

HYDRO66 HOLDINGS CORP.

#1305 - 1090 W. Georgia Street
Vancouver, British Columbia V6E 3V7

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that a special meeting (the "**Meeting**") of shareholders of **Hydro66 Holdings Corp. (formerly Caza Gold Corp.)** (the "**Company**") will be held on **Tuesday, February 16, 2021**, at the hour of 10:00 a.m. (Eastern time), at the office of Irwin Lowy LLP at Suite 401, 217 Queen Street West, Toronto, Ontario M5V 0R2 for the following purposes:

1. to consider and, if deemed advisable, to pass, with or without variation, a special resolution of the Company (the "**Asset Sale Resolution**") approving and authorizing the sale of all or substantially all of the Company's assets (the "**Asset Sale**") pursuant to section 301 of the *Business Corporations Act* (British Columbia) (the "**BCBCA**"), the terms of such Asset Sale to be finalized by management and approved by the board of directors of the Company. If completed, the Company shall become a shell corporation with no assets other than the proceeds from the Asset Sale; and
2. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

The full text of the special resolution referred to in item 1 above is attached to this notice as exhibit A.

A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his or her duly executed form of proxy with the Company's transfer agent and registrar, Capital Transfer Agency ULC, Suite 920, 390 Bay St., Toronto, Ontario M5H 2Y2 not later than 10:00 a.m. (Eastern time) on Friday, February 12, 2021 or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the time of such adjourned meeting.

Shareholders who are unable to attend the Meeting in person, are requested to date, complete, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting.

Sections 237 to 247 of the *Business Corporations Act* (British Columbia) provides that a holder of common shares who dissents from the resolution described in items 1 above is entitled to be paid the fair value of his shares. See the accompanying Management Information Circular under the heading "Rights of Dissent".

The board of directors of the Company has by resolution fixed the close of business on Friday, January 15, 2021 as the record date, being the date for the determination of the registered holders of common shares of the Company entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof.

COVID-19 GUIDANCE

In the context of the effort to mitigate potential risk to the health and safety associated with COVID-19 and in compliance with the orders and directives of the Government of Canada, the Province of Ontario and the City of Toronto, the shareholders are being discouraged from attending the Meeting in person. All shareholders are encouraged to vote on the matters before the Meeting by proxy in the manner set out in the Notice of Meeting and this Management Information Circular.

The accompanying management information circular provides additional detailed information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this notice of special meeting. Additional information about the Company and its consolidated financial statements are also available on the Company's profile at www.sedar.com.

DATED at Toronto, Ontario this 15th day of January, 2021.

BY ORDER OF THE BOARD

"David Rowe" (signed)
Chief Executive Officer and Director

EXHIBIT A

SPECIAL RESOLUTION OF THE SHAREHOLDERS

OF

HYDRO66 HOLDINGS CORP. (THE "COMPANY")

ASSET SALE RESOLUTION

"BE IT RESOLVED as a special resolution that:

1. the sale (the "**Sale**") to Northern Data AG ("**Northern Data**") of all of the shares of Hydro66 UK Limited ("**Hydro66 UK**"), including the data center in Sweden operated by Hydro66 UK's wholly-owned subsidiaries, Hydro66 Services AB ("**Hydro66 Services**"), Hydro66 Svenska AB ("**Hydro66 Svenska**") and Hydro66 Property Services AB ("**Hydro66 Property Services**") (Hydro66 UK and, together with Hydro66 Services, Hydro66 Svenska and Hydro66 Property Services are collectively, the "**Hydro66 Assets**"), which constitutes a sale of all or substantially all of the assets of the Company, as contemplated by section 301 of the *Business Corporations Act* (British Columbia), on terms to be finalized by management of the Company and approved by the board of directors of the Company (the "**Board**"), be and is hereby approved and authorized;
2. the chief executive officer of the Company is hereby authorized to negotiate and settle the form of share purchase and sale agreement between the Company and Northern Data (the "**Agreement**") on such terms and conditions as may be approved by such officer and the execution and delivery of the Agreement by such officer of the Company for and on behalf of the Company is hereby authorized and approved;
3. notwithstanding that this resolution has been duly passed by the shareholders, the Board is hereby authorized and empowered, without further notice to, or ratification or approval of, the shareholders of the Company, in its sole discretion, approve or amend any terms of any agreement pertaining to the Sale, or not to proceed with the Sale; and
4. any one or more directors and officers of the Company is hereby authorized and directed to perform all such acts, deeds and things and to execute, under corporate seal of the Company or otherwise, all such documents and other writings, including as may be required to give effect to the true intent of this resolution."