SIXTY SIX CAPITAL INC.

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS FOR THE SIX MONTHS ENDED JUNE 30, 2023

NOTICE OF NO AUDITOR REVIEW OF CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

In accordance with National Instrument 51-102 Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of these condensed consolidated interim financial statements they must be accompanied by a notice indicating that the condensed consolidated interim financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed consolidated interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's auditors have not performed a review of these condensed consolidated interim financial statements in accordance with the standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

SIXTY SIX CAPITAL INC. CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION

(Unaudited - Expressed in Canadian Dollars)

	Note	June 30, 2023 \$	December 31, 2022 \$
ASSETS			
Current assets Cash Amounts receivable Prepaid expenses Investment in equity security	3	834,963 10,275 9,776,328	41,174 1,269 20,550 2,977,374
TOTAL ASSETS		10,621,566	3,040,367
LIABILITIES			
Current liabilities Accounts payable and accrued liabilities Advances Amount due	4 6	9,840 - 1,019,337	198,291 63,629 1,019,975
Total current liabilities		1,029,177	1,281,895
Non-current liabilities Convertible debentures	5	6,627,724	6,389,321
Total non-current liabilities		6,627,724	6,389,321
TOTAL LIABILITIES		7,656,901	7,671,216
SHAREHOLDERS' EQUITY (DEFICIT) Share capital Other reserves Share option reserve Accumulated other comprehensive loss Deficit TOTAL SHAREHOLDERS' EQUITY (DEFICIT)	7	35,078,289 (7,155,763) 2,960,014 (167,720) (27,750,155) 2,964,665	35,078,289 (7,155,763) 2,960,014 (167,720) (35,345,669) (4,630,849)
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIT)		10,621,566	3,040,367

Nature of Operations - see Note 1

These condensed consolidated interim financial statements were approved for issue by the Board of Directors on August 10, 2023 and are signed on its behalf by:

<u>/s/ David Rowe</u> David Rowe Director

<u>/s/ Richard Croft</u> Richard Croft Director

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

SIXTY SIX CAPITAL INC. CONDENSED CONSOLIDATED INTERIM STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

		Three Months Ended June 30.		Six Mont	hs Ended e 30,
	Notes	2023 \$	2022 \$	2023 \$	2022 \$
Expenses					
Accounting and administration		7,000	9,700	14,300	16,400
Audit and related		4,000	5,250	4,000	5,250
Bank charges		77	51	146	103
Director and officer compensation	8(a)	-	29,600	-	64,500
Legal	()	425	-	2,256	2,232
Office		5,275	1,297	5,862	1,691
Professional fees		908	6,300	908	7,837
Regulatory fees		11,772	11,331	20,060	18,950
Transfer agent		1,149	1,176	2,225	2,260
		30,606	64,705	49,757	119,223
Loss before other items		(30,606)	(64,705)	(49,757)	(119,223)
Other items					
Interest income		670	129	1,483	193
Interest expense	4, 5	(121,436)	(118,825)	(242,379)	(237,798)
Realized loss on sale of investment in equity security	3	(4,428,745)	-	(4,428,745)	-
Unrealized gain (loss) on investment in equity security	3	9,108,098	(17,002,492)	12,310,712	(27,046,483)
Reversal of accounts payable and accrued liabilities		8,120	-	8,120	-
Foreign exchange		17,606	85,590	(3,920)	104,826
		4,584,313	(17,035,598)	7,645,271	(27,179,262)
Net and comprehensive income (loss) for the period		4,553,707	(17,100,303)	7,595,514	(27,298,485)
Basic and diluted income (loss) per common share		\$0.03	\$(0.13)	\$0.05	\$(0.21)
Weighted average number of common shares outstanding		139,740,857	130,649,950	139,740,857	130,649,950

SIXTY SIX CAPITAL INC. CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIT)

		Six Months Ended June 30, 2023						
	Share (Capital	l Reserves					
	Number of Shares	Amount \$	Other \$	Share-Based Compensation \$	Other Comprehensive Loss §	Retained Earnings (Deficit) §	Total Shareholders' Equity (Deficit) §	
Balance at December 31, 2022	139,740,857	35,078,289	(7,155,763)	2,960,014	(167,720)	(35,345,669)	(4,630,849)	
Net income for the period						7,595,514	7,595,514	
Balance at June 30, 2023	139,740,857	35,078,289	(7,155,763)	2,960,014	(167,720)	(27,750,155)	2,964,665	

		Six Months Ended June 30, 2022						
	Share (Share Capital		Reserves				
	Number of Shares	Amount §	Other \$	Share-Based Compensation \$	Comprehensive (Loss) \$	Retained Earnings (Deficit) §	Total Shareholders' Equity \$	
Balance at December 31, 2021	130,649,950	34,890,714	(7,155,763)	2,921,835	(167,720)	403,839	30,892,905	
Net loss for the period						(27,298,485)	(27,298,485)	
Balance at June 30, 2022	130,649,950	34,890,714	(7,155,763)	2,921,835	(167,720)	(26,894,646)	3,594,420	

SIXTY SIX CAPITAL INC. CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS

	Six Months Ended June 30,		
	2023 \$	2022 \$	
Operating activities			
Net income (loss) for the period	7,595,514	(27,298,485)	
Adjustments for:		25 046 402	
Unrealized (gain) loss on investment in equity security	(12,310,712)	27,046,483	
Realized loss on investment in equity security	4,428,745	-	
Foreign exchange	(638)	(102,809)	
Interest expense	242,379	237,798	
Changes in non-cash working capital items: Amounts receivable	1,269		
Prepaid expenses	1,209	9,032	
Accounts payable and accrued liabilities	(188,451)	34,883	
Accounts puyuble and accruce mabilities	(100,131)	51,005	
Net cash used in operating activities	(221,619)	(73,098)	
Investing activity			
Proceeds from sale of investment in equity security	1,083,013		
Net cash provided by investing activity	1,083,013		
Financing activities			
Advances received	30,000	-	
Repayment of advances	(97,605)		
Net cash used in financing activities	(67,605)		
Net change in cash	793,789	(73,098)	
Cash at beginning of period	41,174	104,551	
Cash at end of period	834,963	31,453	
Cash at end of period	834,963	31,453	

1. Nature of Operations

Nature of Operations

Sixty Six Capital Inc is an investor and developer, active in Fin Tech. The Company's primary investment consists of 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. The Company's registered office is located at 736 Granville St., Suite 1100, Vancouver, BC V6Z 1G3, Canada.

As at June 30, 2023 the Company had working capital of \$9,592,389 and an accumulated deficit of \$27,750,155. These condensed consolidated interim financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business operations for the foreseeable future. With the sale of its subsidiaries, the Company has curtailed its levels of corporate and administrative activities. 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.

These factors indicate the existence of a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern. These condensed consolidated interim financial statements do not reflect any adjustments which could be material to the carrying values of assets and liabilities which may be required should the Company be unable to continue as a going concern.

Statement of Compliance

These condensed consolidated interim financial statements have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS"), and in accordance with International Accounting Standards ("IAS") 34, Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB"). These condensed consolidated interim financial statements should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2022, which have been prepared in accordance with IFRS as issued by the IASB. The accounting policies followed in these condensed consolidated interim financial statements are consistent with those applied in the Company's consolidated financial statements for the year ended December 31, 2022.

Basis of Measurement

The Company's condensed consolidated interim financial statements have been prepared on the historical cost basis except for cash flow information and certain financial instruments which are measured at fair value. These condensed consolidated interim financial statements are presented in Canadian dollars unless otherwise stated.

Subsidiary

The Company had one wholly-owned subsidiary, Megamining Limited ("Megamining"), incorporated in the United Kingdom. On June 13, 2023 Megamining was formally dissolved and as at June 30, 2023 the Company had no subsidiaries.

3. Investment in Equity Security

	June 30, 2023 \$	December 31, 2022 \$
Northern Data common shares, at cost Fair market value effect on shares of Northern Data	43,553,481 (33,777,153)	49,065,239 (46,087,865)
Total	9,776,328	2,977,374

SIXTY SIX CAPITAL INC. NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS FOR THE SIX MONTHS ENDED JUNE 30, 2023

(Unaudited - Expressed in Canadian Dollars)

3. Investment in Equity Security (continued)

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 June 30, 2023 and December 31, 2022 was also determined using quoted market values. The received shares of Northern Data were subject to a two-year holding period which expired on March 4, 2023.

During the six months ended June 30, 2023 the Company sold 38,000 shares of Northern Data for \$1,083,013 resulting in a loss on sale of investment in equity security of \$4,428,745.

During the six months ended June 30, 2023 the Company recorded an unrealized gain of \$12,310,712 (2022 - loss of \$27,046,483) on its investment in equity security.

4. Advances

	Six Months Ended June 30, 2023 \$	Year Ended December 31, 2022 \$
Balance, beginning of period	63,629	57,666
Advance received	30,000	-
Accrued interest Repayment	3,976 (97,605)	5,963
Balance, end of period		63,629

The Company has received ongoing advances from Mr. David Rowe, the Chairman and CEO of the Company. The advances were payable on demand with interest at 10% per annum compounded and calculated monthly. During the six months ended June 30, 2023 the Company repaid \$97,605 for the principal and accrued interest outstanding.

5. Convertible Debentures

	June 30, 2023 \$	December 31, 2022 \$
Principal	4,768,063	4,768,063
Accumulated interest	1,859,661	1,621,258
Non-current loans payable	6,627,724	6,389,321

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 six months ended June 30, 2023 the Company recognized \$238,403 (2022 - \$235,138) of interest expense.

The amount of the loans, at the option of each lender, will 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 value of the embedded derivative is considered to be \$nil as the number of shares will be issued to equate to the amount of the original loan and so there is no upside or downside to the option for either party. The Company has a prepayment option. The value of the embedded derivative will depend on how significant the transaction costs incurred were on the issue of the loan notes. The transaction costs were \$nil and so this embedded derivative has no value.

SIXTY SIX CAPITAL INC. NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS FOR THE SIX MONTHS ENDED JUNE 30, 2023

(Unaudited - Expressed in Canadian Dollars)

6. Amount Due

The Company's previously owned Swedish subsidiary, Hydro66 Svenska AB ("Hydro AB"), had been under a tax review regarding parts of its recovered VAT for the period 2016-2020. The Company had 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 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 and Northern Data did not share the Swedish Tax Authorities opinion and an appeal was filed. On July 8, 2022 the Swedish Tax Authorities rendered their decision rejecting the appeal and, as a result SEK 19,858 205 was paid by Northern Data, of which the \notin 1,213,544 escrowed funds were released to Northern Data and \$1,019,337 (\notin 708,125) remains payable to Northern Data as at June 30, 2023.

7. Share Capital

(a) *Authorized Share Capital*

The Company's authorized share capital consisted of an unlimited number of common shares without par value. All issued common shares are fully paid.

(b) *Equity Financings*

Six Months Ended June 30, 2023

No equity financings were conducted by the Company during the six months ended June 30, 2023.

Fiscal 2022

On November 29, 2022 the Company completed a private placement of 9,090,907 common shares with its directors of the Company, at \$0.022 per common share for gross proceeds of \$200,000.

The Company incurred a total of \$12,425 for legal costs associated with this private placement financing.

(c) Share Option Plan

The Company has established a rolling share option plan (the "Plan") in which the maximum number of common shares which can be reserved for issuance under the Plan is 10% of the issued and outstanding shares of the Company. The exercise price of each option shall not be less than the market price of the Company's shares at the date of grant less an applicable discount. Options granted may be subject to vesting provisions as determined by the Board of Directors and have a maximum term of ten years from the date of grant.

No share options were granted during the six months ended June 30, 2023 and 2022.

A summary of the Company's share options at June 30, 2023 and 2022 and the changes for the six months ended on those dates, is as follows:

	20	23	2022		
	Number of Options Outstanding	Weighted Average Exercise Price \$	Number of Options Outstanding	Weighted Average Exercise Price \$	
Balance, beginning of period Expired	13,974,083	0.13	12,770,000 (1,200,000)	0.21 0.42	
Balance, end of period	13,974,083	0.13	11,570,000	0.18	

7. Share Capital (continued)

The following table summarizes information about the share options outstanding and exercisable at June 30, 2023:

Number	Exercise Price \$	Expiry Date
2,430,000	0.16	March 25, 2024
6,090,000	0.18	May 3, 2024
5,454,083	0.05	December 16, 2025
13 974 083		

8. 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

During the six months ended June 30, 2023 the Company incurred directors and officers compensation of \$nil (2022 - \$64,500) to its current and former key management personnel. As at June 30, 2023 \$nil (December 31, 2022 - \$139,750) remained unpaid and has been included in accounts payable and accrued liabilities.

(b) *Convertible Debentures*

The Company has issued convertible debentures which bear interest of 10% per annum and are repayable between December 2025 and August 2027. As at June 30, 2023 \$4,168,063 (December 31, 2022 - \$4,168,063) of principal is due to certain directors of the Company

See also Notes 4 and 7(b).

9. Financial Instruments and Risk Management

General Objectives, Policies and Processes

The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility. Further details regarding these policies are set out below. The Board reviews its monthly reports through which it assesses the effectiveness of the processes put in place and the appropriateness of the objectives and policies it sets. All funding requirements and financial risks are managed based on policies and procedures adopted by the Board of Directors.

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.

9. Financial Instruments and Risk Management (continued)

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

- (i) Cash
- (ii) Investment in equity security
- (iii) Accounts payable and accrued liabilities
- (iv) Advances and convertible debentures
- (v) Amount due

Book values and expected cash flows are reviewed by the Board and any impairment charged to the condensed consolidated interim statement of comprehensive income (loss) 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 June 30, 2023			
	Within 6 Months \$	Current 6-12 Months \$	Non-Current 1 - 5 Years \$	Non-Current Over 5 Years \$
Accounts payables and accrued liabilities	9,840	-	-	-
Amount due	1,019,337	-	-	-
Convertible debentures			6,627,724	
Total	1,029,177	-	6,627,724	
	As at December 31, 2022			
	Within 6 Months \$	Current 6-12 Months \$	Non-Current 1 - 5 Years \$	Non-Current Over 5 Years \$
Accounts payables and accrued liabilities	198,291	-	-	-
Advances	63,629	-	-	-
Amount due	1,019,975	-	-	-
Convertible debentures			6,389,321	
Total	1,281,895		6,389,321	

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

Cash and Cash Equivalents

Cash and cash equivalents are currently held in Canadian Dollars (\$), United States Dollars ("USD") and Sterling ("GBP") and placed on deposit in Canadian and UK banks.

9. Financial Instruments and Risk Management (continued)

Risk Exposures

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit Risk

Credit risk is the risk that a counterparty fails to discharge an obligation to the Company. The Company is exposed to credit risk from financial assets including cash and cash equivalents held at banks, trade and other receivables. The credit risk in respect of cash balances held with banks is remote as they are held only with major reputable financial institutions. The Company is mainly exposed to credit risk from credit sales.

Liquidity Risk

Liquidity risk is the risk that the Company will not have the resources to meet its obligations as they fall due. The Company manages this risk by closely monitoring cash forecasts and managing resources to ensure that it will have sufficient liquidity to meet its obligations.

Short-term liquidity risk arises from the Company's management of working capital. It is the risk that the Company will encounter difficulty in meeting its financial obligations as they fall due. The Company's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due. To achieve this aim, it seeks to maintain cash balances to meet expected requirements for a period of at least 30 days.

Longer-term liquidity risk is the ability of the Company to continue as a going concern. This risk is managed by the preparation by the Directors of cash flow forecasts and the strict management of expenditure.

Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. These fluctuations may be significant.

(a) Interest Rate Risk

The Company is exposed to interest rate risk to the extent that the cash bears floating rates of interest. The interest rate risk on cash and on the Company's obligations are not considered significant.

(b) Foreign Currency Risk

The Company's functional currency is the Canadian dollar and major transactions are transacted in Canadian Dollars, Euros, US Dollars and Pounds Sterling. Management believes the foreign exchange risk related to currency conversions is minimal and therefore does not hedge its foreign exchange risk. At June 30, 2023 1 Canadian Dollar was equal to 0.69 Euro and 0.76 US Dollar.

	Euros	United States Dollars	CDN \$ Equivalent
Cash	-	1,078	1,418
Investment in equity security	6,726,115	-	9,776,328
Amount due	(708,125)		(1,019,337)
	6,017,990	1,078	8,758,409

9. Financial Instruments and Risk Management (continued)

Based on the net exposures as of June 30, 2023 and assuming that all other variables remain constant, a 10% fluctuation on the Canadian Dollar against the Euro and US Dollar would result in the Company's net income or loss being approximately \$865,000 higher (or lower).

(c) Equity Price Risk

The Company is exposed to equity risk due to the significance of its holding of 300,273 common shares of Northern Data. On June 30, 2023 these shares were valued at $\notin 22.40$ each, for a total of $\notin 6,726,115$. A change in the price of Northern Data shares by +/- $\notin 1$, will impact the value of the Company's holding by $\notin 300,273$.

A 10% fluctuation in the value of Northern Data common shares from the value at June 30, 2023 would result in the Company recording a gain or loss through unrealized loss or gain in fair value of investment in equity security of \$978,000.

Capital Management

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern such that it can provide returns for shareholders and benefits for other stakeholders. The Company considers the items included in shareholders' equity as capital. The management of the capital structure is based on the funds available to the Company in order to maintain the Company in good standing with the various regulatory authorities. In order to maintain or adjust its capital structure, the Company may issue new shares, sell assets to settle liabilities or return capital to its shareholders. There has been no change to the Company's capital management strategy during the six months ended June 30, 2023 and the Company is not subject to any externally imposed capital requirements.