

**FORM 51-102F3**  
**MATERIAL CHANGE REPORT**

**1. Name and Address of Company**

Caza Gold Corp. (the “**Company**” or “**Caza**”)  
736 Granville Street, Suite 1100,  
Vancouver, British Columbia, V6Z 1G3

**2. Date of Material Change**

June 6, 2018

**3. News Release**

A press release disclosing the material change was released on June 6, 2018, through the facilities of Newsfile.

**4. Summary of Material Change**

The Company announced that it entered into a binding business combination agreement (the “**Agreement**”) with Arctic Blockchain Ltd. (“**Arctic**”) whereby Caza will acquire all of the securities of Arctic by way of a three-cornered amalgamation, subject to the terms and conditions of the Agreement (the “**Transaction**”). The Agreement will be filed under Caza’s profile on SEDAR at [www.sedar.com](http://www.sedar.com). Pursuant to the terms of the Transaction, Arctic will amalgamate with a wholly-owned subsidiary of Caza, and Caza will change its name to Hydro66 Holdings Corp. As a result of the Transaction, the Company will continue on with the business of Arctic’s wholly owned subsidiary Hydro66 UK Limited.

Further the Company is also pleased to announce it has received conditional approval from the Canadian Securities Exchange (“**CSE**”) to list the common shares of the resulting issuer on the CSE. The Company will announce the listing date in a press release at a later date but expects to be listed on or around June 15, 2018.

In connection with the Transaction, Caza completed a consolidation of its common shares on a 1 for 76.3945 basis, whereby as of the date hereof there are 2,000,000 Caza Shares issued and outstanding. After completion of the Transaction, an aggregate of 127,000,000 Caza Shares will be issued and outstanding with former securityholders of Arctic holding 125,000,000 Caza Shares, which includes the issuance of 20,000,000 Caza Shares on conversion of certain securities of Arctic, representing approximately 98.43% of the then outstanding Caza Shares and the original shareholders of Caza holding 2,000,000 Caza Shares, representing approximately 1.57% of the then outstanding Caza Shares. The closing date for the Transaction is expected to be on or around June 8, 2018.

**5. Full Description of Material Change**

The material change is fully described in the Company’s press release which is attached as Schedule “A” and is incorporated herein.

**6. Reliance on subsection 7.1(2) of National Instrument 51-102**

The report is not being filed on a confidential basis.

**7. Omitted Information**

No significant facts have been omitted from this Material Change Report.

**8. Executive Officer**

For further information, contact Lisa McCormack, CEO of the Company at (416) 361-2515.

**9. Date of Report**

This report is dated at Toronto, this 6<sup>th</sup> day of June, 2018.

**CAZA GOLD CORP.**

Per:                     “Lisa McCormack” (signed)                      
Lisa McCormack  
CEO

## SCHEDULE “A”

### **CAZA GOLD ENTERS INTO BUSINESS COMBINATION AGREEMENT WITH ARCTIC BLOCKCHAIN AND RECEIVES CONDITIONAL APPROVAL TO LIST AS HYDRO66 ON THE CSE**

**June 6, 2018 – Vancouver, British Columbia** – Caza Gold Corp. (the “Company” or “Caza”) is pleased to announce that it has entered into a binding business combination agreement (the “Agreement”) with Arctic Blockchain Ltd. (“Arctic”) whereby Caza will acquire all of the securities of Arctic by way of a three-cornered amalgamation, subject to the terms and conditions of the Agreement (the “Transaction”). The Agreement will be filed under Caza’s profile on SEDAR at [www.sedar.com](http://www.sedar.com). Pursuant to the terms of the Transaction, Arctic will amalgamate with a wholly-owned subsidiary of Caza, and Caza will change its name to Hydro66 Holdings Corp. As a result of the Transaction, the Company will continue on with the business of Arctic’s wholly owned subsidiary Hydro66 UK Limited. Further the Company is also pleased to announce it has received conditional approval from the Canadian Securities Exchange (“CSE”) to list the common shares of the resulting issuer on the CSE. The Company will announce the listing date in a press release at a later date but expects to be listed on or around June 15, 2018.

Caza is a reporting issuer in the Provinces of British Columbia, Alberta, Saskatchewan, Ontario and Nova Scotia and its common shares (the “Caza Shares”) are not currently listed on any exchange or market. As contemplated by the Agreement, Caza and Arctic have applied to the CSE for the listing of the Caza Shares (the “Listing”). Caza has no commercial operations, no assets and minimal liabilities.

#### **Resulting Capitalization**

In connection with the Transaction, Caza completed a consolidation of its common shares on a 1 for 76.3945 basis, whereby as of the date hereof there are 2,000,000 Caza Shares issued and outstanding. After completion of the Transaction, an aggregate of 127,000,000 Caza Shares will be issued and outstanding with former securityholders of Arctic holding 125,000,000 Caza Shares, which includes the issuance of 20,000,000 Caza Shares on conversion of certain securities of Arctic, representing approximately 98.43% of the then outstanding Caza Shares and the original shareholders of Caza holding 2,000,000 Caza Shares, representing approximately 1.57% of the then outstanding Caza Shares. The closing date for the Transaction is expected to be on or around June 8, 2018.

Upon completion of the Transaction, the board of directors and management of the resulting issuer will consist of the persons identified below:

- David Rowe – Chairman and Director;
- Anne Graf – CEO and Director;
- Juliet Pedrazas – CFO;
- Richard Croft – Director;
- Richard Patricio – Director;
- Michael Hudson – Director; and
- Nick DeMare – Corporate Secretary.

#### ***David Rowe – Director and Chairman***

David Rowe is the CEO of Black Green Capital, a Venture Capital investment company based in London specialising in disruptive digital transformation. Companies in the portfolio include: Verasity.io, [hydro66.com](http://hydro66.com), [sendwyre.com](http://sendwyre.com), and [message.io](http://message.io). David was CEO and founder of Easynet

Group, a UK listed global Enterprise Cloud services business sold to BSkyB in 2006. David subsequently headed up B2B at BSkyB.

***Anne Graf – Chief Executive Officer and Director***

Anne Graf is the CEO of Hydro66 and has significant regional expertise in electricity supply markets and data center planning regulations. She has lived and worked in the UK, Belgium and Germany. Anne is also chair of Meramedia, a Swedish communications agency.

***Richard Patricio – Director***

Mr. Patricio is the Chief Executive Officer and President of Mega Uranium Ltd., a uranium investment and development company. From 2005 to 2016, Mr. Patricio managed Pinetree Capital Ltd. (being its Chief Executive Officer from 2015), a venture capital investment company focused on mining and technology. Previously, Mr. Patricio practiced law at Osler LLP in Toronto and in-house for a global manufacturing company. Mr. Patricio has built a number of companies, primarily in the mining and investment sectors, with global operations and holds and has held senior officer and director positions in several companies listed on stock exchanges in Toronto, Australia, London and New York. Mr. Patricio received his law degree from Osgoode Hall and was called to the Ontario bar in 2000.

***Richard Croft – Director***

Richard Croft is a solicitor with more than 20 years' experience of corporate and commercial law. Richard's current directorships include Maistro Plc, Croft Legal Services Limited, Black Green Capital Limited and Hydro66 UK Limited. His initial career was at GEC and as general counsel for Easynet Group. Richard specialises in TMT and new media commercial law.

***Michael Hudson – Director***

Mr. Michael Hudson, B.Sc. (Hons 1st) GDipAppFin, FAusIMM, MSEG, MAIG, is an explorationist, geologist and entrepreneur. He started his career in 1990 working in mines as an underground and exploration geologist. Over the last 18 years he has developed and financed mineral exploration properties on four continents. In 2004 he founded and has subsequently headed Mawson Resources Ltd (TSX:MAW), a gold exploration company in Sweden and Finland as Chairman & CEO. Mr. Hudson is also a founder and director of both Leading Edge Material Ltd (TSXv:LEM), a battery raw material supply company in Sweden and Hannan Metals Ltd (TSXv:HAN), a zinc exploration company in Ireland.

***Juliet Pedrazas – Chief Financial Officer***

Juliet Pedrazas is a chartered accountant with 18 years' experience. Juliet trained as an auditor with PwC. Prior to Hydro66, Juliet was Head of Finance for Easynet Group.

***Nick De Mare – Corporate Secretary***

Mr. DeMare, a chartered professional accountant, has been President of Chase Management Inc. since 1991, providing accounting, management, securities regulatory compliance and corporate secretarial services to private and public-listed companies. Mr. DeMare also serves as an officer and/or director of a number of public-listed companies. Mr. DeMare holds a Bachelor of Commerce degree from the University of British Columbia and is a member in good standing of the Institute of Chartered Professional Accountants of British Columbia.

Further details about the Transaction and the resulting issuer will be provided in the listing statement to be filed on SEDAR in respect of the Transaction.

Investors are cautioned that, except as disclosed in the disclosure document to be prepared in connection with the Transaction, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon

### ***About Arctic***

Arctic is the sole shareholder of Hydro66 UK Limited (“**Hydro66**”), a company with operations in Boden, Northern Sweden, an award-winning datacenter company that has been operating since 2014 which offers colocation services to enterprise and cryptocurrency customers. Hydro66 has installed operating capacity of 11MW with an additional 8MW of capacity under construction. The site has potential capacity and reserved power of 42MW. The site uses 100% hydro-power and an innovative building and cooling system.

For more information please visit: [www.hydro66.com](http://www.hydro66.com)

### **FOR MORE INFORMATION, PLEASE CONTACT:**

Lisa McCormack  
Chief Executive Officer of Caza  
Tel: (416) 361-2515

or

Paul Morrison  
Chief Commercial Officer of Hydro66 UK Limited  
Tel: (+44) 7789 915 147

or

Jason Atkinson  
Jason.atkinson@hydro66.com  
647-938-5266

*Neither the CSE nor its Regulation Services Provider accepts responsibility for the adequacy or accuracy of this release.*

*This news release contains certain “forward-looking information” within the meaning of applicable securities law. Forward looking information is frequently characterized by words such as “plan”, “expect”, “project”, “intend”, “believe”, “anticipate”, “estimate”, “may”, “will”, “would”, “potential”, “proposed” and other similar words, or statements that certain events or conditions “may” or “will” occur. These statements are only predictions. Forward-looking information is based on the opinions and estimates of management at the date the information is provided, and is subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking information. For a description of the risks and uncertainties facing the Company and its business and affairs, readers should refer to the Company’s Management’s Discussion and Analysis. The Company undertakes no obligation to update forward-looking information*

*if circumstances or management's estimates or opinions should change, unless required by law. The reader is cautioned not to place undue reliance on forward-looking information.*

*Not for distribution to U.S. Newswire Services or for dissemination in the United States. Any failure to comply with this restriction may constitute a violation of U.S. Securities laws.*