Exhibit 10.8  
 FORM OF REGISTRATION RIGHTS AGREEMENT  
 THIS REGISTRATION RIGHTS AGREEMENT (this “Agreement”) is made and entered into as of February 8, 2024, by and among Gryphon Digital Mining, Inc., a Delaware corporation (the “Company”), and the purchasers named on Schedule A hereto (the “Purchasers”), and shall become effective as of the Closing Date (as defined below).  
 RECITALS  
 A. In connection with certain Share Settlement Agreements by and between the Company and the Purchasers, the Purchasers were issued shares of common stock of the Company in the amounts set forth on Schedule A hereto (the “Shares”).  
 B. To induce the Purchasers to execute and deliver the Share Settlement Agreements, the Company has agreed to provide certain registration rights under the Securities Act, and applicable state securities laws.  
 AGREEMENT  
 NOW, THEREFORE, IN CONSIDERATION of the mutual covenants contained in this Agreement, and for other good and valuable consideration the receipt and adequacy of which are hereby acknowledged, the Company and the Purchaser agree as follows:  
 ARTICLE I DEFINITIONS  
 Capitalized terms used and not otherwise defined herein shall have the meanings given such terms in the Purchase Agreement. As used in this Agreement, the following terms shall have the following meanings:  
 “Affiliate” means, with respect to any Person, any other Person that directly or indirectly controls or is controlled by or under common control with such Person. For the purposes of this definition, “,” when used with respect to any Person, means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of such Person, whether through the ownership of voting securities, by contract or otherwise; and the terms “,” “” and “” have meanings correlative to the foregoing.