

EARLY WARNING REPORT

PURSUANT TO NATIONAL INSTRUMENT 62-103F1 - THE EARLY WARNING SYSTEM AND RELATED TAKE-OVER BID AND INSIDER REPORTING ISSUES

Item 1 – Security and Reporting Issuer

1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

Securities: Common shares (“**Common Shares**”)

Issuer: Hydro66 Holdings Corp. (the “**Issuer**”)
736 Granville Street, Suite 1100
Vancouver, BC V6Z 1G3

1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

Not applicable.

Item 2 – Identity of the Acquiror

2.1 State the name and address of the acquiror.

Robert Keith (the “**Acquiror**”)
c/o Hydro66 UK Limited
15 Percy Street, London, United Kingdom, W1T 1DS

2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

On June 8, 2018, as a result of the exchange of his shares in Arctic Blockchain Ltd. (“**Arctic**”) pursuant to a three-cornered amalgamation with the Issuer (the “**Transaction**”), the Acquirer acquired 36,934,254 common shares of the Issuer. Prior to the completion of the Transaction, the Issuer consolidated its shares on a 1 for 76.3945 basis. All references in this report to common shares of the Issuer are on a post-consolidated basis. Under the Transaction, the Issuer issued an aggregate of 125,000,000 common shares to former securityholders of Arctic in connection with the amalgamation of Arctic with 1166031 B.C. Ltd., a wholly-owned subsidiary of the Issuer.

2.3 State the names of any joint actors.

None.

Item 3 – Interest in Securities of the Reporting Issuer

3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file the report and the change in the acquiror’s securityholding percentage in the class of securities.

In connection with the Transaction the Acquiror acquired 36,934,254 common shares of the Issuer, representing approximately 29.08% of the issued and outstanding common shares of the Issuer (the “**Acquired Shares**”). In addition, he also acquired 9,233,563 common share purchase warrants (“**Warrants**”) and assuming exercise of the warrants by the Acquiror and without taking into account the exercise of any other warrants issued in connection with the Transaction, the Acquiror would hold approximately 33.89% of the issued and outstanding common shares on a partially diluted basis.

3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file the report.

Please see item 3.1 above.

3.3 If the transaction involved a securities lending arrangement, state that fact.

Not applicable.

3.4 State the designation and number or principal amount of securities and the acquiror’s securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

Please see item 3.1 above.

3.5 State the designation and number or principal amount of securities and the acquiror’s securityholding percentage in the class of securities referred to in Item 3.4 over which

(a) the acquiror, either alone or together with any joint actors, has ownership and control,

Please see paragraph 3.1 above.

(b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and

Not applicable.

(c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.

Not applicable.

3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror’s securityholdings.

Each Warrant entitles the Acquiror to purchase one additional common share at a price of \$0.75 until June 8, 2020. Assuming exercise of the Warrants by the Acquiror and without taking into account the exercise of any other warrants issued in connection with the Transaction, the

Acquirer would hold approximately 33.89% of the issued and outstanding common shares on a partially diluted basis.

- 3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.**

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

- 3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.**

Not applicable.

Item 4 – Consideration Paid

- 4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.**

Not applicable. See 4.3 below.

- 4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.**

Not applicable. See 4.3 below.

- 4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.**

The Acquired Shares and Warrants were acquired pursuant to the Transaction on a one for one basis for the corresponding securities held by the Acquiror in Arctic.

Item 5 – Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;
- (e) a material change in the present capitalization or dividend policy of the reporting issuer;
- (f) a material change in the reporting issuer's business or corporate structure;
- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;
- (j) a solicitation of proxies from securityholders;
- (k) an action similar to any of those enumerated above.

The securities were acquired for investment purposes. The Acquiror may, depending on market and other conditions, or as future circumstances may dictate, from time to time, on an individual or joint basis, increase or dispose of some or all of the existing or additional securities he holds or will hold, or may continue to hold his current position.

Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Pursuant to an escrow agreement dated June 8, 2018 among the Company, Capital Transfer Agency, ULC, as the escrow agent, and the Acquirer, the Acquired Shares and Warrants will be held in escrow and released as follows:

the date the Common Shares are listed on a recognized stock exchange in Canada (“listing date”)	1/10 of the Offeror’s escrow securities
6 months after the listing date	1/6 of the Offeror’s remaining escrow securities
12 months after the listing date	1/5 of the Offeror’s remaining escrow securities
18 months after the listing date	1/4 of the Offeror’s remaining escrow securities
24 months after the listing date	1/3 of the Offeror’s remaining escrow securities
30 months after the listing date	1/2 of the Offeror’s remaining escrow securities
36 months after the listing date	the Offeror’s remaining escrow securities

Item 7 – Change in material fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquirer under the early warning requirements or Part 4 in respect of the reporting issuer’s securities.

Not applicable.

Item 8 – Exemption

If the acquirer relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

The Acquirer is relying on Section 2.11 on National Instrument 45-106 – *Prospectus Exemptions* in acquiring the securities from the Issuer.

Item 9 – Certification

I, as the Acquirer, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

DATED this 11th day of June 2018.

“Robert Keith” (Signed)
Robert Keith