

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

1. **Name and Address of Company**

Sixty Six Capital Inc. (the "**Company**")
#1305 - 1090 W. Georgia Street
Vancouver, BC V6E 3V7

2. **Date of Material Change**

February 18, 2024

3. **News Release**

A press release disclosing the material change was released on February 23, 2024, through the facilities of Newsfile Corp.

4. **Summary of Material Change**

On February 18, 2024, Mr. Mike Hudson resigned as a director of the Company.

5. **Full Description of Material Change**

On February 18, 2024, Mr. Mike Hudson resigned as a director of the Company.

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 David Rowe, Chief Executive Officer of the Company, at (+44) 207 1268354.

9. **Date of Report**

This report is dated at Toronto, this 27th day of February, 2024.

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.sedarplus.ca. 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.