

SIXTY SIX CAPITAL INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE THREE MONTHS ENDED MARCH 31, 2022

This discussion and analysis of financial position and results of operation is prepared as at May 30, 2022 and should be read in conjunction with the unaudited condensed consolidated interim financial statements and the accompanying notes for the three months ended March 31, 2022, of Sixty Six Capital Inc. ("Six" or the "Company"). The following disclosure and associated financial statements are presented in accordance with International Financial Reporting Standards ("IFRS"). Except as otherwise disclosed, all dollar figures included therein and in the following management's discussion and analysis ("MD&A") are quoted in Canadian dollars.

Forward Looking Statements

This report includes certain statements that may be deemed "forward looking statements" within the meaning of applicable securities legislation. All statements, other than statements of historical facts that address such matters as future events or developments that the Company expects, are forward looking statements and, as such, are subject to risks, uncertainties and other factors of which are beyond the reasonable control of the Company. Such statements are not guarantees of future performance and actual results or developments may differ materially from those expressed in, or implied by, this forward looking information. With respect to forward looking statements and information contained herein, we have made numerous assumptions including among other things, assumptions about economics and competition surrounding the services provided by the Company, anticipated costs and expenditures and the Company's ability to achieve its goals. Although management believes that the assumptions made and the expectations represented by such statements or information are reasonable, there can be no assurance that a forward looking statement or information herein will prove to be accurate. Forward looking statements and information by their nature are based on assumptions and involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward looking statements or information. Factors that could cause actual results to differ materially from those in forward looking statements include such matters as continued availability of capital and financing and general economic, market or business conditions. Although the Company has attempted to identify factors that would cause actual actions, events or results to differ materially from those disclosed in the forward looking statements or information, there may be other factors that cause actual results, performances, achievements or events not to be anticipated, estimated or intended. Accordingly, readers should not place undue reliance on forward looking statements or information. Any forward looking statements are expressly qualified in their entirety by this cautionary statement. The information contained herein is stated as of the current date and subject to change after that date and the Company does not undertake any obligation to update publicly or to revise any of the forward looking statements, whether as a result of new information, future events or otherwise, except as may be required by applicable securities laws.

All of the Company's public disclosure filings, including its most recent management information circular, material change reports, press releases and other information, may be accessed via www.sedar.com and readers are urged to review these materials, including the technical reports filed with respect to the Company's mineral properties.

COVID-19

In March 2020 the World Health Organization declared coronavirus COVID-19 a global pandemic that is still active. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or ability to raise funds.

Company Overview

The Company is a reporting issuer in British Columbia, Alberta, Saskatchewan, Ontario and Nova Scotia and trades on the Canadian Securities Exchange ("CSE") under the symbol "SIX" and on the OTCQB under the symbol

“HYHDF”. The Company’s head office is located at 15 Percy Street, London, W1T 1DS, United Kingdom and its registered office is located at 736 Granville St., Suite 1100, Vancouver, BC V6Z 1G3, Canada.

The Company is currently an investor and developer active in Fin Tech. The Company’s primary investment consists of 338,273 shares of Northern Data AG (“Northern Data”) which is a leading infrastructure supplier for Bitcoin mining and other HPC infrastructure solutions. The Company is actively reviewing additional green energy investment and business opportunities within the Fin Tech space.

Background

Arctic Blockchain Limited (“Arctic”) was incorporated on December 4, 2017 under the provisions of the Company Act (British Columbia). On February 28, 2018, Arctic completed a share purchase agreement with Hydro66 UK Limited whereby Arctic acquired Hydro66 UK Limited. Arctic subsequently completed an amalgamation with Caza Gold Corp (“Caza”), and the amalgamated entity (the “Company”) became a reporting issuer on the CSE as Hydro66 Holdings Corp.

The principal activities of the Company previously were, the provision of cloud and colocation services specialized in high performance cloud computing, storage, and information processing. The Company had developed a facility in the North of Sweden. On January 7, 2021, the Company entered into a letter of intent with Northern Data to sell the data facility and on March 4, 2021, the sale to Northern Data was completed in exchange for 338,273 shares in Northern Data and restricted cash of €1,751,544. The Northern Data shares cannot be sold prior to March 4, 2023.

The cash element of the proceeds from the sale of the subsidiaries is a total of €1,754,544 of which €538,000 was received on closing and €1,000,000, less any payments made from the escrow account or outstanding claims on the escrow account, was scheduled to be released to the Company on March 4, 2022, with the remaining €213,544 to be released on March 4, 2023. The Company has been notified that the escrowed funds will not be released until the VAT issue with the Swedish Tax Authorities has been determined. See also “Results of Operations - Provisions”.

As part of the sale the Company has given certain waivers and indemnities to Northern Data, because of this the Company has chosen to record a provision of \$2,067,187 (SEK 15,466,934) in the accounts to allow for the possibility of a negative outcome relating to VAT audits.

On April 13, 2021, the Company changed its name from Hydro66 Holdings Corp to Sixty Six Capital Inc. to better reflect its existing business and future prospects. The Company’s trading symbol, “SIX”, remains the same.

Investments

The Company’s investments are reported as follows:

	March 31, 2022	December 31, 2021
	\$	\$
Cost of Northern Data Shares	49,065,239	49,065,239
Fair market values effect on shares of Northern Data	<u>(22,073,111)</u>	<u>(12,029,120)</u>
	<u>26,992,128</u>	<u>37,036,119</u>

On March 4, 2021 the Company closed on the sale of certain of its subsidiaries and as partial consideration received 338,273 shares of Northern Data. The market closing price for Northern Data on March 4, 2021 was used to establish the cost of the shares. The carrying value of the Northern Data shares at March 31, 2022 was also determined using quoted market values. The received shares are subject to a two-year holding period which expires on March 4, 2023.

Selected Financial Data

The following selected financial information is derived from the unaudited condensed interim financial statements of the Company.

Three Months Ended	Fiscal 2022	Fiscal 2021				Fiscal 2020		
	Mar 31 2022 \$	Dec 31 2021 \$	Sept 30 2021 \$	Jun 30 2021 \$	Mar 31 2021 \$	Dec 31 2020 \$	Sept 30 2020 \$	Jun 30 2020 \$
Operations:								
Revenues	Nil	Nil	Nil	Nil	1,778,485	1,181,391	683,056	794,313
Cost of sales	Nil	Nil	Nil	Nil	(1,146,725)	(1,103,893)	(1,020,666)	(878,254)
Cryptocurrency related items	Nil	Nil	Nil	Nil	(2,866)	19,270	2,651	(7,298)
Expenses	(54,454)	(72,364)	(99,519)	(854,624)	(1,177,041)	(962,818)	(864,361)	(888,662)
Gain on disposal of subsidiaries	Nil	Nil	Nil	Nil	38,788,992	Nil	Nil	Nil
Other items	(10,143,728)	1,051,624	(3,606,788)	(11,734,066)	1,489,354	(2,364,060)	(151,549)	(54,431)
Net (loss) income	(10,198,182)	979,260	(3,706,307)	(12,588,690)	39,730,199	(3,230,110)	(1,350,869)	(1,034,332)
Other comprehensive (loss) income, net	Nil	(71,074)	Nil	Nil	37,927	383,139	286,272	320,602
Comprehensive (loss) income	(10,198,182)	908,186	(3,706,307)	(12,588,690)	39,768,126	(2,846,971)	(1,064,597)	(713,730)
Basic and diluted (loss) income per share	(0.08)	0.03	(0.04)	(0.10)	0.30	(0.04)	(0.00)	(0.00)
Balance Sheet:								
Working capital (deficit)	(78,733)	(22,825)	1,635,643	1,728,101	1,952,164	(2,326,642)	(1,375,714)	(684,727)
Total assets	28,976,013	39,113,933	38,181,587	41,760,951	53,685,293	19,304,049	17,937,362	17,321,461
Total non-current liabilities	(8,097,271)	(8,074,746)	(8,023,176)	(7,914,287)	(7,777,712)	(9,943,621)	(6,751,224)	(6,147,060)

Results of Operations

The Company was previously conducting business providing cloud and colocation services specialized in high performance cloud computing, storage and information processing. On March 4, 2021 the Company completed the sale of its business and facility. See also “Company Overview - Background”. As of the date of this MD&A the Company has not identifies any business or acquisition opportunities.

Three Months Ended March 31, 2022 Compared to Three Months Ended December 31, 2021

During the three months ended March 31, 2022 (“Q1/2022”) the Company reported a net loss of \$10,198,182 compared to net income of \$979,260 for the three months ended December 31, 2021 (“Q4/2021”), an increase in loss of \$11,177,442. The increase in loss is primarily due to the recognition of an unrealized loss of \$10,043,991 due to the decrease in the stock price of the Northern Data Shares in Q1/2022, compared to an unrealized gain of \$967,106 in Q4/2021.

Three Months Ended March 31, 2022 Compared to Three months Ended March 31, 2021

During the three months ended March 31, 2022 (“Q1/2022”) the Company reported a net loss of \$10,198,182 compared to a net income of \$39,730,199 for the three months ended March 31, 2021 (“Q1/2021”), an increase in loss of \$49,928,381. The increase in loss is primarily due to the following:

- (i) recognition of a gain on disposal of subsidiaries of \$38,788,992 in Q1/2021;
- (ii) recognition of an unrealized loss of \$10,043,991 in Q1/2022 compared to an unrealized gain of \$1,999,537 in Q1/2021 due to the changes in the quoted stock price on the Company’s holdings in the Northern Data Shares;
- (iii) decrease in corporate expenses of \$1,122,587 from \$1,177,041 in Q1/2021 to \$54,454 in Q1/2022. Corporate and administrative expenses were significantly curtailed upon the sale of the subsidiaries.

Financing Activities

No financing activities were conducted by the Company during Q1/2022 or Q1/2021.

Short-term Borrowings

In November 2021 the Company received an advance from Mr. Rowe. The advance bears interest at the rate of 10% per annum. As at March 31, 2022 \$59,070 (December 31, 2021 - \$57,666) of the advance and accrued interest remained outstanding.

Convertible Debentures

The Company has received a number of loans and issued convertible debentures which bear interest at 10% per annum and are repayable between December 2025 and August 2027. During the three months ended March 31, 2022 the Company recognized \$117,569 (2021 - \$117,569) of interest expense. As at March 31, 2022 \$4,768,063 (December 31, 2021 - \$4,768,063) of principal and \$1,262,021 (December 31, 2021 - \$1,144,452) of interest remained unpaid.

The amount of the loans, at the option of each lender, may be convertible into common shares of the Company at the market price at time of such conversion in accordance with the policies of and subject to acceptance by the CSE. The Company has a prepayment option.

Provision

The Company's previously owned Swedish subsidiary, Hydro66 Svenska AB ("Hydro AB"), has been under a tax review regarding parts of its recovered VAT for the period 2016-2020. The Company has given the buyer of Hydro66 Svenska AB an indemnity to be liable for tax rulings attributed to periods before the transaction date (March 4, 2021). The Swedish Tax Authorities have not yet come with a ruling but have expressed an intent to recover a portion of the VAT recovered by Hydro AB on grounds that Hydro AB is mining crypto currencies for its own use. The Company does not share the Swedish Tax Authorities opinion and is of the clear position that all its services are VAT eligible and performed for its customers. Since the legal framework regarding cryptocurrency related tax issues is still untested and the Swedish Tax Authorities are known for their aggressive stance in the matter, the Company has chosen to record a provision regarding the expected VAT claim. The amount recorded (SEK 15,466,934) represents approximately 50% of the total amount that is under consideration and represents the weighted effect of the expected decision from the Swedish Tax Authorities together with the probability of the outcome.

Financial Condition / Capital Resources

During the three months ended March 31, 2022 the Company recorded a net loss of \$10,198,182 and, as at March 31, 2022, had a working capital deficiency of \$78,733. The Company has \$1,675,503 of restricted cash which will be available to the Company upon resolution of the VAT issues. With the sale of its subsidiaries, the Company has curtailed its levels of corporate and administrative activities. However, until the Company is able to secure the release of the restricted cash and able to trade in equity securities, management anticipates the Company will continue to require additional financing and continued shareholder support to maintain essential levels of administration and corporate expenses required for a publicly traded company and provide working capital to conduct due diligence on any business or acquisition opportunities as they arise. There can be no assurance that the Company will be successful in identifying a business opportunity or securing financing.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Proposed Transactions

The Company has no proposed transactions.

Financial Instruments and Risk Management

Categories of Financial Assets and Liabilities

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 - Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 - Inputs that are not based on observable market data.

The principal financial instruments used by the Company, from which financial instrument risk arises, are as follows:

- (i) Trade receivables
- (ii) Cash and restricted cash
- (iii) Investment in equity security
- (iv) Accounts payable and accrued liabilities
- (v) Short-term borrowing and convertible debentures

Trade and other receivables are initially measured at the amount of consideration that is unconditional. The Company holds trade receivables with the objective of collecting the contractual cash flows so is subsequently measured at amortized cost. Book values and expected cash flows are reviewed by the Board and any impairment charged to the consolidated statement of comprehensive income in the relevant period.

The fair value of the investment in equity security is measured based on level 1 at the quoted market price of the related common shares at each reporting date, and changes in fair value are recognized in comprehensive income (loss).

Accounts payable and accrued liabilities are measured at book value. The book value of financial assets and liabilities equates to their fair value.

Accounts payable and accrued liabilities principally comprise amounts outstanding for trade purchases and ongoing costs.

The Company's non-derivative financial liabilities have contractual maturities (including interest payments where applicable) as summarized below:

	As at March 31, 2022			
	Current		Non-Current	
	Within 6 Months \$	6-12 Months \$	1 - 5 Years \$	Over 5 Years \$
Short-term borrowing	59,070	-	-	-
Convertible debentures	-	-	4,319,637	1,710,447
Trade and other payables	124,949	-	-	-
Total	184,019	-	4,319,637	1,710,447

	As at December 31, 2021			
	Current		Non-Current	
	Within 6 Months \$	6-12 Months \$	1 - 5 Years \$	Over 5 Years \$
Short-term borrowing	57,666	-	-	-
Convertible debentures	-	-	4,319,637	1,592,878
Trade and other payables	88,616	-	-	-
Total	146,282	-	4,319,637	1,592,878

The above amounts reflect the contractual undiscounted cash flows, which may differ to the carrying values of the liabilities at the reporting date.

Changes in Accounting Policies

A detailed summary of the Company's significant accounting policies is included in Note 3 to the December 31, 2021 audited annual financial statements.

Related Party Disclosures

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consists of members of the Company's Board of Directors and its executive officers.

(a) *Transactions with Key Management Personnel*

- (i) During Q1/2022 and Q1/2021 the Company incurred the following compensation amounts to its key management personnel:

	Q1/2022 \$	Q1/2021 \$
David Rowe	9,000	139,792
Alex Johnstone	6,000	-
Richard Croft	6,000	-
Michael Hudson	4,500	-
Richard Patricio	4,500	-
Nick DeMare	2,250	-
	<u>32,250</u>	<u>139,792</u>

As at March 31, 2022 \$64,500 (December 31, 2021 - \$32,250) remained unpaid.

In addition the Company also recorded share-based compensation for share options granted to key management personnel as follows:

	Q1/2022 \$	Q1/2021 \$
David Rowe	-	62,000
Alex Johnstone	-	30,550
Richard Croft	-	21,925
Michael Hudson	-	11,935
Richard Patricio	-	11,935
	<u>-</u>	<u>138,345</u>

- (ii) During Q1/2021 the Company incurred a total of \$53,473 to Croft Legal Services Ltd. ("Croft"), a private corporation owned by a director of the Company, for legal services. No legal services were performed by Croft during Q1/2022.

(b) *Transactions with Other Related Parties*

During Q1/2022 the Company incurred a total of \$6,700 (Q1/2021 - \$2,896) to Chase Management Ltd., a private corporation owned by the Nick DeMare, the Corporate Secretary of the Company, for accounting and administration services. As at March 31, 2022 \$6,200 (December 31, 2021 - \$2,700) remained unpaid and has been included in accounts payable and accrued liabilities.

Outstanding Share Data

The Company's authorized share capital is unlimited common shares without par value. As at May30, 2022 there were 130,649,950 issued and outstanding common shares and 11,570,000 share options outstanding, exercisable at prices ranging from \$0.16 per share to \$0.45 per share.