

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

April 30, 2019

3. Press Release

The press release was issued on April 30, 2019 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

April 30, 2019

NEWS RELEASE

April 30th, 2019

Hydro66 Announces Appointment of New CFO

Alex Johnstone brings new strategic capability to CFO role

Boden, Sweden, 30th April 2019 - Hydro66 Holdings Corp. (“Hydro66” or the “Company”) (CSE: SIX) (OTCQB:HYHDF) is pleased to announce that Alex Johnstone has been promoted to CFO effective June 1, 2019. Mr. Johnstone will take over from Juliet Pedrazas who has been with the company since its inception. The Company thanks Juliet for her sterling work with the Company and wishes her all the best in her future endeavours.

Mr. Johnstone was brought onboard as Chief Investment Officer in September 2018 and brings a wealth of experience in traditional finance and cryptocurrency. Previously he was a key member of the Active Credit Portfolio Management team at Santander UK, focusing on Significant Risk Transfer transactions and has worked as Director, Credit Structuring at Erste Group Bank AG and Head of European Bond Syndication at Banco Santander.

Anne Graf CEO commented, *“We are delighted Mr. Johnstone is picking up the reins. His wealth of experience in traditional finance and the cryptocurrency sector will be a major asset to the company as we continue to execute on our Enterprise and cryptocurrency colocation strategy.”*

Mr. Johnstone added *“The opportunity to take Hydro66 forward as a dynamic and significant player in crypto infrastructure and Enterprise hosting is extremely attractive on a professional and personal level. I will be using my years of investment experience to identify and support those blockchain projects with the most potential to enhance and expand the cryptocurrency ecosystem. I’m looking forward to the opportunity to create shareholder value along with the rest of the senior management team and the Board.”*

For additional information contact: investors@hydro66.com

About Hydro66

Hydro66 owns and operates an award-winning colocation data center in Sweden specializing in High Performance Computing (“HPC”) hosting. The Company hosts third party IT infrastructure, utilizing 100% green power, at amongst the EU’s lowest power prices and within an ISO27001 accredited facility.

Hydro66 is uniquely positioned to capitalize on opportunities in blockchain infrastructure as well as the traditional Enterprise colocation data center market. The Company provides truly green power at a leading price, purpose-built space and cooling, telecoms, IT support services and 24/7 physical security in their facility in Boden, Sweden. www.hydro66.com

Forward-Looking Information

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.

Neither the CSE nor its Regulation Services Provider (as that term is defined in policies of the CSE) accepts responsibility for the adequacy or accuracy of this news release.