

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

Hydro66 Holdings Corp. (the "Issuer")
365 Bay Street, Suite 400
Toronto, Ontario M5H 2V1
Phone : (416) 479-4094

2. Date of Material Change

September 11, 2018

3. Press Release

The press release was issued on September 11, 2018 through various approved public media and filed with the Canadian Securities Exchange and the British Columbia, Alberta, Ontario, Saskatchewan and Nova Scotia Securities Commissions.

4. Summary of Material Change(s)

See attached press release.

5. Full Description of Material Change

See attached press release.

6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not Applicable

7. Omitted Information

Not Applicable

8. Officer

Nick DeMare, Corporate Secretary
Phone: (604) 685-9316

9. Date of Report

September 12, 2018



HYDRO66 ANNOUNCES REVOCATION OF CEASE TRADE ORDERS

September 11, 2018 – Toronto, Ontario – Hydro66 Holdings Corp. (the “Company” or “Hydro66”) is pleased to announce the revocation of the cease trade orders issued with respect to the Company’s securities by the British Columbia Securities Commission (“BCSC”) and Ontario Securities Commission. The cease trade order had been issued by the BCSC because the Company was late in filing its unaudited quarterly financial statements, MD&A and related officer’s certificates for the six month period ended June 30, 2018. Those filings were made on September 7, 2018 and are available on SEDAR at www.sedar.com.

FOR MORE INFORMATION, PLEASE CONTACT:

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Certain information set forth in this news release may contain forward-looking statements that involve substantial known and unknown risks and uncertainties. All statements other than statements of historical fact are forward-looking statements, including, without limitation, statements regarding future financial position, business strategy, use of proceeds, corporate vision, proposed acquisitions, partnerships, joint-ventures and strategic alliances and co-operations, budgets, cost and plans and objectives of or involving the Company. Such forward-looking information reflects management's current beliefs and is based on information currently available to management. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "predicts", "intends", "targets", "aims", "anticipates" or "believes" or variations (including negative variations) of such words and phrases or may be identified by statements to the effect that certain actions "may", "could", "should", "would", "might" or "will" be taken, occur or be achieved. A number of known and unknown risks, uncertainties and other factors may cause the actual results or performance to materially differ from any future results or performance expressed or implied by the forward-looking information. These forward-looking statements are subject to numerous risks and uncertainties, certain of which are beyond the control of the Company including, but not limited to, the impact of general economic conditions, industry conditions and dependence upon regulatory approvals. Certain material assumptions regarding such forward-looking statements may be discussed in this news release and the Company's annual and quarterly management's discussion and analysis filed at www.sedar.com. Readers are cautioned that the assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be imprecise and, as such, undue reliance should not be placed on forward-looking statements. The Company does not assume any obligation to update or revise its forward-looking statements, whether as a result of new information, future events, or otherwise, except as required by securities laws.

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