

FORM 51-102F3
MATERIAL CHANGE REPORT

1. Name and Address of Company

Hydro66 Holdings Corp. (the “**Company**” or “**Hydro66**”)
736 Granville Street, Suite 1100,
Vancouver, British Columbia, V6Z 1G3

2. Date of Material Change

June 8th, 2018 and June 12th, 2018

3. News Release

A press release disclosing the material change was released on June 8th, 2018 and June 12th, 2018, through the facilities of Newsfile.

4. Summary of Material Change

On June 8, 2018 the Company announced that it completed the amalgamation transaction pursuant to a three cornered amalgamation under the *Business Corporations Act* (British Columbia) (the “**Transaction**”) with Arctic Blockchain Ltd. (“**Arctic**”), effective June 8, 2018. In connection with the Transaction, Caza Gold Corp. (“**Caza**”) changed its name to “Hydro66 Holdings Corp.” effective June 8, 2018.

The Company also announced it received approval from the Canadian Securities Exchange (“**CSE**”) to list the common shares of Hydro66 effective on June 13th, 2018.

5.1 Full Description of Material Change

In connection with the Transaction, Caza completed a consolidation of its common shares on a 1 for 76.3945 basis, whereby prior to the date of completion of the Transaction there were 2,000,000 Caza common shares issued and outstanding. On closing of the Transaction, an aggregate of 127,000,000 Hydro66 common shares (“**Hydro66 Shares**”) were issued and outstanding with former securityholders of Arctic holding 125,000,000 Hydro66 Shares (which includes the issuance of 20,000,000 Hydro66 Shares on conversion of certain securities of Arctic) representing approximately 98.43% of the then outstanding Hydro66 Shares, and the original shareholders of Caza holding 2,000,000 Hydro66 Shares, representing approximately 1.57% of the issued and outstanding Hydro66 Shares.

Further, upon closing of the Transaction the Company had 50,096,000 warrants outstanding and 8,050,000 options outstanding. The listing statement was filed on the Company’s SEDAR profile and on the website of the Canadian Securities Exchange (“**CSE**”).

The material change is fully described in the Company’s press releases dated June 8, 2018 and June 12th, 2018 which are attached as Schedule “A” and Schedule “B” to this report and is incorporated herein.

5.2 Disclosure for Restructuring Transactions

The Transaction constituted a restructuring transaction under applicable securities laws. Additional information on the Transaction and the business of the Company and Arctic was provided in the Company's Form 2A Listing Statement dated June 8, 2018 filed with the CSE, a copy of which is incorporated by reference herein and is available under the Company's profile at www.sedar.com.

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 Juliet Pedrazas, CFO of the Company at +44 (0) 7801 576 149

9. Date of Report

This report is dated at Toronto, this 12th day of June, 2018.

HYDRO66 HOLDINGS CORP.

Per: *"Juliet Pedrazas" (signed)*
Juliet Pedrazas
CFO

SCHEDULE "A"

HYDRO66 (FORMERLY CAZA GOLD) ANNOUNCES COMPLETION OF BUSINESS COMBINATION WITH ARCTIC BLOCKCHAIN LTD.

June 8, 2018 – Toronto, Ontario – Hydro66 Holdings Corp. (the “Company” or “Hydro66”) (formerly Caza Gold Corp.) is pleased to announce that it has completed the amalgamation transaction (the “Transaction”) with Arctic Blockchain Ltd. (“Arctic”), effective June 8, 2018. In connection with the Transaction, Caza Gold Corp. (“Caza”) changed its name to “Hydro66 Holdings Corp.” effective June 8, 2018.

Resulting Capitalization

After completion of the Transaction, there is an aggregate of 127,000,000 common shares in the capital of Hydro (the “Hydro Shares”) with former securityholders of Arctic holding 125,000,000 Hydro Shares, representing approximately 98.43% of the outstanding Hydro Shares and the original shareholders of Caza holding 2,000,000 Hydro Shares, representing approximately 1.57% of the outstanding Hydro Shares. The Company also has 50,096,000 warrants outstanding and 8,050,000 options outstanding. Further information will be provided in the listing statement that will be filed on the Company’s SEDAR profile once accepted by the Canadian Securities Exchange (“CSE”).

Pursuant to the Transaction, David Rowe (address: c/o Hydro66 UK Limited, 15 Percy Street, London, United Kingdom, W1T 1DS), the Chairman and a director of the Company, has become the registered holder of 49,915,450 Hydro Shares representing approximately 39.30% of the outstanding Hydro Shares. In addition, Mr. Rowe also holds 12,478,863 common share purchase warrants and 600,000 options and assuming exercise of the warrants and options by Mr. Rowe and without taking into account the exercise of any other warrants or options issued in connection with the Transaction, Mr. Rowe would hold approximately 44.97% of the issued and outstanding Hydro Shares on a partially diluted basis. For the purposes of National Instrument 62-103 early warning reporting, the Hydro Shares were acquired as a result of the Transaction and the common shares are held for investment purposes and the holder may, from time to time, acquire additional securities of the Company or dispose of such securities as it may deem appropriate. A copy of the applicable early warning report will be filed under the Company’s profile on SEDAR at www.sedar.com.

Pursuant to the Transaction, Robert Keith (address: c/o Hydro66 UK Limited, 15 Percy Street, London, United Kingdom, W1T 1DS) has become the registered holder of 36,934,254 Hydro Shares representing approximately 29.08% of the outstanding Hydro Shares. In addition, Mr. Keith also holds 9,233,563 common share purchase warrants and assuming exercise of the warrants by Mr. Keith and without taking into account the exercise of any other warrants issued in connection with the Transaction, Mr. Keith would hold approximately 33.89% of the issued and outstanding Hydro Shares on a partially diluted basis. For the purposes of National Instrument 62-103 early warning reporting, the Hydro Shares were acquired as a result of the Transaction and the Hydro Shares are held for investment purposes and the holder may, from time to time, acquire additional securities of the Company or dispose of such securities as it may deem appropriate. A copy of the applicable early warning report will be filed under the Company’s profile on SEDAR at www.sedar.com.

Management

In connection with the Transaction, the board and management of the Company are now comprised as follows:

- 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.

The common shares have been conditionally accepted for listing on the CSE, subject to the satisfaction of customary listing conditions, and the Company has reserved the symbol “SIX” and anticipates to trade under this symbol upon listing. The Company will submit its final listing package to the CSE to obtain a final listing date and will provide a further update at such time.

Further details of the Transaction can be found by reviewing the press releases of the Company on March 12, 2018 and June 6, 2018.

About Hydro66

Hydro66, through its wholly owned subsidiary, is the sole shareholder of Hydro66 UK Limited (“**Hydro66 UK**”), 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 UK 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

FOR MORE INFORMATION, PLEASE CONTACT:

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.

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SCHEDULE “B”

HYDRO66 TO COMMENCE TRADING ON THE CANADIAN SECURITIES EXCHANGE

June 12th, 2018 – Toronto, Ontario – Hydro66 Holdings Corp. (the “**Company**” or “**Hydro66**”) (formerly Caza Gold Corp.) is pleased to announce that the Company’s common shares will commence trading on the Canadian Securities Exchange (the “**CSE**”) under the symbol “**SIX**” effective at the market open on Wednesday June 13th, 2018.

“Listing on the CSE represents an important achievement for the Company and will enhance shareholder value through increased stock liquidity and market exposure. Trading on the CSE expands our potential investor base and we are grateful for all of the assistance provided by the CSE. The listing will give us a strong platform to execute on our plans to build a best of breed world class company with our clients and community.” said the Company’s CEO, Anne Graf.

Further information regarding the Company is set forth in the Company’s listing statement (“**Listing Statement**”). A copy of the Listing Statement is available under the Company’s profile at www.sedar.com.

The Company would also like to announce that it has granted 225,000 options to purchase common shares of the Company exercisable at a price of \$0.50 per share and expiring on June 12th, 2021, to an officer and consultant of the Company. The common shares issuable upon exercise of the options are subject to a four-month hold period from the original date of grant. The stock options have a term of three (3) years, subject to one-third of the grant vesting on the grant date and every year thereafter with full vesting in the first two years of the term.

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For more information please visit: www.hydro66.com

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