. Free Cash Flow (thru Sep 24)		\$41.0	
<b>Total</b>	<b>\$39.5</b>	<b>\$133.0</b>	<b>3.4x</b>

Transaction fuels expansion of HPC/AI and bitcoin mining at flagship Lake Mariner facility

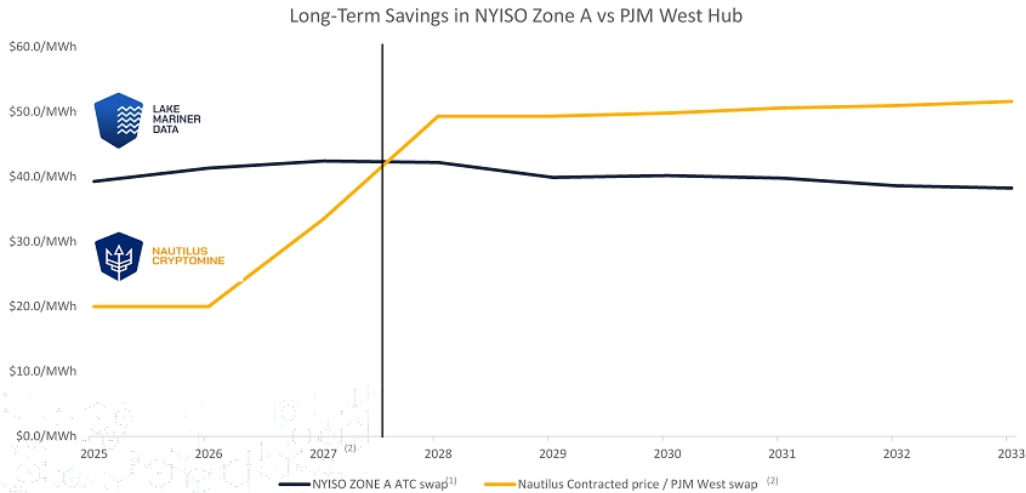


- (1) Sale proceeds comprised of \$85 million cash consideration and approximately \$7 million worth of Talen contributed miners and related equipment.
- (2) MOIC excludes the undepreciated value of WULF's miners at Nautilus.
- (3) Reflects the estimated pro forma cost-to-mine a BTC in Q1 2025 following the planned mining fleet upgrade.
- (4) Power Contract "\$ IN" value of \$8.0 million represents the amortized balance of TeraWulf's initial \$14.6 million cash contribution to the JV for the five-year power contract; "\$ OUT" value of \$24.0 million represents the mark-to-market value for the remaining term of TeraWulf's 50 MW @ 2c/kWh (see Appendix for supporting calculation).

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## Reduced Risk Exposure

After the PPA expires in 2027, power prices at Nautilus are anticipated to exceed those at Lake Mariner

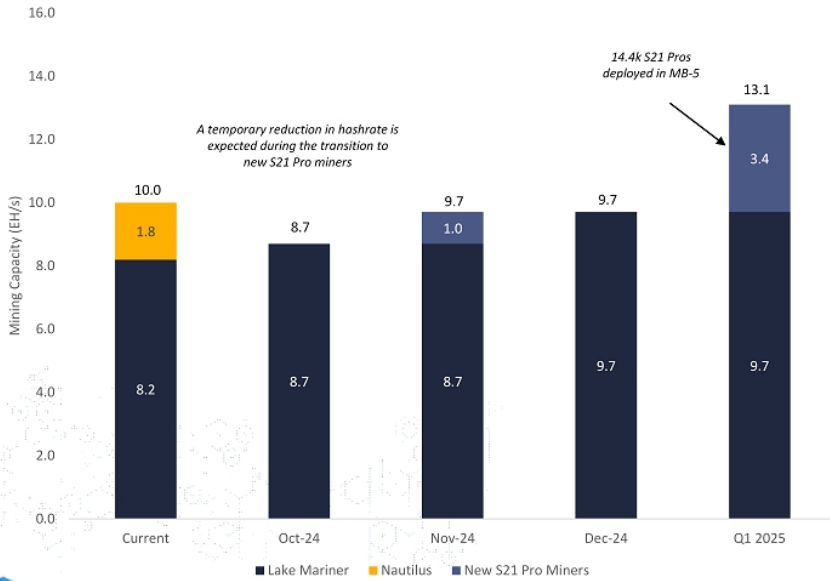


- (1) Source: Bloomberg as of September 19, 2024.
- (2) Nautilus / PJM West hub price in 2027 based on weighted average of \$20/MWh contracted price through June and PJM West Hub ATC Forwards for balance of year.

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# Expanded Mining Operations

Increased hashrate with operational efficiencies and reduction in cost



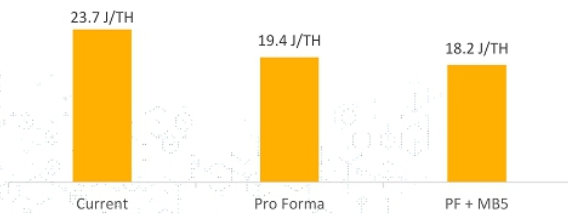
- In connection with the Nautilus sale, WULF will receive ~30k Talen miners
- WULF plans to monetize >80% of the Nautilus miners and all existing S19 generation miners from its fleet
- Fleet will be upgraded with new S21 Pro miners for delivery and installation in November
- In Q1 2025, WULF plans to receive an additional 14.4k S21 Pros to fully utilize MB-5 at Lake Mariner



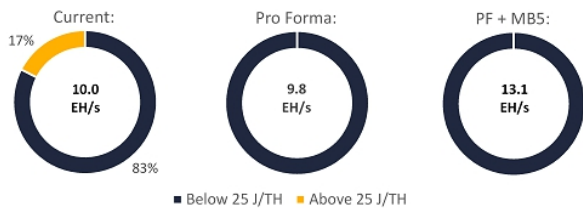
# Enhanced Mining Fleet

Fleet Summary								
Model	Hash Rate	Efficiency J/TH	Current Fleet <sup>(1)</sup>	Cumulus Miners	Buy / (Sell) <sup>(3)</sup>	+ Building 5	PF Fleet	PF Capacity
S21 Pro <sup>(2)</sup>	234	15.0	5,000		7,400	14,400	26,800	6.3 TH
S21	195	17.9	5,000				5,000	1.0 TH
S19 JXP/XP	141	21.5	32,800	5,200			38,000	5.3 TH
S19K Pro	117	23.6	4,000				4,000	0.5 TH
S19 J/J-Pro	100	30.0	27,200	22,500	(49,700)		0	
MicroBT M30s	100	31.0	1,200		(1,200)		0	
<b>Total</b>			<b>75,200</b>	<b>27,700</b>	<b>(43,500)</b>	<b>14,400</b>	<b>73,800</b>	<b>13.1 TH</b>

## Fleet Efficiency <sup>(4)</sup>



## Hash Rate Mix (EH/s)



(1) Includes WULF's net share of miners contributed to Nautilus JV.  
 (2) Miner orders to be installed in Q4 2024.  
 (3) Reflects planned sale of S19J/J-Pro and MicroBT M30 miners, and exercise of option to purchase 7.4k and 14.4k of the remaining 30k Bitmain S21 Pro miners under the purchase agreement option.  
 (4) Figures do not include 4% ancillary load.

## Superior Opex Efficiency

TeraWulf's allocable share of annual opex for its 50 MW of mining at Nautilus is roughly equivalent to the annual opex to run 200 MW of mining at Lake Mariner.



LAKE  
MARINER  
DATA

- Wholly-owned
- 195 MW operational
- Annual OpEx: ~\$6.75M



NAUTILUS  
CRYPTOMINE

- Minority interest (25%)
- 50 MW operational
- Annual Alloc. OpEx: ~\$6.75M



\$35/MW

VERSUS...



\$135/MW

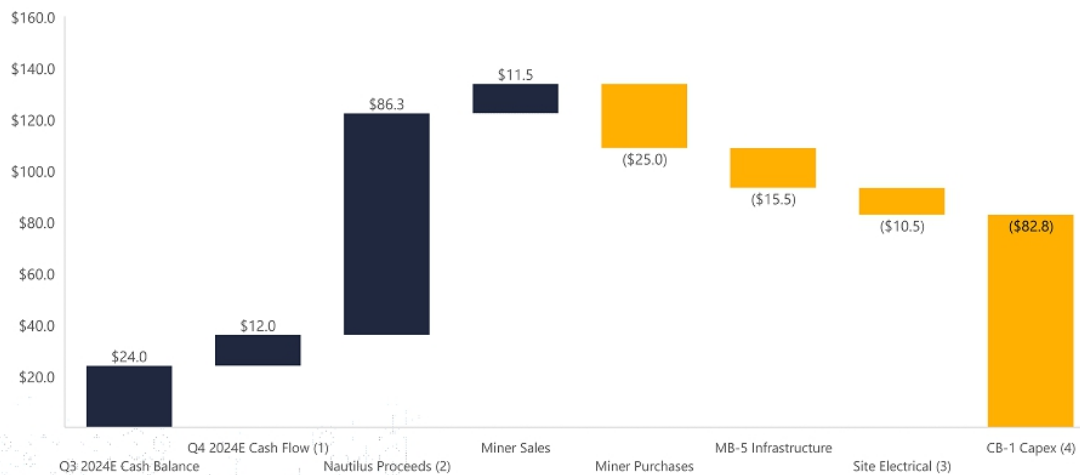
*Transaction underscores TeraWulf's dedication to operational efficiency, cost management, and long-term shareholder value*



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## 2024 Capital Allocation

*Increased liquidity for HPC growth; 20 MW CB-1 capex is fully funded*



*Transaction aligns WULF's focus and investment on areas with the greatest operational efficiency, growth potential, and value creation*

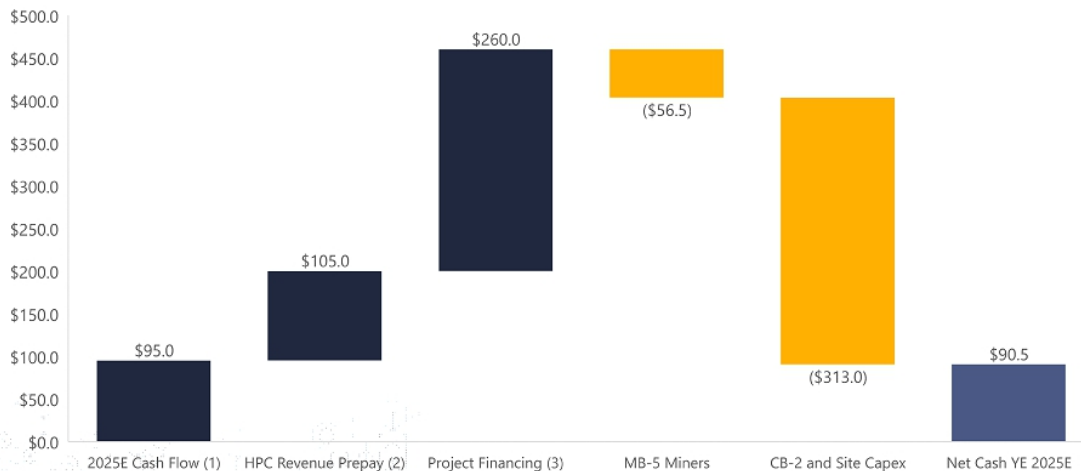


- (1) Estimated Q4 2024E Cash Flow assumes average BTC price of \$60,000 and network hash rate of 600 EH/s, October 1 – December 31, 2024.  
 (2) Nautilus Proceeds include \$85 million cash consideration and the return of \$1.3 million of working capital.  
 (3) Includes electrical capital expenditures required to expand the Lake Mariner facility to 500 MW.  
 (4) Reflects estimated remaining capex to complete construction of the 20 MW CB-1.

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# 2025 Capital Allocation: The Inflection Point

HPC/AI contracts are projected to unlock substantial platform value

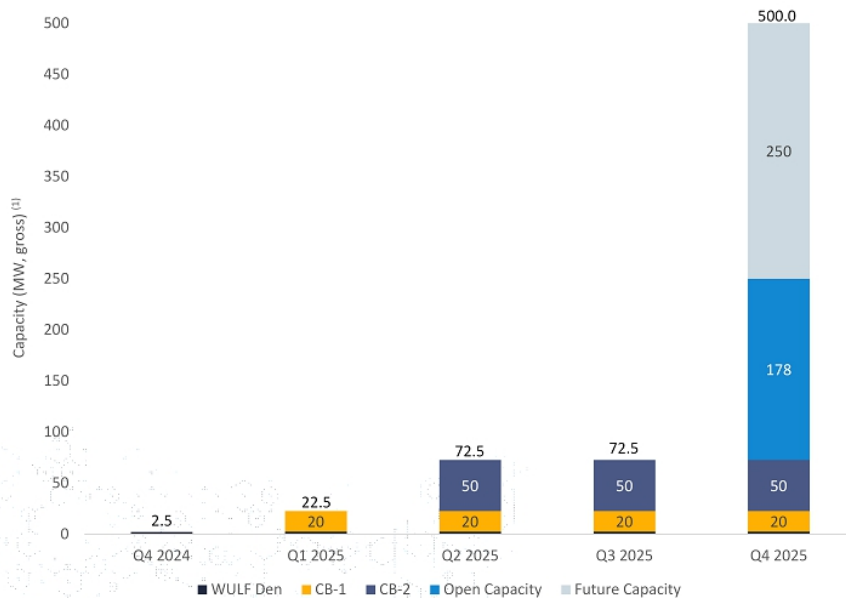


Substantial cash flow available for capital allocation



(1) Estimated 2025E cash from operations assumes: 1) average BTC price of \$65,000 and network hash rate of 650 EH/s; 2) 20 MW CB-1 and 50 MW CB-2 operating for 9 months and 6 months, respectively.  
 (2) Estimated HPC Revenue Prepay assumes 12-month prepay for 20 MW CB-1 and 50 MW CB-2 at \$1.5M per MW.  
 (3) Estimated Project Financing assumes that 70% of total project costs for CB-1 and CB-2 are financed.

## Illustrative HPC Timeline



- **WULF Den: 2.5 MW operational in Q3 2024**
- **CB-1: 20 MW capacity expected to be operational in Q1 2025**
- **CB-2: 50 MW expected to be operational in Q2 2025**
- **Additional 178 MW expected to be available in 2H25**
- **Future 250 MW design and timeline will be finalized based on ongoing customer discussions and demand (2)**



(1) Represents gross load capacity. Critical load IT capacity is expected to be based on a 1.25 average annual PUE.  
 (2) Future capacity subject to transmission studies and potential transmission upgrades.

## Transaction Summary

*Fuels expansion of HPC/AI and bitcoin mining at Lake Mariner, positioning WULF for substantial value creation  
CB-1 construction capex fully funded*

1. Further aligns WULF's focus and investments with where it has the most **operational efficiency** and **greatest growth potential**
2. Allows WULF to realize a significant **premium for Nautilus investment**
3. Enables WULF to capitalize on a favorable Bitmain purchase agreement option, **upgrading the fleet at a discount**. This is expected to **enhance efficiency, lower the cost-to-mine, and boost profitability**.
4. Maintains WULF's commitment to utilizing predominantly **zero-carbon energy**
5. Simplifies WULF's consolidated financial statements, **enhancing transparency and comparability** for shareholders
6. WULF reiterates Q1 2025 bitcoin mining capacity **target of 13.1 EH/s**

*Focused on best positioning WULF to benefit from the growing demand for HPC/AI and meeting the needs of high-quality customers who are looking for power availability and infrastructure that can meet their substantial requirements over the long term*

A large background image for the appendix slide, showing a dense forest of green trees with a dark, grid-like structure overlaid, possibly representing a data center or infrastructure. The word "APPENDIX" is centered in white, bold, sans-serif font.

# APPENDIX



# Updated Guidance

## Continued improvement in Cost-to-Mine Metrics

	Q3 2024E			Q4 2024E			Full Year 2024E	Q1 2025E		
<b>Illustrative Market Inputs:</b>										
Network Hash Rate (EH/s)				650				650		
Transaction Fees (%)				3.0%				3.0%		
<b>Illustrative Operating Inputs:</b>										
Miner Fleet Efficiency (J/TH) <sup>[1]</sup>				21				19		
Total Hash Rate (EH/s)				9.3				13.2		
<b>Total Bitcoin Mined</b>	<b>555</b>			<b>557</b>			<b>2,862</b>	<b>857</b>		
	\$ in 000's	\$/BTC	\$/PH/Day	\$ in 000's	\$/BTC	\$/PH/Day	\$ in 000's	\$ in 000's	\$/BTC	\$/PH/Day
Power Cost (@ \$0.035/kWh)	\$16,832	\$30,327	\$22	\$16,300	\$27,710	\$19	\$65,460	\$21,449	\$25,017	\$18
SG&A for the Period <sup>[2]</sup>	7,449	13,421	10	7,449	12,663	9	\$30,000	7,500	8,748	6
Other OpEx for the Period <sup>[3]</sup>	3,458	6,230	5	1,688	2,869	2	\$11,730	1,688	1,968	1
Cash Interest Expense for the Period	738	1330	1				\$6,952			
<b>Total Cost</b>	<b>\$28,477</b>	<b>\$51,308</b>	<b>\$38</b>	<b>\$25,437</b>	<b>\$43,242</b>	<b>\$30</b>	<b>\$114,142</b>	<b>\$30,636</b>	<b>\$35,732</b>	<b>\$25</b>

Note: All expenses are cash cost only and all figures through Q3 2024E include the impact of TeraWulf's net share of the Nautilus JV.

[1] Assumes 4% ancillary load.

[2] Excludes stock-based compensation.

[3] Q3 2024E includes Nautilus OpEx; Other Operating Expenses were expected to be ~\$13.5 million annually split ~50/50 between the Lake Mariner facility and the Nautilus JV.



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## Nautilus PPA Mark-to-Market

	2024	2025	2026	2027
<b>Energy Margin</b>				
Total MWs	50	50	50	50
Capacity Factor	100%	100%	100%	100%
Net Generation (MWh's)	109,500	438,000	438,000	237,250
PJM West ATC Market Power Price (\$/MWh)	\$40.56	\$46.37	\$48.91	\$50.53
Susquehanna Node Basis Differential (\$/MWh)	(2.00)	(2.00)	(2.00)	(2.00)
Realized ATC Market Power Price (\$/MWh)	\$38.56	\$44.37	\$46.91	\$48.53
WULF PPA Power Price (\$/MWh)	(20.00)	(20.00)	(20.00)	(20.00)
MtM Power (\$/MWh)	\$18.56	\$24.37	\$26.91	\$28.53
<b>Summary Cash Flow (\$M)</b>				
Market Power Price	\$4.2	\$19.4	\$20.5	\$11.5
PPA Power Price	(\$2.2)	(\$8.8)	(\$8.8)	(\$4.7)
Mark-to-Market Power	\$2.0	\$10.7	\$11.8	\$6.8
Discount Rate	10%			
Net Present Value (\$M)	\$24.1	\$483 /kW		



Note: PJM West ATC Power Price (\$/MWh) per Bloomberg as of 10/2/24.

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