

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): May 9, 2025

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 *see* General Instruction A.2. below):

- 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, \$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 2.02. Results of Operations and Financial Condition.

On May 9, 2025, TeraWulf Inc. (“TeraWulf” or the “Company”) issued a press release (“Press Release”) announcing the Company’s results for the first quarter ended March 31, 2025. The Press Release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 7.01. Regulation FD Disclosure.

On May 9, 2025, the Company posted a presentation to its website at <https://investors.terawulf.com> (the “Presentation”). A copy of the Presentation is furnished as Exhibit 99.2 to this Report. 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 Report. 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 contained in this Items 2.02 and 7.01 of this Report (as well as in Exhibits 99.1 and 99.2 attached hereto) 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.

<u>Exhibit No.</u>	<u>Description</u>
99.1	<u>Press Release, dated May 9, 2025.</u>
99.2	<u>Presentation of the Company, dated May 9, 2025.</u>
104.1	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,” “seek,” “continue,” “could,” “may,” “might,” “possible,” “potential,” “strategy,” “opportunity,” “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) the ability to mine bitcoin profitably; (2) our ability to attract additional customers to lease our HPC data centers; (3) our ability to perform under our existing data center lease agreements (4) changes in applicable laws, regulations and/or permits affecting TeraWulf’s operations or the

industries in which it operates; (5) the ability to implement certain business objectives, including its bitcoin mining and HPC data center development, and to timely and cost-effectively execute related projects; (6) failure to obtain adequate financing on a timely basis and/or on acceptable terms with regard to expansion or existing operations; (7) adverse geopolitical or economic conditions, including a high inflationary environment, the implementation of new tariffs and more restrictive trade regulations; (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 and cost of power as well as electrical infrastructure equipment necessary to maintain and grow the business and operations of TeraWulf; and (10) 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.

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 A. Fleury
Name: Patrick A. Fleury
Title: Chief Financial Officer

Dated: May 9, 2025

TeraWulf Reports First Quarter 2025 Results

Commenced buildout of dedicated HPC data halls and remain on track to deliver 72.5 MW of gross HPC hosting infrastructure to Core42 in 2025.

Initiated process to secure additional HPC customers; targeting 200–250 MW operational by year-end 2026.

Energized Miner Building 5, bringing total capacity to 245 MW and increasing hashrate to 12.2 EH/s, up 52.5% year-over-year.

Self-mining capacity increased 52.5% year-over-year to 12.2 EH/s.

Held \$219.6 million in cash and bitcoin holdings as of March 31, 2025.

Repurchased \$33 million of Common Stock to date in 2025.

EASTON, Md. – May 9, 2025 – TeraWulf Inc. (Nasdaq: WULF) (“TeraWulf” or the “Company”), which owns and operates vertically integrated, next-generation digital infrastructure primarily powered by zero-carbon energy, today announced its financial results for the first quarter ended March 31, 2025.

First Quarter 2025 GAAP Operational & Financial Highlights

- Revenue was \$34.4 million, compared to \$42.4 million in Q1 2024.
- Cost of revenue (excluding depreciation) was \$24.6 million, compared to \$14.4 million in Q1 2024.
- Self-mining capacity grew 52.5% year-over-year to 12.2 EH/s.

Key GAAP Metrics (\$ in thousands)	Three Months Ended Q1 2025	Three Months Ended Q1 2024
Revenue	\$ 34,405	\$ 42,433
Cost of revenue (exclusive of depreciation)	\$ 24,553	\$ 14,408
Cost of revenue as % of revenue	71.4 %	34.0 %

First Quarter 2025 Non-GAAP Operational and Financial Highlights

- Self-mined 372 bitcoin at the Lake Mariner Facility. As anticipated, the year-over-year change was primarily driven by the April 2024 halving and the strategic divestiture of the Nautilus Cryptomine facility in October 2024.
- Total value of self-mined bitcoin¹ was \$34.4 million, compared to \$56.5 million in Q1 2024.
- Power cost per bitcoin was \$66,084, compared to \$15,501 in Q1 2024, reflecting the halving, rising network difficulty, and short-term power price volatility from the Polar Vortex.
- Adjusted EBITDA was \$(4.7) million, compared to \$32.0 million in Q1 2024.

¹ Excludes bitcoin earned from profit sharing associated with a hosting agreement that expired in February 2024 at the Lake Mariner Facility and includes TeraWulf's net share of bitcoin produced at the Nautilus Cryptomine Facility in Q1 2024.

Key Non-GAAP Metrics ²	Three Months Ended Q1 2025	Three Months Ended Q1 2024
Bitcoin Self-Mined ³	372	1,051
Value per Bitcoin Self-Mined ⁴	\$ 92,600	\$ 53,750
Power Cost per Bitcoin Self-Mined	\$ 66,084	\$ 15,501
Avg. Operating Hash Rate (EH/s) ⁵	7.3	8.0

Management Commentary

“TeraWulf continues to advance its strategy of developing scalable, sustainable infrastructure for both Bitcoin mining and high-performance computing. As outlined during our fourth quarter 2024 earnings call, our key priorities for 2025 include energizing Miner Building 5 and deploying our upgraded mining fleet, delivering Core42’s contracted 72.5 MW of HPC capacity on schedule, securing financing for our initial HPC data center buildout, and signing additional customers to reach between 200 and 250 megawatts of contracted HPC capacity by the end of 2026,” said Paul Prager, Chief Executive Officer of TeraWulf.

“We’ve made meaningful progress on each of these fronts. In late Q1 and early Q2, we energized Miner Building 5, bringing total capacity at Lake Mariner to 245 MW. We remain on track to deliver the Core42 deployment this year and have initiated the financing process to support our next phase of HPC growth.”

Prager added, “We continue to see robust medium- and long-term demand for high-density, energy-efficient digital infrastructure. In this environment, TeraWulf’s vertically integrated energy platform provides a distinct competitive advantage. We are focused on building a high-value, durable business that is designed to scale with demand and deliver long-term returns.”

Patrick Fleury, Chief Financial Officer, commented, “With \$219.6 million in cash and bitcoin holdings at quarter-end, we are well-capitalized to fund our near-term growth. HPC hosting revenue is expected to begin in the second quarter of 2025 as our data halls come online. We also returned \$33 million to shareholders during the quarter through share repurchases, reflecting our continued commitment to disciplined capital allocation.”

First Quarter 2025 GAAP Financial Results

Revenue for the first quarter decreased 19% year-over-year to \$34.4 million, reflecting anticipated headwinds from the April 2024 halving, increased network difficulty, and elevated power prices, partially offset by a higher average bitcoin price and expanded mining capacity.

² The Company’s share of the earnings or losses of operating results at the Nautilus Cryptomine Facility in Q1 2024 is reflected within “Equity in net income (loss) of investee, net of tax” in the condensed consolidated statements of operations. Accordingly, operating results of the Nautilus Cryptomine Facility are not reflected in revenue, cost of revenue or cost of operations lines in TeraWulf’s condensed consolidated statements of operations. The Company uses these metrics as indicators of operational progress and effectiveness and believes they are useful to investors for the same purposes and to provide comparisons to peer companies. All figures except Bitcoin Self-Mined are estimates.

³ Excludes bitcoin earned from profit sharing associated with a bitcoin miner hosting agreement that expired in February 2024 at the Lake Mariner Facility and includes TeraWulf’s net share of bitcoin mined at the Nautilus Cryptomine Facility, based on the hashrate share attributed to the Company.

⁴ Computed as the weighted-average opening price of bitcoin on each respective day the self-mined bitcoin is earned.

⁵ While nameplate inventory for the Lake Mariner Facility was 12.2 EH/s and 8.0 EH/s as of Q1 2025 and Q1 2024, respectively, actual monthly hash rate performance depends on a variety of factors, including (but not limited to) performance tuning to increase efficiency and maximize margin, scheduled outages (scopes to improve reliability or performance), unscheduled outages, curtailment due to participation in various cash generating demand response programs, derate of ASICs due to adverse weather and ASIC maintenance and repair. Note the 8.0 EH/s in the table in Q1 2024 is nameplate capacity and average

operating hashrate was 6.8 EH/s.

Cost of revenue, exclusive of depreciation, increased 70% year-over-year to \$24.6 million, driven by greater infrastructure utilization and temporary increases in power costs due to extreme winter weather in Upstate New York.

Liquidity and Capital Resources

As of March 31, 2025, the Company held \$219.6 million in cash and cash equivalents and bitcoin. Total outstanding debt was approximately \$500.0 million, consisting of the Company's 2.75% convertible senior notes due 2030. As of May 7, 2025, TeraWulf had 384,584,010 shares of common stock outstanding.

As part of the Company's regular review of its capital management activities, our Board of Directors recently approved:

- A new \$200 million At-the-Market (ATM) common equity offering program, to replace the existing ATM facility.
- A refreshed authorization for a \$200 million common stock repurchase program, providing continued flexibility to return capital to shareholders when appropriate.

These programs are intended to preserve flexibility in managing the Company's capital structure and liquidity position.

Investor Conference Call and Webcast

As previously announced, TeraWulf will host its Q1 2025 earnings conference call today, Friday, May 9, 2025, commencing at 8:00 a.m. Eastern Time (5:00 a.m. Pacific Time). The call will include prepared remarks followed by a live Q&A with management.

The conference call will be broadcast live and will be available for replay via "Events & Presentations" under the "Investors" section of the Company's website at <https://investors.terawulf.com/events-and-presentations/>.

About TeraWulf

TeraWulf develops, owns, and operates environmentally sustainable, next-generation data center infrastructure in the United States, specifically designed for bitcoin mining and hosting HPC workloads. Led by a team of seasoned energy entrepreneurs, the Company owns and operates the Lake Mariner facility situated on the expansive site of a now retired coal plant in Western New York. Currently, TeraWulf generates revenue primarily through bitcoin mining, leveraging predominantly zero-carbon energy sources, including hydroelectric and nuclear power. Committed to environmental, social, and governance (ESG) principles that align with its business objectives, TeraWulf aims to deliver industry-leading economics in mining and data center operations at an industrial scale.

Forward-Looking Statements

This press release 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,” “seek,” “continue,” “could,” “may,” “might,” “possible,” “potential,” “strategy,” “opportunity,” “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) the ability to mine bitcoin profitably; (2) our ability to attract additional customers to lease our HPC data centers; (3) our ability to perform under our existing data center lease agreements (4) changes in applicable laws, regulations and/or permits affecting TeraWulf’s operations or the industries in which it operates; (5) the ability to implement certain business objectives, including its bitcoin mining and HPC data center development, and to timely and cost-effectively execute related projects; (6) failure to obtain adequate financing on a timely basis and/or on acceptable terms with regard to expansion or existing operations; (7) adverse geopolitical or economic conditions, including a high inflationary environment, the implementation of new tariffs and more restrictive trade regulations; (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 and cost of power as well as electrical infrastructure equipment necessary to maintain and grow the business and operations of TeraWulf; and (10) 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.

Non-GAAP Measures

We have not provided reconciliations of preliminary and projected Adjusted EBITDA to the most comparable GAAP measure of net income/(loss). Providing net income/(loss) is potentially misleading and not practical given the difficulty of projecting event-driven transactional and other non-core operating items that are included in net income/(loss), including but not limited to asset impairments and income tax valuation adjustments. Reconciliations of this non-GAAP measure with the most comparable GAAP measure for historical periods is indicative of the reconciliations that will be prepared upon completion of the periods covered by the non-GAAP guidance. Please reference the “Non-GAAP financial information” accompanying our quarterly earnings conference call presentations on our website at www.terawulf.com/investors for our GAAP results and the reconciliations of these measures, where used, to the comparable GAAP measures.

Investors:

Investors@terawulf.com

Media:

media@terawulf.com

CONSOLIDATED BALANCE SHEETS
AS OF MARCH 31, 2025 AND DECEMBER 31, 2024
(In thousands, except number of shares, per share amounts and par value)

	<u>March 31,</u> <u>2025</u>	<u>December 31,</u> <u>2024</u>
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 218,162	\$ 274,065
Digital currency	1,400	476
Prepaid expenses	4,799	2,493
Other receivables	5,101	3,799
Other current assets	585	598
Total current assets	<u>230,047</u>	<u>281,431</u>
Property, plant and equipment, net	509,888	411,869
Operating lease right-of-use asset	85,299	85,898
Finance lease right-of-use asset	7,200	7,285
Other assets	8,728	1,028
TOTAL ASSETS	<u><u>841,162</u></u>	<u><u>787,511</u></u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable	54,901	24,382
Accrued construction liabilities	19,526	16,520
Accrued compensation	1,512	4,552
Accrued interest	5,997	2,559
Other accrued liabilities	6,432	2,414
Other amounts due to related parties	571	1,391
Current portion of deferred rent liability	31,960	—
Current portion of operating lease liability	26	25
Current portion of finance lease liability	2	2
Total current liabilities	<u>120,927</u>	<u>51,845</u>
Deferred rent liability, net of current portion	58,040	—
Operating lease liability, net of current portion	3,420	3,427
Finance lease liability, net of current portion	291	292
Convertible notes	488,109	487,502
TOTAL LIABILITIES	<u><u>670,787</u></u>	<u><u>543,066</u></u>

Commitments and Contingencies (See Note 10)

STOCKHOLDERS' EQUITY:

Preferred stock, \$0.001 par value, 100,000,000 authorized at March 31, 2025 and December 31, 2024; 9,566 issued and outstanding at March 31, 2025 and December 31, 2024; aggregate liquidation preference of \$12,924 and \$12,609 at March 31, 2025 and December 31, 2024, respectively	9,273	9,273
Common stock, \$0.001 par value, 600,000,000 authorized at March 31, 2025 and December 31, 2024, respectively; 408,198,263 and 404,223,028 issued and outstanding at March 31, 2025 and December 31, 2024, respectively	408	404
Additional paid-in capital	705,897	685,261
Treasury stock at cost, 24,468,750 and 18,568,750 at March 31, 2025 and December 31, 2024, respectively	(151,509)	(118,217)
Accumulated deficit	(393,694)	(332,276)
Total stockholders' equity	170,375	244,445
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<u>\$ 841,162</u>	<u>\$ 787,511</u>

**CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE THREE MONTHS ENDED MARCH 31, 2025, AND 2024
(In thousands, except number of shares and loss per common share)**

	Three Months Ended March 31,	
	2025	2024
Revenue	\$ 34,405	\$ 42,433
Costs and expenses:		
Cost of revenue (exclusive of depreciation shown below)	24,553	14,408
Operating expenses	1,144	785
Operating expenses – related party	1,748	888
Selling, general and administrative expenses	46,573	12,289
Selling, general and administrative expenses – related party	3,571	2,620
Depreciation	15,574	15,088
Loss (gain) on fair value of digital currency, net	870	(1,329)
Total costs and expenses	94,033	44,749
Operating loss	(59,628)	(2,316)
Interest expense	(4,049)	(11,045)
Loss on extinguishment of debt	–	(2,027)
Interest income	2,259	500
Loss before income tax and equity in net income of investee	(61,418)	(14,888)
Income tax benefit	–	–
Equity in net income of investee, net of tax	–	5,275
Net loss	<u>\$ (61,418)</u>	<u>\$ (9,613)</u>

Loss per common share:		
Basic and diluted	\$ (0.16)	\$ (0.03)
Weighted average common shares outstanding:		
Basic and diluted	<u>383,149,511</u>	<u>290,602,725</u>

**CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE THREE MONTHS ENDED MARCH 31, 2025, AND 2024
(In thousands)**

	Three Months Ended March	
	31,	
	2025	2024
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	\$ (61,418)	\$ (9,613)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Amortization of debt issuance costs, commitment fees and accretion of debt discount	607	7,593
Stock-based compensation expense	38,674	6,931
Depreciation	15,574	15,088
Amortization of right-of-use asset	685	252
Revenue recognized from digital currency mined and hosting services	(34,417)	(41,537)
Loss (gain) on fair value of digital currency, net	870	(1,329)
Proceeds from sale of digital currency	—	54,391
Loss on extinguishment of debt	—	2,027
Equity in net income of investee, net of tax	—	(5,275)
Changes in operating assets and liabilities:		
(Increase) decrease in prepaid expenses	(2,306)	567
Increase in other receivables	(1,302)	(667)
Decrease (increase) in other current assets	13	(67)
(Increase) decrease in other assets	(7,700)	22
Increase (decrease) in accounts payable	13,844	(1,686)
Increase (decrease) in other accrued liabilities	4,359	(3,906)
(Decrease) increase in other amounts due to related parties	(990)	67
Increase in deferred rent liability	90,000	—
Decrease in operating lease liability	(6)	(12)
Net cash provided by operating activities	<u>56,487</u>	<u>22,846</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of and deposits on plant and equipment	(93,687)	(46,979)
Proceeds from sale of digital currency	<u>32,623</u>	<u>—</u>

Net cash used in investing activities	<u>(61,064)</u>	<u>(46,979)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Principal payments on long-term debt	—	(33,412)
Payments of prepayment fees associated with early extinguishment of long-term debt	—	(314)
Principal payments on insurance premium and property, plant and equipment financing	—	(827)
Proceeds from issuance of common stock, net of issuance costs paid of \$0 and \$0	—	50,722
Purchase of treasury stock	(33,292)	—
Payments of tax withholding related to net share settlements of stock-based compensation awards	<u>(18,034)</u>	<u>(651)</u>
Net cash (used in) provided by financing activities	<u>(51,326)</u>	<u>15,518</u>
Net change in cash and cash equivalents	(55,903)	(8,615)
Cash and cash equivalents at beginning of period	274,065	54,439
Cash and cash equivalents at end of period	<u>\$ 218,162</u>	<u>\$ 45,824</u>

Cash paid during the period for:

Interest	\$ 5	\$ 3,726
Income taxes	\$ —	\$ —

Non-GAAP Measure

The Company presents Adjusted EBITDA, which is not a measurement of financial performance under generally accepted accounting principles in the United States (“U.S. GAAP”). The Company defines non-GAAP “Adjusted EBITDA” as net loss adjusted for: (i) impacts of interest, taxes, depreciation and amortization; (ii) stock-based compensation expense and amortization of right-of-use asset, which are non-cash items that the Company believes are not reflective of its general business performance, and for which the accounting requires management judgment, and the resulting expenses could vary significantly in comparison to other companies; (iii) equity in net income of investee, net of tax, related to Nautilus; (iv) interest income which management believes is not reflective of the Company’s ongoing operating activities; and (v) loss on extinguishment of debt, which is not reflective of the Company’s general business performance. The Company’s Adjusted EBITDA also included the impact of distributions from investee received in bitcoin related to a return on the Nautilus investment, which management believes, in conjunction with excluding the impact of equity in net income of investee, net of tax, is reflective of assets available for the Company’s use in its ongoing operations as a result of its investment in Nautilus.

Management believes that providing this non-GAAP financial measure allows for meaningful comparisons between the Company’s core business operating results and those of other companies, and provides the Company with an important tool for financial and operational decision making and for evaluating its own core business operating results over different periods of time. In addition to management’s internal use of non-GAAP Adjusted EBITDA, management believes that adjusted EBITDA is also useful to investors and analysts in comparing the Company’s performance across reporting

periods on a consistent basis. Management believes the foregoing to be the case even though some of the excluded items involve cash outlays and some of them recur on a regular basis (although management does not believe any of such items are normal operating expenses necessary to generate the Company's bitcoin related revenues). For example, the Company expects that share-based compensation expense, which is excluded from Adjusted EBITDA, will continue to be a significant recurring expense over the coming years and is an important part of the compensation provided to certain employees, officers, directors and consultants. Additionally, management does not consider any of the excluded items to be expenses necessary to generate the Company's bitcoin related revenue.

The Company's Adjusted EBITDA measure may not be directly comparable to similar measures provided by other companies in the Company's industry, as other companies in the Company's industry may calculate non-GAAP financial results differently. The Company's Adjusted EBITDA is not a measurement of financial performance under U.S. GAAP and should not be considered as an alternative to net loss or any other measure of performance derived in accordance with U.S. GAAP. Although management utilizes internally and presents Adjusted EBITDA, the Company only utilizes that measure supplementally and does not consider it to be a substitute for, or superior to, the information provided by U.S. GAAP financial results. Accordingly, Adjusted EBITDA is not meant to be considered in isolation of, and should be read in conjunction with, the information contained in the Company's consolidated financial statements, which have been prepared in accordance with U.S. GAAP.

The following table is a reconciliation of the Company's non-GAAP Adjusted EBITDA to its most directly comparable U.S. GAAP measure (i.e., net loss) for the periods indicated (in thousands):

	Three Months Ended March	
	31,	
	2025	2024
Net loss	\$ (61,418)	\$ (9,613)
Adjustments to reconcile net loss to non-GAAP Adjusted EBITDA:		
Equity in net (income) loss of investee, net of tax	—	(5,275)
Distributions from investee, related to Nautilus	—	12,022
Income tax benefit	—	—
Interest income	(2,259)	(500)
Loss on extinguishment of debt	—	2,027
Interest expense	4,049	11,045
Depreciation	15,574	15,088
Amortization of right-of-use asset	685	252
Stock-based compensation expense	38,674	6,931
Non-GAAP Adjusted EBITDA	<u>\$ (4,695)</u>	<u>\$ 31,977</u>



TERAWULF

Moving Infrastructure Forward

First Quarter 2025 Update

May 9, 2025



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," "seek," "continue," "could," "may," "might," "possible," "potential," "strategy," "opportunity," "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) the ability to mine bitcoin profitably; (2) our ability to attract additional customers to lease our HPC data centers; (3) our ability to perform under our existing data center lease agreements (4) changes in applicable laws, regulations and/or permits affecting TeraWulf's operations or the industries in which it operates; (5) the ability to implement certain business objectives, including its bitcoin mining and HPC data center development, and to timely and cost-effectively execute related projects; (6) failure to obtain adequate financing on a timely basis and/or on acceptable terms with regard to expansion or existing operations; (7) adverse geopolitical or economic conditions, including a high inflationary environment, the implementation of new tariffs and more restrictive trade regulations; (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 and cost of power as well as electrical infrastructure equipment necessary to maintain and grow the business and operations of TeraWulf; and (10) 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.



WULF: The Power of Infrastructure



WULF MINING

- 225 MW in operation Q1 2025
- 50 MW (MB-5) expansion online April 2025
- Targeting 225 MW and 12 EH/s for Q2 – Q4 2025

~750 MW of potential capacity for HPC Hosting

225 MW to be deployed for bitcoin mining in 2025

Ability to deliver an incremental ~400 MW of capacity for HPC within the next 24 months

Site benefits from core electrical infrastructure with redundant power and fiber



WULF COMPUTE

- 72.5 (gross) / 60 (net) MW contracted and expected online in 2025
- 200 MW (net) targeted run rate FYE 2026

WULF Infrastructure

Our Operations

- 12.2 EH/s deployed in Q1 2025
- 372 BTC mined in Q1 2025
- On track to deliver 60 MW of critical HPC hosting capacity to Core42 in 2025

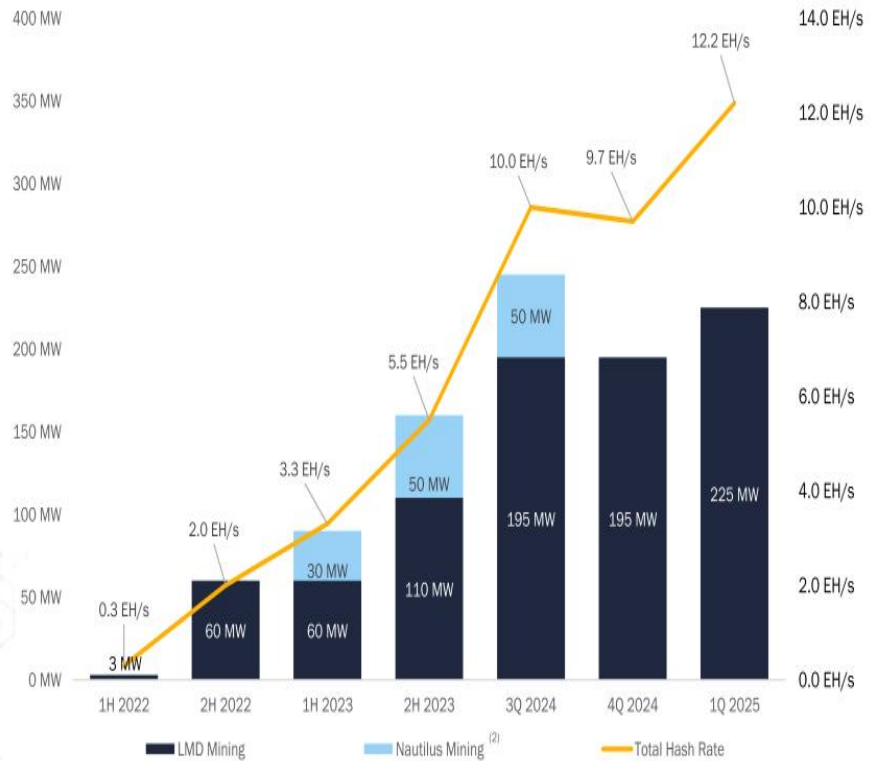
Our Strategy

- **Scalable Infrastructure:** 750 MW of scalable capacity at Lake Mariner
- **Sustainable Energy:** located in region with 91% zero-carbon energy production ⁽¹⁾
- **Efficient Mining Fleet:** industry-leading efficiency for profitable mining
- **Accelerating HPC Hosting:** rapid growth in HPC hosting capabilities



Track Record of Execution

Rapidly scaling since inception with significant owned capacity for growth



(1) Source: "Power Trends 2024," published by the New York Independent System Operator (NYISO).
 (2) Nautilus was sold effective October 2, 2024.

Positioned to Maximize Profitability and Growth

Combining scalable and sustainable HPC hosting infrastructure with low-cost Bitcoin mining

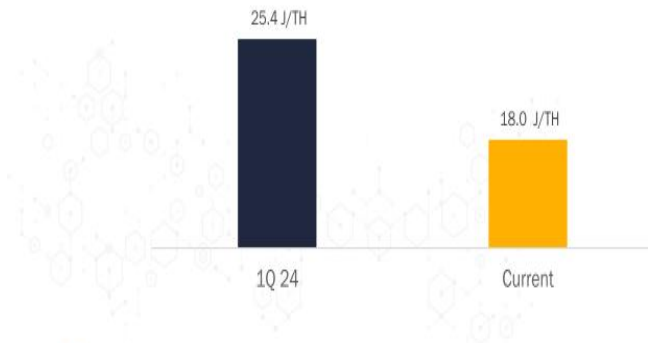


Efficient Mining Fleet

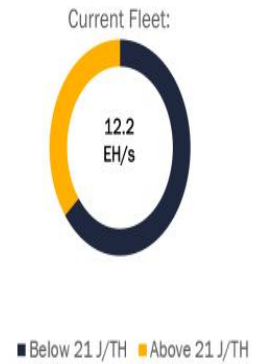
Achieved an 18 J/TH fleet efficiency in Q1 2025

Fleet Summary ⁽¹⁾				
Model	Hash Rate	Efficiency J/TH	Current Fleet	Total Capacity
S21 Pro	234	15.0	26,800	6.3 EH
S21	195	17.9	8,000	1.6 EH
S19 JXP/XP	141	21.5	31,000	4.4 EH
Total			65,800	12.2 EH

Fleet Efficiency ⁽²⁾



Hash Rate Mix (EH/s)



(1) As of March 31, 2025
 (2) Weighted average nameplate efficiency, figures exclude 4% ancillary load.

Q1 2025 Financial Snapshot

Power prices and operating conditions, which experienced temporary pressure in Q1 2025, have stabilized and improved in Q2 2025

Metric	Amount	Comments
End of Period Hash Rate	12.2 EH/s	➤ 53% increase year-over-year in self-mining hash rate
Bitcoin Self-mined	372	➤ 4.1 BTC per day
Power Cost	\$0.081/kWh	➤ 65% increase year-over-year caused by elevated power prices during extreme winter weather conditions
Revenue	\$34.9 million	➤ 102% increase year-over-year; value per BTC self-mined (Non-GAAP) averaged ~\$93k ⁽¹⁾⁽²⁾
Non-GAAP Adjusted EBITDA	(\$4.7) million	➤ Down from \$31.9 million in 1Q24 due to Bitcoin halving event in April 2024, increasing network difficulty, and a temporary spike in power prices in 1Q25
Cash and Cash Equivalents	\$218.2 million	➤ Excludes BTC of \$1.4 million ⁽²⁾
Net Debt ⁽³⁾	\$281.8 million	➤ \$500 million 2.75% Convertible Notes issued Oct 2024

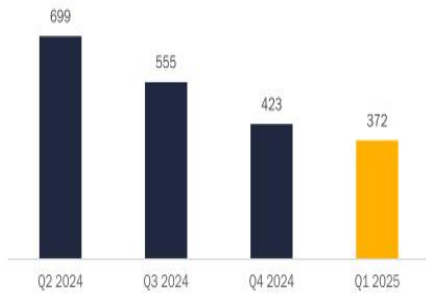


(1) Computed as the weighted average opening price of BTC on each respective day the self-mined BTC is earned.
 (2) Based on the closing market price per one Bitcoin of \$82,512 on March 31, 2025.
 (3) Net Debt as of March 31, 2025, reflects \$500 million 2.75% Convertible Notes due 2030 and \$218.2 million of cash.

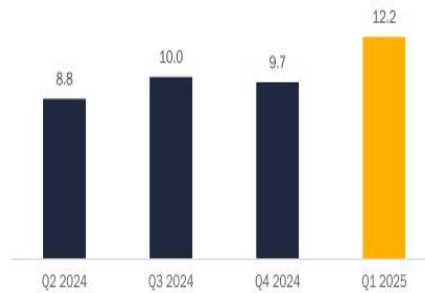
WULF Quarterly Performance

All historical figures include TeraWulf's net share of Nautilus JV

Bitcoin Self Mined (# BTC)¹



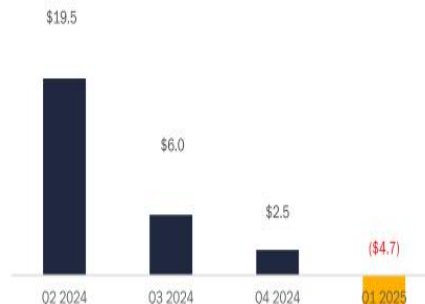
Ending Operating Capacity (EH/s)²



Non-GAAP Gross Profit³



Non-GAAP Adjusted EBITDA⁴



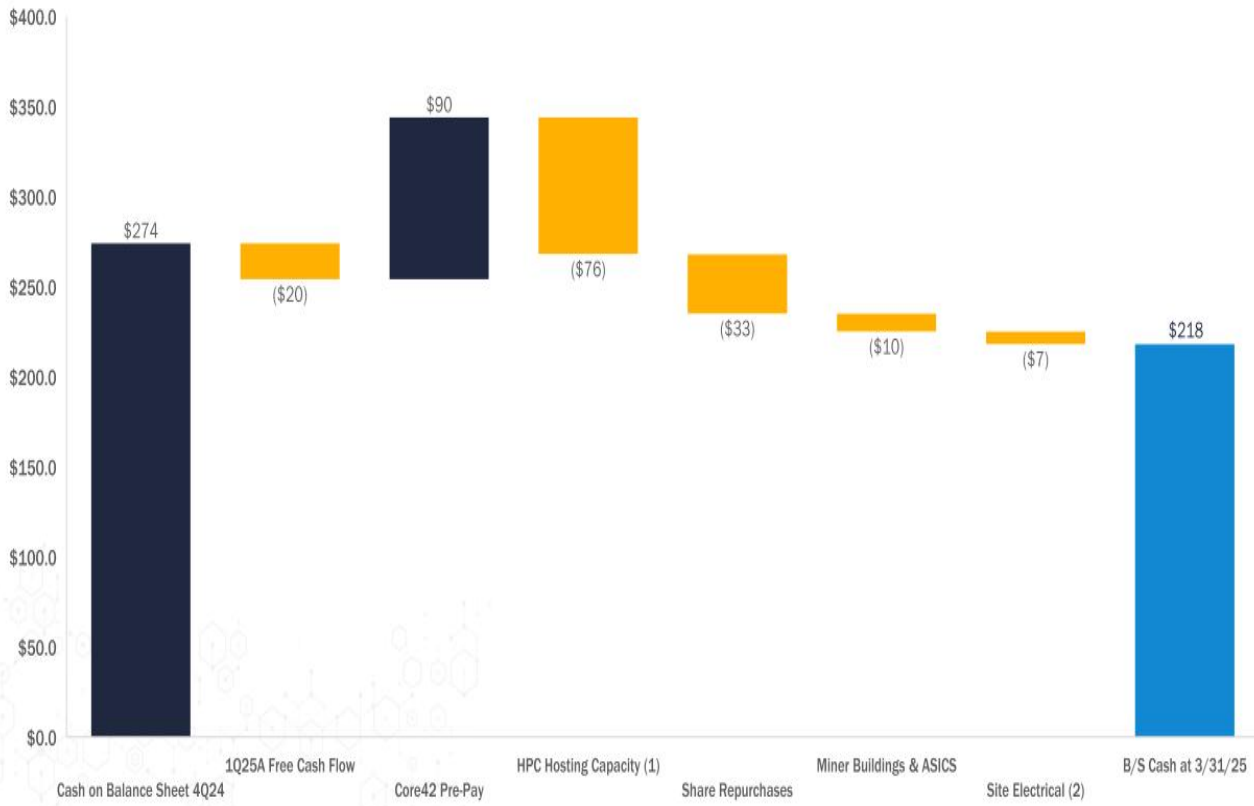
- 372 BTC mined in Q1 2025
- Completed miner re-allocation from the Nautilus JV and executed an additional refresh of mining equipment
- Achieved a 26% increase in hash rate with the energization of miner building 5 spanning the end of Q1 2025 and the start of Q2 2025



(1) Excludes bitcoin earned via hosting profit share.
 (2) Includes gross total hosted hash rate.
 (3) Calculated as Revenue less Cost of Revenue (exclusive of depreciation, inclusive of demand response proceeds); includes WULF's share of Nautilus JV.
 (4) Includes distributions from Nautilus JV.

Q1 2025 Capital Allocation

Execution of bitcoin mining growth and HPC hosting infrastructure buildout



- (1) Reflects capex spend for first 72.5 MW of contracted HPC hosting capacity.
- (2) Includes electrical capital expenditures required to expand the Lake Mariner facility to 500 MW.

WULF Compute: Secures First Data Center Lease with Core42

Efficient, long-term value creation

	Colocation – Previous Guidance	Colocation – Actual Announced Deal	Management Commentary
Customer	Multiple – Enterprise and well funded startups	Enterprise – Sovereign-backed with high quality co-investors	Parent guaranty from top-tier sovereign wealth fund-backed credit; sovereign credit trades close to US government
Contract Size	0.5 – 100 MW+	60 MW ⁽¹⁾	All customers are seeking the largest possible expansion options, but WULF will not offer unfunded or uncommitted capacity (“free options”) in order to preserve infrastructure flexibility amid a rapidly growing demand environment
Contract Term	5 – 15 years	10-year Initial Term: two 5-year extension options (i.e. total extended term of 20 years)	Balances our ability to finance vs. maintaining long term flexibility over our MWs and infrastructure
O&M	WULF managed	WULF Managed with additional monthly charge for Smart Hands Services	WULF provides security and data center facility maintenance; management of customer equipment at additional charge
Build Cost per MW	\$6 – 8 million	~\$7 million	~30% of budget spent through 3/31/25
Financing	Equity (initially)	Equity (initially); project financing to be executed mid-2025	~70% LTC at SOFR + ~400 bps Amortization after ~2-year stabilization period
Revenue per MW ⁽³⁾	\$1.3 – 1.8 million ⁽³⁾	~\$1.6 million per MW Base Rent in Year 1 (escalates at 3% annually) \$2 million per MW Base Rent by Year 8	~23% revenue yield on Build Cost per MW (i.e. CapEx); Initial term provides ~\$1,085 million Base Rent Total Extended Term provides ~\$2,544 million Base Rent ⁽²⁾
Margin (EBITDA)	65 – 75%	~75%	Higher incremental EBITDA margin on future capacity



(1) Represents critical/IT MWs
 (2) Assumes initial 10-year term and both 5-year extension options are executed, which includes escalated annual rent over the term.
 (3) Does not include customer pass-through energy expense. Subject to term length and payment terms.

Core 42 - Customer Background

United Arab Emirates based Artificial Intelligence Cloud and Managed Services Leader

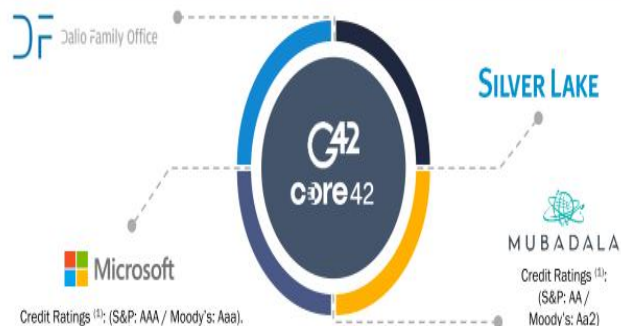
Core42 – Company Overview

- Core42, a subsidiary of G42, delivers advanced AI infrastructure and capabilities for public sector and regulated industries and is led by a suite of seasoned industry executives
- TeraWulf has a lease parent guaranty from G42, a Mubadala-backed artificial intelligence conglomerate led by a world class management team and board
- The G42 conglomerate consists of several industry vertical focused companies including AIQ, Core42, CPX, Inception, Khazna Data Centers, M42, Presight and Space42
- G42 is a UAE-based privately held organization supported by large global enterprises and investors including Microsoft who made a \$1.5Bn investment in 2024, Silver Lake who made an \$800MM investment in 2021, Mubadala Investment Company and the Dalio Family Office

G42 Board Members

 <p>Chairman: H.H. Sheikh Tahnoon bin Zayed Al Nahyan UAE's National Security Advisor and son of Sultan Al Nahyan, founder of the United Arab Emirates</p>		
 <p>Brad Smith Vice Chair and President of Microsoft</p>	 <p>Egon Durban Co-CEO of Silver Lake</p>	 <p>Ray Dalio CIO of Bridgewater Associates</p>
 <p>H.E. Khaldoon Khalifa Al Mubarak Group CEO of Mubadala Investment Company</p>	 <p>H.E. Jassem Mohammed Bu Ataba Al Zaabi Chairman of Abu Dhabi Department of Finance</p>	 <p>Peng Xiao G42 CEO and former CIO of Microstrategy</p>

G42 is Backed by Blue Chip Investors



Recent News

- **Mar 22, 2025:** The White House hosted Chairman of G42's board, Sheikh Tahnoon bin Zayed Al Nahyan, to discuss UAE investments in U.S. AI leadership
- **Mar 18, 2025:** Core42 announced a significant agreement with Microsoft and Abu Dhabi Department of Government Enablement to implement a sovereign cloud system
- **Dec 23, 2024:** Core42 announced execution of 72.5 MW's of long-term data center leases with TeraWulf
- **Oct 16, 2024:** Core42 announced the global launch of its Inference-as-a-Service offering, powered by Qualcomm Technologies
- **Oct 15, 2024:** Core42 signed a strategic collaboration with AMD to trial AI, Machine Learning and explore confidential compute
- **Oct 9, 2024:** Core42 announced an expansion of its Next-Generation AI Cloud offering by deploying NVIDIA H100 Tensor Core GPUs in the UAE



1) Reflects long term credit ratings

Updated Guidance

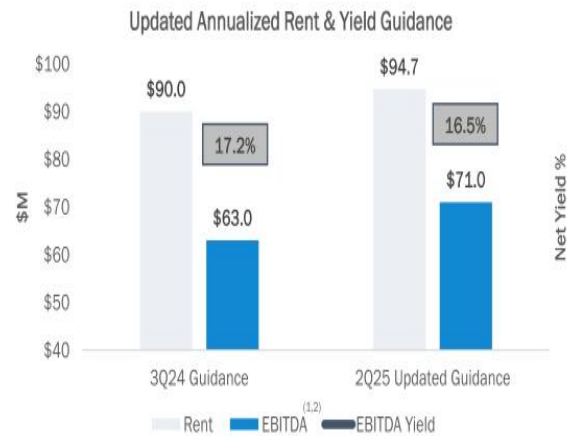
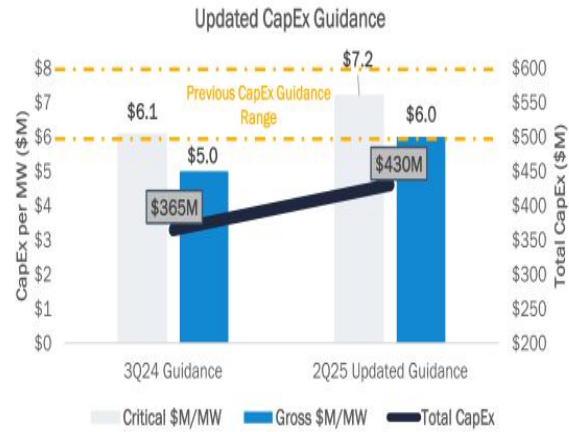
- CapEx per Gross MW ~\$6.0M/MW
- CapEx per Critical MW ~\$7.2M/MW
- Annual recurring rent ~\$1.6M/MW
- EBITDA margin ~75%
- Total CapEx \$430M

Commentary

- Updated capex and monthly recurring rent driven by tightly knit partnership and design process
- Updated EBITDA margin guidance reflects continued budget refinement, recognition of operating expenses, expansion of the labor force, and close collaboration with operating partners
- Net result is similar yield with 14% higher (~\$8M) annual EBITDA



HPC: Cost to Build & Net Yield on Cost



(1) 3Q24 EBITDA Guidance based on 60 MW critical at ~\$1.5M/MW annually and a 70% EBITDA margin.
 (2) 2Q25 EBITDA Guidance based on 60 MW critical at ~\$1.6M/MW annually and a 75% EBITDA margin.

Build Cost per Critical MW

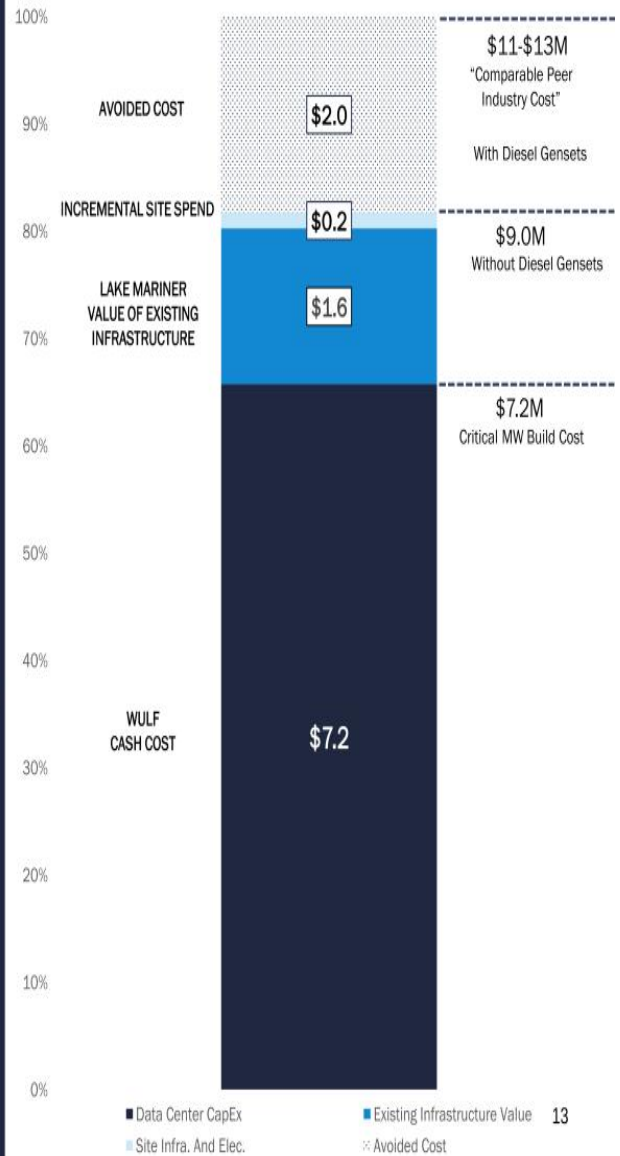
WULF vs Peers

- TeraWulf delivers an attractive build cost per MW given significant and unique value of existing site infrastructure.
- Greenfield or brownfield sites require site electrical capex that already exists at Lake Mariner
- **Assumptions:**
 - WULF Cash Cost (Data Hall): build cost per critical MW including all electrical, mechanical, and structural infrastructure
 - Lake Mariner Value of Existing Infrastructure⁽¹⁾: estimated replacement cost of substation, DUAL 345 kV transmission lines, land, and other infrastructure value at Lake Mariner Data supporting data center operations
 - Incremental Site Spend⁽²⁾: additional on-site electrical transmission infrastructure work in support of ongoing and future data center activities
 - Avoided Cost: additional cost required if TeraWulf were to include diesel generator backups in the data center design



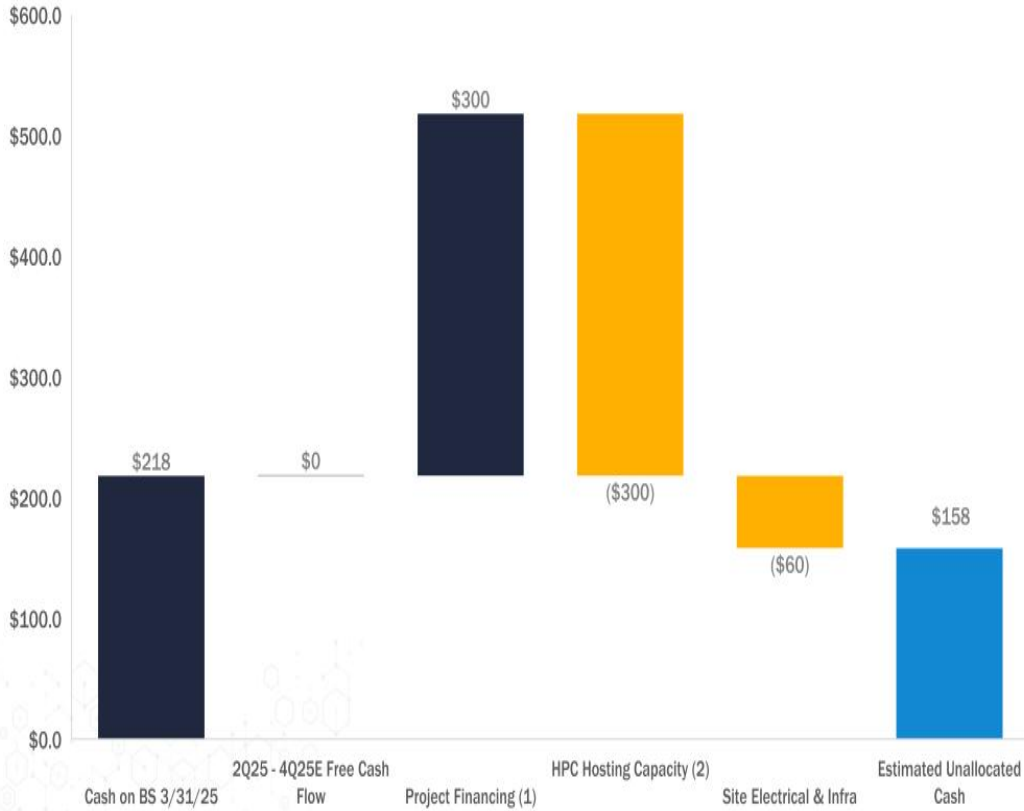
1) Lake Mariner Value of Existing Infrastructure calculated as total value divided by 120 MW critical
 2) Incremental Site Spend calculated as total value divided by 450 MW of critical capacity

Build Cost per Critical MW: WULF vs Peers



2025 Capital Allocation

Core42 contract unlocks substantial platform value

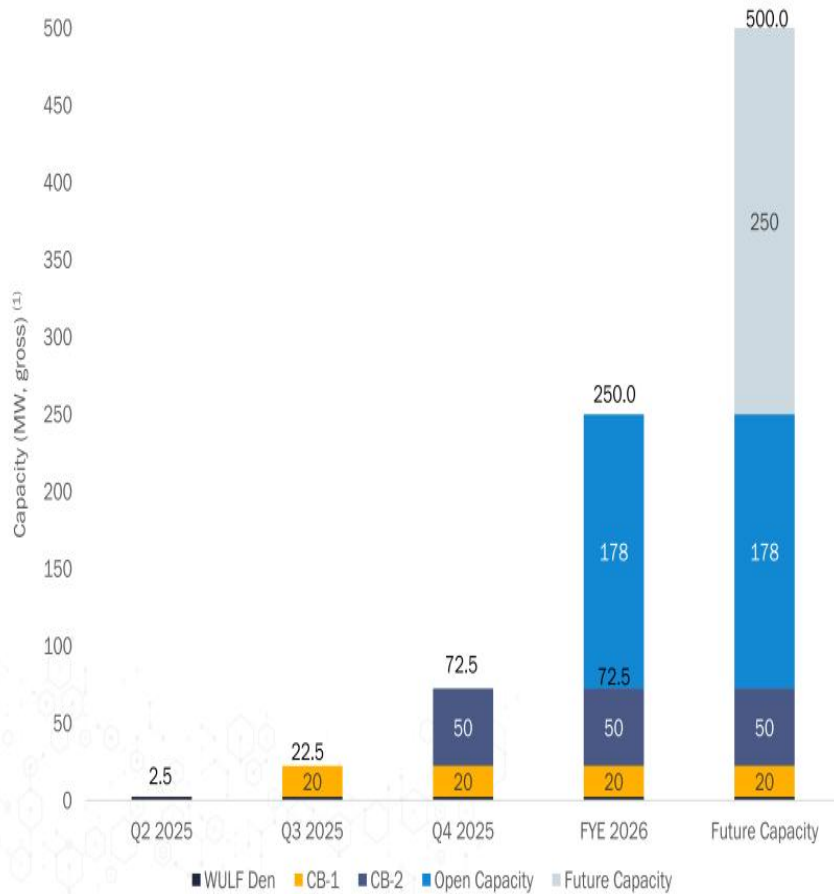


Substantial unallocated cash balance



- (1) Estimated Project Financing assumes that ~70% of total project costs for Wulf Den, CB-1 and CB-2 are financed.
- (2) Reflects capex spend for first 72.5 MW of contracted HPC hosting capacity.

Illustrative HPC Hosting Timeline



- Targeting 1st Revenue:
 - Q2 2025: 2.5 MW WULF Den
 - Q3 2025: 20 MW CB-1
 - Q4 2025: 50 MW CB-2
- FYE 2026: incremental 177.5 MW (gross) expected to be available
- Future Expansion: Up to incremental 250 MW; design and timeline to 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.

Value of HPC-Contracted MWs

Significant Shareholder Value Creation

- Core42 Lease: mid-point of valuation range implies ~\$2/sh of equity value creation
- Every 50 MW Building in Future: mid-point of valuation range implies ~\$1.30/sh of equity value creation
- Every 1 MW of Critical Load: mid-point of valuation range implies \$17.8 million of enterprise value creation or \$12.7 million of equity value creation
- Conclusion: \$2.16 million of equity spend per MW yields \$12.7 million of equity value per MW, or a ~6x return on equity invested



Illustrative Value of HPC MW's	% of Cap.	Low	Mid	High
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\$ in millions unless noted

Equity Funded per Critical MW	30%	\$2.16	\$2.16	\$2.16	A = C*30%
Debt Funded per Critical MW	70%	\$5.04	\$5.04	\$5.04	B = C*70%
Capex per Critical MW		\$7.20	\$7.20	\$7.20	C = A+B
Annual Lease Revenue per MW	Margin %	\$1.6	\$1.6	\$1.6	D
Annual EBITDA per MW	75%	\$1.2	\$1.2	\$1.2	E = D*75%
EBITDA Multiple		10.0x	15.0x	20.0x	F
Fully Diluted Shares Outstanding		400	400	400	G

Core 42 Lease Agreements:	Critical MW				
Enterprise Value	60 MW	\$710	\$1,065	\$1,420	H = E*F*60
(-) Debt	60 MW	\$302	\$302	\$302	I = B*60
Per Share Equity Value (\$/sh)		\$1.02	\$1.91	\$2.79	J = (H-I) / G

Every 50 MW Building in Future					
Enterprise Value	42 MW	\$497	\$746	\$994	K = E*F*42
(-) Debt	42 MW	\$212	\$212	\$212	L = B*42
Per Share Equity Value (\$/sh)		\$0.71	\$1.33	\$1.96	M = (K-L) / G

Every 1 MW of Critical Load					
Enterprise Value	1 MW	\$11.8	\$17.8	\$23.7	N = E*F
(-) Debt	1 MW	\$5.0	\$5.0	\$5.0	O = B
Equity Value of 1MW		\$6.8	\$12.7	\$18.6	P = N-O

Cash Cost to Mine Guidance

Unit Economics: Q1 2025 Actuals, Q2-Q4 2025 and 2025 Fiscal Year End Estimates

	Q1 2025A			Q2 -Q4 2025E			2025 FYE		
Illustrative Market Inputs:									
Network Hash Rate (EH/s)				900			900		
Transaction Fees (%)				2.0%			2.0%		
Illustrative Operating Inputs:									
Miner Fleet Efficiency (J/TH) ⁽¹⁾				18			18		
Realized Average Hash Rate (EH/s) ⁽²⁾	7.3			10.9			10		
Total Bitcoin Mined									
	372			1,529			1,901		
	\$ in 000's	\$/BTC	\$/PH/Day	\$ in 000's	\$/BTC	\$/PH/Day	\$ in 000's	\$/BTC	\$/PH/Day
Power Cost (Q2-Q4 2025 @ \$0.05/kWh) ⁽³⁾	\$24,553	\$65,997	\$37	\$64,897	\$42,452	\$22	\$89,450	\$47,060	\$24
Operating Expense ⁽⁴⁾	2,207	5,932	3	\$7,305	4,779	\$2	\$9,512	5,004	\$3
BTC Segment Total Cost	\$26,760	\$71,930	\$41	\$72,202	\$47,230	\$24	\$98,962	\$52,065	\$27

(1) Assumes 4% ancillary load.

(2) Actual hash rate for Q1 2025. Projected hash rate for Q2-Q4 2025E factors in ~89% availability.

(3) Estimated power cost of \$0.05/kWh at Lake Mariner Q2 - Q4 2025 based on forward power curve in NYISO Zone A as of May 5, 2025.

(4) Estimated BTC mining segment allocation of annual operating costs at Lake Mariner.

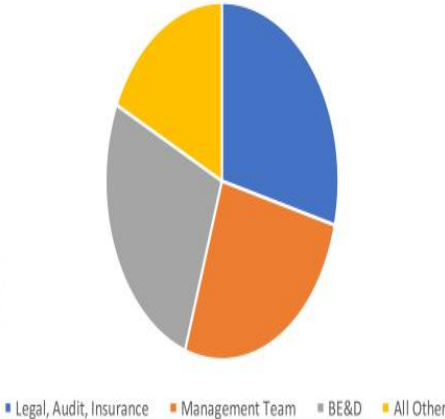


2025 Cost Guidance: SG&A, Operating Expenses, Interest Expense

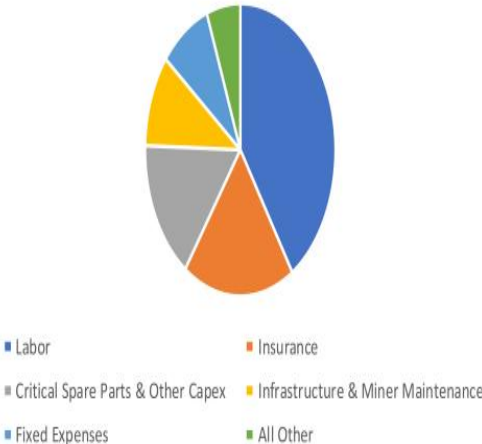
Target Annual Fixed Operating Expenses: \$74 - \$84 million

2025E Fixed Costs	Guidance Range in Millions
SG&A	\$40 - 45 million
Operating expenses	\$20 - 25 million
2.75% Convertible Notes Interest	\$14 million
Total	\$74 - 84 million

2025E SG&A



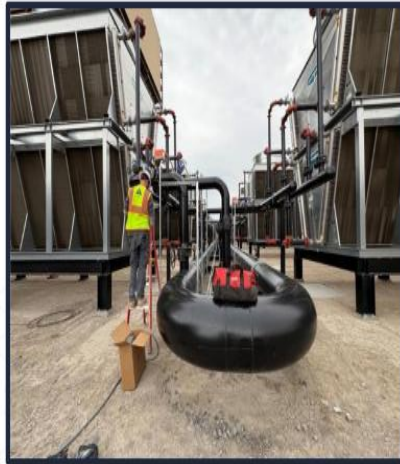
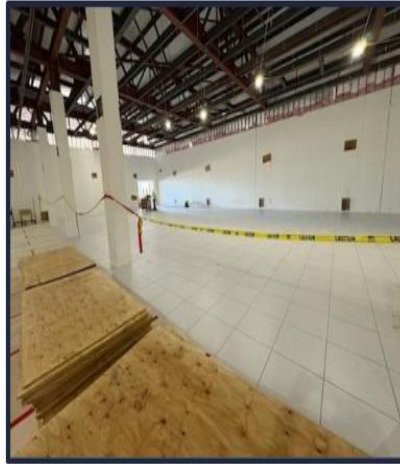
2025E Operating Expenses





APPENDIX

Data Center Construction Progress



Lake Mariner Data – Site Layout & Expansion



Building	Critical IT MW	Gross MW	Building SF	Status
Power Block	12.0	15.0		operating
MB-1	40.0	50.0	24,000	operating
MB-2	40.0	50.0	24,000	operating
MB-3	36.0	45.0	37,000	operating
MB-4	28.0	35.0	24,000	operating
MB-5	40.0	50.0	40,000	operating
WULF Den	2.0	2.5	6,000	contracted
CB-1	16.0	20.0	61,000	contracted
CB-2	40.0	50.0	130,000	contracted
CB-3	42.0	52.5	144,000	open
CB-4	42.0	52.5	144,000	open
CB-5	42.0	52.5	144,000	open
CB-6	42.0	52.5	144,000	open
CB-7	42.0	52.5	144,000	open
CB-8	42.0	52.5	144,000	open
CB-9	42.0	52.5	144,000	open
CB-10	42.0	52.5	144,000	open
Total	590.0	737.5	1,498,000	

- Scalable to 750 MW capacity
- 164-acre leased area with robust energy infrastructure
- Dual 345 kV transmission lines provide high power reliability
- HPC buildings engineered with two 19,000 SF data halls
- Designed for 1.25 PUE critical IT load

Miner Building
 HPC Open ⁽¹⁾
 HPC Contracted ⁽¹⁾



(1) Critical IT MW shown

TeraWulf Capitalization Table

As of May 7, 2025

	Estimated Diluted Shares at Various Share Prices (Based on the Treasury Method)								
	Outstanding	\$ 4.00	\$ 5.50	\$ 7.00	\$ 8.50	\$ 10.00	\$ 11.50	\$ 13.00	\$ 14.50
Common Stock	384,584	384,584	384,584	384,584	384,584	384,584	384,584	384,584	384,584
Convertible Senior Notes								907	6,913
Preferred Stock, Convertible into Common Stock	1,292	-	-	-	-	1,292	1,292	1,292	1,292
Warrants to Purchase Common Stock									
\$0.010 Exercise Price	142	142	142	142	142	142	142	142	142
\$1.000 Exercise Price	9,962	7,472	8,151	8,539	8,790	8,966	9,096	9,196	9,275
\$1.925 Exercise Price	7,163	3,716	4,656	5,193	5,541	5,784	5,964	6,102	6,212
Subtotal	17,267	11,329	12,948	13,874	14,473	14,892	15,202	15,440	15,629
Omnibus Incentive Plan Equity Awards - Unvested	4,756	4,756	4,756	4,756	4,756	4,756	4,756	4,756	4,756
Estimated Diluted Share Count	407,899	400,669	402,288	403,214	403,813	405,524	405,834	406,979	413,174



Note: all figures are approximate. All values except share price in thousands.

Q1 2025 Statement of Operations

TERAWULF INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE THREE MONTHS ENDED MARCH 31, 2025 AND 2024

(In thousands, except number of shares and loss per common share; unaudited)

	Three Months Ended	
	March 31,	
	2025	2024
Revenue	\$ 34,405	\$ 42,433
Costs and expenses:		
Cost of revenue (exclusive of depreciation shown below)	24,553	14,408
Operating expenses	1,144	785
Operating expenses – related party	1,748	888
Selling, general and administrative expenses	46,573	12,289
Selling, general and administrative expenses – related party	3,571	2,620
Depreciation	15,574	15,088
Loss (gain) on fair value of digital currency, net	870	(1,329)
Total costs and expenses	94,033	44,749
Operating loss	(59,628)	(2,316)
Interest expense	(4,049)	(11,045)
Loss on extinguishment of debt	—	(2,027)
Interest income	2,259	500
Loss before income tax and equity in net income of investee	(61,418)	(14,888)
Income tax benefit	—	—
Equity in net income of investee, net of tax	—	5,275
Net loss	\$ (61,418)	\$ (9,613)
Loss per common share:		
Basic and diluted	\$ (0.16)	\$ (0.03)
Weighted average common shares outstanding:		
Basic and diluted	383,149,511	290,602,725

See Notes to Condensed Consolidated Financial Statements.



Note: All values in thousands

Q1 2025 Balance Sheet

CONDENSED CONSOLIDATED BALANCE SHEETS

AS OF MARCH 31, 2025 AND DECEMBER 31, 2024

(In thousands, except number of shares and par value; unaudited)

	December 31,	
	March 31, 2025	2024
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 218,162	\$ 274,065
Digital currency	1,400	476
Prepaid expenses	4,799	2,493
Other receivables	5,101	3,799
Other current assets	585	598
Total current assets	230,047	281,431
Property, plant and equipment, net	509,888	411,869
Operating lease right-of-use asset	85,299	85,898
Finance lease right-of-use asset	7,200	7,285
Other assets	8,728	1,028
TOTAL ASSETS	\$ 841,162	\$ 787,511

LIABILITIES AND STOCKHOLDERS' EQUITY

CURRENT LIABILITIES:

Accounts payable	\$ 54,901	\$ 24,382
Accrued construction liabilities	19,526	16,520
Accrued compensation	1,512	4,552
Accrued interest	5,997	2,559
Other accrued liabilities	6,432	2,414
Other amounts due to related parties	571	1,391
Current portion of deferred rent liability	31,960	—
Current portion of operating lease liability	26	25
Current portion of finance lease liability	2	2
Total current liabilities	120,927	51,845
Deferred rent liability, net of current portion	58,040	—
Operating lease liability, net of current portion	3,420	3,427
Finance lease liability, net of current portion	291	292
Convertible notes	488,109	487,502
TOTAL LIABILITIES	670,787	543,066

Commitments and Contingencies (See Note 10)

STOCKHOLDERS' EQUITY:

Preferred stock, \$0.001 par value, 100,000,000 authorized at March 31, 2025 and December 31, 2024; 9,566 issued and outstanding at March 31, 2025 and December 31, 2024; aggregate liquidation preference of \$12,924 and \$12,609 at March 31, 2025 and December 31, 2024, respectively	9,273	9,273
Common stock, \$0.001 par value, 600,000,000 authorized at March 31, 2025 and December 31, 2024, respectively; 408,198,263 and 404,223,028 issued and outstanding at March 31, 2025 and December 31, 2024, respectively	408	404
Additional paid-in capital	705,897	685,261
Treasury stock at cost, 24,468,750 and 18,568,750 at March 31, 2025 and December 31, 2024, respectively	(151,509)	(118,217)
Accumulated deficit	(393,694)	(332,276)
Total stockholders' equity	170,375	244,445
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 841,162	\$ 787,511



Note: In thousands, except number of shares, per share amounts and par value

Q1 2025 Non-GAAP Adjusted EBITDA Reconciliation

	Three Months Ended	
	March 31,	
	2025	2024
Net loss	\$ (61,418)	\$ (9,613)
Adjustments to reconcile net loss to non-GAAP Adjusted EBITDA:		
Equity in net (income) loss of investee, net of tax	—	(5,275)
Distributions from investee, related to Nautilus	—	12,022
Income tax benefit	—	—
Interest income	(2,259)	(500)
Loss on extinguishment of debt	—	2,027
Interest expense	4,049	11,045
Depreciation	15,574	15,088
Amortization of right-of-use asset	685	252
Stock-based compensation expense	38,674	6,931
Non-GAAP Adjusted EBITDA	\$ (4,695)	\$ 31,977

Note: All values in thousands. The Company presents adjusted EBITDA, which is not a measurement of financial performance under generally accepted accounting principles in the United States ("GAAP"). We use Adjusted EBITDA to eliminate the effects of certain non-cash and/or non-recurring items, that do not reflect our ongoing strategic business operations. Adjusted EBITDA is provided in addition to, and not as a substitute for, or as superior to, the comparable GAAP measure, Net Income. For a full reconciliation of the Non-GAAP measures we use to their comparable GAAP measures, see the discussion under the heading "Non-GAAP Measure" commencing on page 36, under Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Dec 31, 2024, Form 10-K.



