

**FORM 51-102F3
MATERIAL CHANGE REPORT**

1: Name and Address of Company

Hydro66 Holdings Corp. (the “Company”)
#1305 - 1090 W. Georgia Street
Vancouver, British Columbia
V6E 3V7

2. Date of Material Change

March 9, 2021

3. News Release

A press release disclosing the material change was released on March 9, 2021, through the facilities of Newsfile Corp.

4. Summary of Material Change

On March 9, 2021, the Company announced that the Company and its wholly-owned subsidiary, Hydro66 Canada Ltd. completed the transaction for the sale of the shares of Hydro66 UK Limited to Northern Data AG (XETRA: NB2).

5. Full Description of Material Change

On March 9, 2021, the Company announced that, further to its press releases dated January 7, February 19 and February 24, 2021, the Company and its wholly-owned subsidiary, Hydro66 Canada Ltd. completed the transaction for the sale of the shares of Hydro66 UK Limited (“**Hydro66 UK**”), which operated its data center in Sweden through Hydro66 UK’s wholly-owned subsidiaries, Hydro66 Services AB, Hydro66 Svenska AB and Hydro66 Property Services AB, to Northern Data AG (XETRA: NB2).

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, Paul Morrison, Chief Commercial Officer of the Company at (+44) 7789 915 147.

9. Date of Report

March 10, 2021.

Cautionary Statement Regarding Forward-Looking Information

Certain information set forth in this material change report 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 material change report 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.