UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 40-F

☐ Registration statement pursuant to Section 12 of the Securities Exchange Act of 1934

or

☒ Annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended **March 31, 2021**

Commission File Number **001-40398**

HIVE BLOCKCHAIN TECHNOLOGIES LTD.

(Exact Name of the Registrant as Specified in its Charter)

British Columbia, Canada	**7374**	**N/A**
(Province or Other Jurisdiction of Incorporation or Organization	(Primary Standard Industrial Classification Code)	(I.R.S. Employer Identification No.)

Suite 855 - 789 West Pender Street
Vancouver, BC
V6C 1H2
604-664-1078
(Address and Telephone number of Registrant's principal executive offices)

Corporation Service Company
19 West 44th Street, Suite 200
New York, NY 10036,
(Name, address (including zip code) and telephone number (including area code) of agent for service in the United States)

Copies to:

Jonathan Gardner, Esq.
Kavinoky Cook LLP
726 Exchange Street, Suite 800
Buffalo, New York 14210

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Shares	HIVE	The Nasdaq Stock Market LLC

Securities to be registered pursuant to Section 12(g) of the Act: **None**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: **None**

For annual reports, indicate by check mark the information filed with this form:

☒**Annual Information Form** ☒ **Audited Annual Financial Statements**

Indicate by check mark whether the Registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports); and (2) has been subject to such filing requirements for the past 90 days.

☒ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

☒ Yes ☐ No

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 12b-2 of the Exchange Act.

Emerging growth company ☒

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards† provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☐

EXPLANATORY NOTE

Hive Blockchain Technologies Ltd. (the "Company", the "Registrant", "we" or "us") is a Canadian issuer that is permitted, under the multijurisdictional disclosure system adopted in the United States, to prepare this Annual Report on Form 40-F (this "Annual Report") pursuant to Section 13 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), in accordance with Canadian disclosure requirements, which are different from those of the United States. The Company is a "foreign private issuer" as defined in Rule 3b-4 under the Exchange Act and Rule 405 under the Securities Act of 1933, as amended. Equity securities of the Company are accordingly exempt from Sections 14(a), 14(b), 14(c), 14(f) and 16 of the Exchange Act pursuant to Rule 3a12-3 thereunder.

CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

This annual report on Form 40-F contains forward-looking statements that are based on current expectations, estimates, forecasts and projections about us, our future performance, the market in which we operate, our beliefs and our Management's assumptions. In addition, other written or oral statements that constitute forward-looking statements may be made by us or on our behalf. Words such as "expects", "anticipates", "targets", "goals", "projects", "intends", "plans", "believes", "seeks", "estimates", variations of such words and similar expressions are intended to identify such forward-looking statements. These statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions that are difficult to predict or assess. Therefore, actual outcomes and results may differ materially from what is expressed or forecast in such forward-looking statements. Any investment in our common shares involves a high degree of risk. You should carefully consider the following information about these risks, together with the other information contained in this annual report before you decide to invest in our common shares. In particular, each of the following risks may materially and adversely affect our business objective, plan of operation and financial condition. These risks may cause the market price of our common shares to decline, which may cause you to lose all or a part of the money you invested in our common shares.

- our ability to achieve and maintain profitability, which depends to a large degree on factors we cannot control, including the value of cryptocurrencies, our electricity costs, the availability of equipment and the related supply chain for graphics processing chips and regulatory changes;
- high volatility in the value of cryptocurrencies generally and in the value of Bitcoin and Ethereum particularly, and the effect of such volatility on our ability to operate profitably;
- changes in the regulatory and legal environments in the countries and Canadian Provinces in which we operate may lead to future challenges to operating our business or may subject our business to added costs with the result that some or all of our operating facilities become less profitable or unprofitable altogether;
- Changes in United States tax laws may impose burdensome reporting or regulation on our operations;
- risks related to our failure to continue to obtain financing on a timely basis and on acceptable terms;
- our ability to keep pace with technology changes and competitive conditions;
- other risks and uncertainties related to our business plan and business strategy; and
- the impact on the world economy of coronavirus ("COVID-19").

Although we believe that the assumptions on which our forward-looking statements are based are reasonable, any of those assumptions could prove to be inaccurate, and as a result, the forward-looking statements based on those assumptions also could be inaccurate. In light of these and other uncertainties, the inclusion of a projection or forward-looking statement in this annual report should not be regarded as a representation by us that our plans and objectives will be achieved. These forward-looking statements apply only as of the date of this annual report. We assume no duty and do not undertake to update the forward-looking statements.

Applicable risks and uncertainties include, but are not limited to, those identified: under the heading "Risk Management" in each of the Registrant's Management's Discussion & Analysis for the year ended March 31, 2021 attached hereto as Exhibit 99.3 and under the heading "Risk Factors" in the Registrant's Annual Information Form for the year ended March 31, 2021, attached hereto as Exhibit 99.1, and all of the foregoing incorporated herein by reference, and in other filings that the Registrant has made and may make with applicable securities authorities in the future. Additionally, the safe harbor provided in Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), applies to forward-looking information provided pursuant to "Off-Balance Sheet Arrangements" and "Tabular Disclosure of Contractual Obligations" in this annual report. Except as required by applicable law, the Registrant does not intend, and undertakes no obligation, to update any forward-looking statements to reflect, in particular, new information or future events, or otherwise.

DIFFERENCES IN UNITED STATES AND CANADIAN REPORTING PRACTICES

The Registrant is permitted, under a multijurisdictional disclosure system adopted by the United States, to prepare this report in accordance with Canadian disclosure requirements, which are different from those of the United States. The Registrant prepares its consolidated financial statements, which are filed with this report on Form 40-F in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board, and the audit is subject to Canadian auditing and auditor independence standards.

CURRENCY

Unless otherwise indicated, all amounts in this annual report are in United States dollars.

ANNUAL INFORMATION FORM

The Registrant's Annual Information Form for the year ended March 31, 2021 is attached as Exhibit 99.1 to this Annual Report on Form 40-F and is incorporated by reference herein.

AUDITED ANNUAL FINANCIAL STATEMENTS

The Registrant's audited annual consolidated financial statements for the years ended March 31, 2021 and 2020, including the report of the independent registered public accounting firm with respect thereto, are attached as Exhibit 99.2 to this Annual Report on Form 40-F and are incorporated by reference herein.

MANAGEMENT'S DISCUSSION AND ANALYSIS

The Registrant's Management's Discussion and Analysis for the year ended March 31, 2021 is attached as Exhibit 99.3 to this Annual Report on Form 40-F and is incorporated by reference herein.

DISCLOSURE CONTROLS AND PROCEDURES

As of the end of the period covered by this Annual Report, the Registrant carried out an evaluation, under the supervision of the Registrant's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the Registrant's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act). Based upon that evaluation, the Registrant's Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of the period covered by this Annual Report, the Registrant's disclosure controls and procedures are effective to ensure that information required to be disclosed by the Registrant in reports that it files or submits under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission (the "Commission") rules and forms, and (ii) accumulated and communicated to the Registrant's management, including its principal executive officer and principal financial officer, to allow timely decisions regarding required disclosure.

While the Company's principal executive officer and principal financial officer believe that the Company's disclosure controls and procedures provide a reasonable level of assurance that they are effective, they do not expect that the Company's disclosure controls and procedures or internal control over financial reporting will prevent all errors or fraud. A control system, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met.

MANAGEMENT'S ANNUAL REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

This annual report does not include a report of management's assessment regarding internal control over financial reporting or an attestation report of the company's registered public accounting firm due to a transition period established by rules of the Securities and Exchange Commission for newly public companies.

ATTESTATION REPORT OF THE REGISTERED PUBLIC ACCOUNTING FIRM

The Registrant qualifies as an "emerging growth company" under Section 3 of the Exchange Act, as a result of enactment of the Jumpstart Our Business Startups Act (the "JOBS Act"). Under the JOBS Act, "emerging growth companies" are exempt from Section 404(b) of the Sarbanes-Oxley Act of 2002, which generally requires that a public company's registered public accounting firm provide an attestation report relating to management's assessment of internal control over financial reporting. The Registrant qualifies as an "emerging growth company" and therefore has not included in, or incorporated by reference into, this Annual Report such an attestation report as of the end of the period covered by this Annual Report.

NOTICES PURSUANT TO REGULATION BTR

None.

AUDIT COMMITTEE

Identification of the Audit Committee

The Board of Directors has a separately designated standing Audit Committee established for the purpose of overseeing the accounting and financial reporting processes of the Company and audits of the financial statements of the Company in accordance with Section 3(a)(58)(A) of the Exchange Act and Rule 5602(c) of the NASDAQ Stock Market Rules. As of the date of this Annual Report, the Company's Audit Committee is comprised of Marcus New, Dave Perrill and Frank Holmes . Mr. New and Mr. Perrill are considered independent based on the criteria for independence prescribed by Rule 10A-3 of the Exchange Act and Rule 5605(a)(2) of the NASDAQ Stock Market Rules. Mr. Holmes, by virtue of his position as Chief Executive Officer of the Company, is not considered independent. Mr. Holmes serves as a member of our audit committee pursuant to the exemption from such independence requirements set forth in SEC Rule 10A-3(b)(1)(iv)(2). We believe that the Company's reliance on such exemption does not materially adversely affect the ability of the audit committee to act independently.

The Board of Directors has also determined that each member of the Audit Committee is financially literate, meaning each such member has the ability to read and understand a set of financial statements that present a breadth and level of complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

Audit Committee Financial Expert

The Board of Directors has determined that Marcus New qualifies as a financial expert (as defined in Item 407(d)(5)(ii) of Regulation S-K under the Exchange Act) and Rule 5605(c)(2)(A) of the NASDAQ Stock Market Rules; and (ii) is independent (as determined under Exchange Act Rule 10A-3 and Rule 5605(a)(2) of the NASDAQ Stock Market Rules).

The SEC has indicated that the designation or identification of a person as an audit committee financial expert does not make such person an "expert" for any purpose, impose any duties, obligations or liability on such person that are greater than those imposed on members of the audit committee and the board of directors who do not carry this designation or identification, or affect the duties, obligations or liability of any other member of the audit committee or board of directors.

CODE OF ETHICS

The Company has adopted a Code of Business Conduct and Ethics that applies to directors, officers and employees of, and consultants to, the Company (the "Code"). The Code is posted on the Company's website at https://www.hiveblockchain.com. The Code meets the requirements for a "code of ethics" within the meaning of that term in General Instruction 9(b) of Form 40-F.

All waivers of the Code with respect to any of the employees, officers or directors covered by it will be promptly disclosed as required by applicable securities rules and regulations. Since adopted by the Company, and until March 31, 2021, the Company did not waive or implicitly waive any provision of the Code with respect to any of the Company's principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions.

PRINCIPAL ACCOUNTANT FEES AND SERVICES

The following table sets out the fees billed to the Registrant by Davidson & Company LLP for professional services rendered for the fiscal period ended March 31, 2021 and March 31, 2020. During this period, Davidson & Company LLP was the Registrant's only external auditor.

(in Canadian dollars)	**Year ended March 31, 2021**	**Year ended March 31, 2020**
Audit Fees	CAD$ 250,000.00	CAD$ 192,824.00
Audit-Related Fees	CAD$ 50,610	CAD$ Nil
Tax Fees	CAD$ Nil	CAD$ Nil
All Other Fees	CAD$ 30,366	CAD$ Nil
Total Fees Paid	CAD$ 330,976	CAD$ 192,824

PRE-APPROVAL OF AUDIT SERVICES PROVIDED BY INDEPENDENT AUDITOR

The audit committee pre-approves all audit services to be provided to the Company by its independent auditors. The audit committee sets forth its pre-approval and/or confirmation of services authorized by the audit committee in the minutes of its meetings.

OFF-BALANCE SHEET TRANSACTIONS

The Registrant does not have any off-balance sheet transactions that have or are reasonably likely to have a current or future effect on the Registrant's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors.

TABULAR DISCLOSURE OF CONTRACTUAL OBLIGATIONS

At March 31, 2021, the Registrant had the following contractual obligations outstanding:

Contractual Obligations		Payments due by period			
	Total	**Less than 1 year**	**1-3 years**	**3-5 years**	**More than 5 years**
Long Term Debt Obligations	$37,242,656	$4,396,191	$11,873,642	$8,731,828	$12,240,995
Capital Finance Lease Obligations	$Nil	$Nil	$Nil	$Nil	$Nil
Operating Lease Obligations	$3,063,839	$1,910,712	$1,153,127	$Nil	$Nil
Purchase Obligations	$44,589,100	$44,589,100	$Nil	$Nil	$Nil
Other Long Term Liabilities Reflected on the Company's Balance Sheet under the GAAP of the primary financial statements	$Nil	$Nil	$Nil	$Nil	$Nil
Total	$84,895,595	$50,896,003	$13,026,769	$8,731,828	$12,240,995

NASDAQ CORPORATE GOVERNANCE PRACTICES

The Company is a "foreign private issuer" as defined in Rule 3b-4 under the Exchange Act and its common shares are listed on the Toronto Stock Exchange and Nasdaq. Nasdaq Marketplace Rule 5615(a)(3) permits a foreign private issuer to follow its home country practices in lieu of certain requirements in of the Nasdaq Listing Rules. A foreign private issuer that follows home country practices in lieu of certain corporate governance provisions of the Nasdaq Listing Rules must disclose each Nasdaq corporate governance requirement that it does not follow and include a brief statement of the home country practice the issuer follows in lieu of the NASDAQ corporate governance requirement(s), either on its website or in its annual filings with the SEC. A description of the significant ways in which the Company's corporate governance practices differ from those followed by domestic companies pursuant to the applicable NASDAQ Listing Rules is available on the Company's website at https://hiveblockchain.com.

UNDERTAKINGS

The Registrant undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to: the securities registered pursuant to this Form 40-F; the securities in relation to which the obligation to file an annual report on Form 40-F arises; or transactions in said securities.

CONSENT TO SERVICE OF PROCESS

The Registrant has previously filed with the SEC an Appointment of Agent for Service of Process and Undertaking on Form F-X in connection with its Common Shares.

Exhibit Number	Description
99.1	Annual Information Form for the Registrant for the year ended March 31, 2021
99.2	Audited Consolidated Financial Statements for the years ended March 31, 2021 and 2020
99.3	Management's Discussion and Analysis for the year ended March 31, 2021
99.4	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the U.S. Securities Exchange Act of 1934, as amended
99.5	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the U.S. Securities Exchange Act of 1934, as amended
99.6	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
99.7	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
99.8	Consent of Davidson & Company LLP

SIGNATURES

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this Annual Report to be signed on its behalf by the undersigned, thereunto duly authorized.

HIVE BLOCKCHAIN TECHNOLOGIES LTD

/s/ Darcy Daubaras
Name: Darcy Daubaras
Title: Chief Financial Officer

Date: September 23, 2021



HIVE BLOCKCHAIN TECHNOLOGIES LTD.

ANNUAL INFORMATION FORM

FOR THE FISCAL YEAR ENDED MARCH 31, 2021

September 23, 2021

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GLOSSARY

$ or USD$	United States Dollar
2021 Debentures	Means the unsecured convertible debentures issued pursuant to the Company's non-brokered private placement with U.S. Global, for aggregate gross proceeds of $15,000,000.
AIF	This annual information form of the Company dated September [●], 2021.
Affiliate	A company is an "Affiliate" of another company if (a) one of them is the subsidiary of the other, or (b) each of them is controlled by the same Person. A company is "controlled" by a Person if (a) voting securities of the company are held, other than by way of security only, by or for the benefit of that Person, and (b) the voting securities, if voted, entitle the Person to elect a majority of the directors of the company. A Person beneficially owns securities that are beneficially owned by (a) a company controlled by that Person, or (b) an Affiliate of that Person or an Affiliate of any company controlled by that Person.
ASIC	Means application-specific integrated circuit, a microchip designed for a special application, such as a particular kind of transmission protocol or a hand-held computer. In the context of digital currency mining, ASICs have been designed to solve specific hashing algorithms efficiently, including for Bitcoin mining.
Associate	When used to indicate a relationship with a Person, means (a) an issuer of which the Person beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to all outstanding voting securities of the issuer, (b) any partner of the Person, (c) any trust or estate in which the Person has a substantial beneficial interest or in respect of which h the Person serves as trustee or in a similar capacity, and (d) in the case of a Person who is an individual, (i) that Person's spouse or child, or (ii) any relative of that Person or of his spouse who has the same residence as that Person; but where the Exchange determines that two Persons shall, or shall not, be deemed to be associates with respect to a Member firm, Member corporation or holding company of a Member corporation, then such determination shall be determinative of their relationships in the application of Rule D.1.00 of the Exchange with respect to that Member firm, Member corporation or holding company.
ATM Equity Program	Means the Company's at-the-market equity program pursuant to the Equity Distribution Agreement, whereby the Company may, from time to time, sell up to $100 million of Common Shares.
ATM Shares	Means the Common Shares that have been issued pursuant to the ATM Equity Program.
atNorth	Means atNorth ehf. (formerly "Advania Data Centers ehf.")
BCBCA	The Business Corporations Act (British Columbia), including the regulations made thereunder, in each case as now in effect and as may be amended or replaced from time to time.

BCSC	British Columbia Securities Commission.
Bikupa	Means Bikupa Datacentre AB.
Bikupa 2	Means Bikupa Datacentre 2 AB.
Bitcoin or BTC	Bitcoin refers to the native token of the Bitcoin Network which utilizes the SHA-256 algorithm. Bitcoin is a peer-to-peer payment system and the digital currency of the same name which uses open source cryptography to control the creation and transfer of such digital currency.
Bitcoin Network	The network of computers running the software protocol underlying Bitcoin and which network maintains the database of Bitcoin ownership and facilitates the transfer of Bitcoin among parties.
Bitmain	Bitmain Technologies Ltd., a leading supplier of ASIC hardware (under the brand name Antminer) which designs and manufacturers high performance computing chips and software.
Blockbase	Blockbase Consulting GmbH.
Blockchain	An immutable, decentralized public transaction ledger which records transactions, such as financial transactions in cryptocurrency, in chronological order. Bitcoin and Ethereum are examples of well-known and widely distributed blockchains.
Board or Board of Directors	The board of directors of the Company.
Boden Tech	Means Boden Technologies AB.
Business Transfer Agreement	Has the meaning given to it under the heading " *GENERAL DEVELOPMENT OF THE BUSINESS - Fiscal 2021 - Bikupa Datacentre AB.*
°C	Degrees centigrade.
CAD$	Canadian Dollar.
CEO	Chief Executive Officer.
CFO	Chief Financial Officer.
Change of Business	Has the meaning given to it under the heading "GENERAL DEVELOPMENT OF THE BUSINESS - Preceding Business".
Cloud Mining Rights	Has the meaning given to it under the heading " *GENERAL DEVELOPMENT OF THE BUSINESS - Fiscal 2019 - Replacement of HIVE Sweden ASIC Facility with Cloud Mining Rights*".
Common Shares or HIVE Shares	The common shares in the capital of the Company.
Company or HIVE	HIVE Blockchain Technologies Ltd.
Computershare	Computershare Investor Services Inc.
Contracted Reserve	Has the meaning given to it under the heading *"DESCRIPTION OF THE BUSINESS - Description of the Business - The Hive New Brunswick Facility."*
COVID-19	Has the meaning given to it under the heading " *RISK FACTORS - Pandemics and COVID-19*".
CPU	Central processing unit is the component of a computer that provides computing power for execution of operations performed by software installed on that computer.
Cryptologic	Cryptologic Corp.

Cryptologic SPA	Means the share purchase agreement between the Company and Cryptologic dated as of March 27, 2020 pursuant to which the Company acquired the Lachute Facility.
Dapps	Means distributed applications.
DeFi Technologies	Means DeFi Technologies Inc.
DeFi Share Swap	Has the meaning given to under the heading *"GENERAL DEVELOPMENT OF THE BUSINESS - Fiscal 2021 - DeFi Technologies Share Swap".*
DDoS	Means distributed denial-of-service, a type of cyber-attack characterized by multiple perpetrators against a single host, with the intention of disrupting or disabling the services of the host.
Equity Distribution Agreement	Means the equity distribution agreement between the Company and Canaccord Genuity Corp.
Escrowed Shares	Has the meaning given to it under the heading " *ESCROWED SECURITIES*".
Ether or ETH or Ethereum	Ether or Ethereum refers to the native token of the Ethereum Network which utilizes the ethash algorithm. Ethereum is a global, open-source platform for decentralized applications.
Ethereum Network	The network of computers running the software protocol underlying Ethereum and which network maintains the database of Ether ownership and facilitates the transfer of Ether among parties.
Ethereum Virtual Machine	Is a virtual state machine that functions as a runtime environment for smart contracts in Ethereum.
Exchange or TSXV	TSX Venture Exchange.
Financial Statements	Audited consolidated financial statements for the fiscal year ended March 31, 2021.
Fiscal 2018	The fiscal year ended March 31, 2018.
Fiscal 2019	The fiscal year ended March 31, 2019.
Fiscal 2020	The fiscal year ended March 31, 2020.
Fiscal 2021	The fiscal year ended March 31, 2021.
Fiscal 2021 MD&A	Means the management discussion and analysis of the Company for Fiscal 2021.
FSE	Frankfurt Stock Exchange.
Genesis	Genesis Mining Ltd.
Genesis Bulletin	The final TSXV bulletin issued for approval of the Genesis Transaction.
Genesis Dispute	Has the meaning given to it under the heading " *GENERAL DEVELOPMENT OF THE BUSINESS - Fiscal 2020 - Genesis Dispute and Settlement*".
Genesis IRA	The investor rights agreement between the Company and Genesis dated September 13, 2017. See "*GENERAL DEVELOPMENT OF THE BUSINESS - Select Events Prior to Fiscal 2019 - Genesis Transaction Agreement".*
Genesis MDCEPA	Has the meaning given to it under the heading " *GENERAL DEVELOPMENT OF THE BUSINESS - Select Events Prior to Fiscal 2019 - Genesis Transaction Agreement".*
Genesis MSA	Has the meaning given to it under the heading " *GENERAL DEVELOPMENT OF THE BUSINESS - Select Events Prior to Fiscal 2019 - Genesis Transaction Agreement".*
Genesis Settlement Agreement	Has the meaning given to it under the heading " *MATERIAL CONTRACTS*".

Genesis Transaction	Refers to the acquisition of digital computing equipment and entrance into a strategic relationship with Genesis as outlined under the Genesis Transaction Agreement.
Genesis Transaction Agreement	Has the meaning given to it under the heading " *GENERAL DEVELOPMENT OF THE BUSINESS - Select Events Prior to Fiscal 2019 - Genesis Transaction Agreement".*
GH/s	Gigahashes per second.
GPU	Means graphics processing unit, a programmable logic chip (processor) specialized for display functions and effective at solving digital currency hashing algorithms.
GPU Acquisition	Has the meaning given to it under the heading " *GENERAL DEVELOPMENT OF THE BUSINESS - Fiscal 2021 - Acquisition of GPU Atlantic Inc.*".
GPU Atlantic	Means GPU Atlantic Inc.
GPU One	Means GPU.One Holding Inc.
GPU SPA	Means the share purchase agreement entered into between the Company and GPU One dated February 24, 2021. See "*GENERAL DEVELOPMENT OF THE BUSINESS - Fiscal 2021 - At-The-Market Equity Program*".
Hash	Means the output of a hash function, i.e. the output of the fundamental mathematical computation of a particular cryptocurrency's computer code which miners execute, and "**Gigahash**" and "**Petahash**" mean, respectively, 1x109 Hashes and 1x1015 Hashes.
Hashrate:	Hashrate is a measure of mining power whereby the expected income from mining is directly proportional to a miners hashrate normalized by the total hashrate of the network.
HIVE or the Company	Means HIVE Blockchain Technologies Ltd.
HIVE Atlantic	Means Hive Atlantic Datacentres Ltd.
Hive Atlantic Agreements	Has the meaning given to it under the heading *"DESCRIPTION OF THE BUSINESS - Description of the Business - The Hive New Brunswick Facility."*
HIVE Facilities	Means the HIVE Iceland Facility, the HIVE Lachute Facility New Brunswick Facility, the HIVE Sweden Facility and other facilities the Company may have operations in from time to time.
HIVE Iceland Facility	Has the meaning given to it under the heading " *GENERAL DEVELOPMENT OF THE BUSINESS - Select Events Prior to Fiscal 2019 - Hive Iceland Facility and Equity Financings"*.
HIVE Lachute Facility	Has the meaning give to it under the heading " *GENERAL DEVELOPMENT OF THE BUSINESS - Fiscal 2021 - HIVE Lachute* Facility Acquisition".
HIVE New Brunswick Facility	Has the meaning given to it under *heading "GENERAL DEVELOPMENT OF THE BUSINESS - Fiscal 2021- Acquisition of GPU Atlantic Inc."*
HIVE Sweden ASIC Facility	Has the meaning given to it under the heading " *GENERAL DEVELOPMENT OF THE BUSINESS - Select Events Prior to Fiscal 2019 -HIVE Expansion into Sweden and Equity Financings".*
HIVE Sweden Facility	Has the meaning given to it under the heading " *GENERAL DEVELOPMENT OF THE BUSINESS - Select Events Prior to Fiscal 2019 -HIVE Expansion into Sweden and Equity Financings".*
Insider	Insider If used in relation to an issuer, means: (a) a director or senior officer of the issuer; (b) a director or senior officer of the corporation that is an Insider or subsidiary of the issuer;

(c) a Person that beneficially owns or controls, directly or indirectly, voting shares carrying more than 10% of the voting rights attached to all outstanding voting shares of the issuer; or

(d) the issuer itself if it holds any of its own securities.

IFRS	International Financial Reporting Standards.
Kolos	Means Kolos Norway AS.
Lachute Acquisition	Has the meaning given to it under *heading "GENERAL DEVELOPMENT OF THE BUSINESS - Fiscal 2021 - HIVE Lachute Facility Acquisition".*
Liv Eiendom	Means Liv Eiendom AS.
Independent Special Committee	Has the meaning given to it under the heading " *GENERAL DEVELOPMENT OF THE BUSINESS -Fiscal 2020 - Genesis Dispute and Settlement*".
MD&A	Management's discussion & analysis of the audited consolidated financial statements for the fiscal year ended March 31, 2021.
MicroBT	MicroBT, a leading supplier of ASIC hardware (under the brand name Whatsminer), which specializes in blockchain and artificial intelligence.
Mining	Mining refers to the provision of computing capacity to secure a distributed network by creating, verifying, publishing and propagating blocks in the blockchain in exchange for rewards and fees denominated in the native token of that network (i.e. Bitcoin or Ethereum, as applicable).
MW	Megawatts.
NASDAQ	Means the Nasdaq's Capital Markets Exchange.
Network Difficulty	Means a measure of how difficult it is to find a Hash below a given target.
NEX	Means the NEX board of the TSXV.
NI 51-102	National Instrument 51-102 - *Continuous Disclosure Obligations.*
NI 52-110	National Instrument 52-110 - *Audit Committees*.
NOK	Means the Norwegian Krone.
Nord Pool	Means Nord Pool AS, who runs the leading power market in Europe, and offers day-ahead and intraday markets to is customers.
Norway Acquisition	Has the meaning given to it under the heading " *GENERAL DEVELOPMENT OF THE BUSINESS - Fiscal 2019 - Norway Acquisition*".
Option Share	Common Share issuable upon exercise of a Stock Option in accordance with the Stock Option Plan.
OTCQX	OTCQX® Best Market of the OTC Markets Group.
Person	Includes any individual, firm, partnership, joint venture, venture capital fund, limited liability company, unlimited liability company, association, trust, trustee, executor, administrator, legal personal representative, estate, group, body corporate, corporation, unincorporated association or organization, governmental entity, syndicate or other entity, whether or not having legal status.
PH/s	Petahash per second.
Phase 1 Iceland Acquisition	Has the meaning given to it under the heading " *GENERAL DEVELOPMENT OF THE BUSINESS - Select Events Prior to Fiscal 2019 - Hive Iceland Facility and Equity Financings"*.

Promoter	The meaning ascribed to it in the *Securities Act* (British Columbia).
Proof of Work	Under proof of work, consensus miners performing computational work on the network update the ledger; miners are incentivized to protect the network and put forth valid transactions because they must invest in hardware and electricity for the opportunity to mine coins on the network. The success of a miner's business relies on the value of the currency remaining above the cost to create a coin.
Proof of Stake	Under proof of stake, consensus stakers who have sufficiently large coin balances 'staked' on the network update the ledger; stakers are incentivized to protect the network and put forth valid transactions because they are heavily invested in the network's currency.
PSU	Means a computer power supply unit.
RSU	Restricted share unit granted under the Company's RSU Plan.
RSU Plan	The Company's RSU plan, approved for adoption by the by the Board of Directors on October 17, 2018 and re-approved by Shareholders at the Company's most recent Annual General Meeting on December 22, 2020, which reserves HIVE Shares for issuance under the RSU Plan at any time up to a maximum of 10,000,000, subject to adjustment by the Board in the event of a change in the capital of the Company, and in combination with all share compensation arrangements of the Company, including the RSU Plan and the Stock Option Plan, will not exceed 10% of the issued and outstanding HIVE Shares.
SHA -256	SHA-256 is a cryptographic Hash algorithm. SHA-256 generates an almost-unique 256-bit (32-byte) signature for a text. The most well-known cryptocurrencies that utilize the SHA-256 algorithm are Bitcoin and Bitcoin cash.
SHA-256 ASIC Expansion	Has the meaning given to it under the heading " *GENERAL DEVELOPMENT OF THE BUSINESS - Fiscal 2019 - Replacement of HIVE Sweden ASIC Facility and Cloud Mining Rights".*
Shareholders	The holders of HIVE Shares.
Stock Option	Option to purchase HIVE Shares granted under the Company's Stock Option Plan.
Stock Option Plan	The Company's rolling Stock Option plan, dated July 10, 2017, which reserves options exercisable into HIVE Shares equal to a maximum of 10% of the issued and outstanding HIVE Shares from time to time for issue pursuant to the Stock Option Plan, subject to the combination of all share compensation arrangements of the Company, including the RSU Plan and the Stock Option Plan, will not exceed 10% of the issued and outstanding HIVE Shares.
Surplus Energy	Has the meaning given to it under the heading *"DESCRIPTION OF THE BUSINESS - Description of the Business - The Hive New Brunswick Facility."*
Sweden Phase 1	Has the meaning given to it under the heading " *GENERAL DEVELOPMENT OF THE BUSINESS - Select Events Prior to Fiscal 2019 -HIVE Expansion into Sweden and Equity Financings".*
Sweden Phase 2	Has the meaning given to it under the heading " *GENERAL DEVELOPMENT OF THE BUSINESS - Select Events Prior to Fiscal 2019 -HIVE Expansion into Sweden and Equity Financings".*
Sweden Phase 3	Has the meaning given to it under the heading " *GENERAL DEVELOPMENT OF THE BUSINESS - Select Events Prior to Fiscal 2019 -HIVE Expansion into Sweden and Equity Financings".*
Sweden ASIC	Has the meaning given to it under the heading " *GENERAL DEVELOPMENT OF THE BUSINESS - Select Events Prior to Fiscal 2019 -HIVE Expansion into Sweden and Equity Financings".*
Genesis Transaction Agreement	The transaction agreement entered into between the Company (formerly known as Leeta Gold Corp.) and Genesis dated September 13, 2017 related to the acquisition of digital computing equipment and a strategic relationship.
UDP	Ultimate designated person.

United States:	The United States of America, its territories and possessions, any State of the United States and the District of Columbia.
U.S. Global	Means U.S. Global Investors Inc.

INTRODUCTORY NOTES

Date of Information

In this annual information form ("**AIF**"), HIVE Blockchain Technologies Ltd., together with its current subsidiaries, as the context requires, is referred to as the "**Company**" and "**HIVE**". As the Company was a venture issuer as at March 31, 2021, being the end of Fiscal 2021, the Company is not required to file an annual information form but is doing so voluntarily with the intention of enhancing its corporate disclosure and improving its access to capital markets. Accordingly, all information contained in this AIF is at September 23, 2021, unless otherwise stated.

Reference is made in this AIF to the Financial Statements and MD&A for HIVE for the year ended March 31, 2021, together with the auditor's report thereon. The Financial Statements and MD&A are available for review, under HIVE's profile on the SEDAR website located at www.sedar.com.

All financial information in this AIF for Fiscal 2021 has been prepared in accordance with IFRS.

Cautionary Note Regarding Forward-Looking Information and Statements

This AIF contains "forward-looking information" and "forward-looking statements" within the meaning of applicable Canadian securities legislation. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or state that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking information and statements include, but are not limited to, statements with respect to the Company's ability to meet its working capital needs at the current level for the next twelve-month period; management's outlook regarding future trends; sensitivity analysis on financial instruments, which may vary from amounts disclosed; and general business and economic conditions. For a complete list of the factors that could affect the Company, please make reference to those risk factors further detailed below under the heading "Risk Factors". Readers are cautioned that such risk factors, uncertainties and other factors are not exhaustive.

Forward-looking information and statements are based on the then current expectations, beliefs, assumptions, estimates and forecasts about the Company's business and the industry and markets in which it operates. Forward-looking information and statements are made based upon numerous assumptions. Although the assumptions made by the Company in providing forward looking information or making forward looking statements are considered reasonable by management at the time, there can be no assurance that such assumptions will prove to be accurate.

Forward-looking information and statements also involve known and unknown risks and uncertainties and other factors, which may cause actual results, performances and achievements of the Company to differ materially from any projections of results, performances and achievements of the Company expressed or implied by such forward-looking information or statements. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information or statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended.

There can be no assurance that such information or statements will prove to be accurate, as actual results and future events could differ materially from those anticipated, estimated or intended. Accordingly, readers should not place undue reliance on forward-looking information or statements. The forward-looking information and statements contained in this AIF are made as of the date of this AIF and, accordingly, are subject to change after such date. The Company does not undertake to update or reissue forward looking information as a result of new information or events except as required by applicable law.

Currency and Exchange Rates

Unless otherwise specified, all references to $ or USD$ are to United States dollars and all references to CAD$ are to Canadian dollars.

CORPORATE STRUCTURE

Name, Address, and Incorporation

The Company was incorporated in the Province of British Columbia on June 24, 1987 under the *Business Corporations Act* (British Columbia) under the name "Carmelita Petroleum Limited". The Company changed its name first on September 26, 1996 to "Carmelita Resources Limited", then on July 4, 2000 to "Pierre Enterprises Ltd.", then on February 1, 2011 to "Leeta Gold Corp.", and finally on September 15, 2017 to "HIVE Blockchain Technologies Ltd.".

The Company's head office is located at Suite 855, 789 West Pender Street, Vancouver, British Columbia, V6C 1H2, and the Company's registered office is located at Suite 2500, 700 West Georgia Street, Vancouver, BC, V7Y 1B3.

The Company's common shares ("**Common Shares**" or "**Hive Shares**") are listed for trading on the TSX Venture Exchange (the "**TSXV**") under the trading symbol "HIVE" as well as on the NASDAQ under "HIVE" and on the Open Market of the Berlin and Frankfurt Stock Exchange under the symbols "HBF.BE" and "HBF.F", respectively.

Intercorporate Relationships

The Company has seven wholly owned subsidiaries: HIVE Blockchain Switzerland AG (incorporated under the laws of Switzerland), Bikupa Datacenter AB (incorporated under the laws of Sweden), Bikupa Datacenter 2 AB (incorporated under the laws of Sweden), HIVE Digital Data Ltd. (incorporated under the laws of Bermuda), Liv Eiendom AS (incorporated under the laws of Norway), 9376-9974 Québec Inc. (incorporated under the laws of the Province of Québec) and HIVE Atlantic Datacentres Ltd. (incorporated under the laws of the province of New Brunswick). Hive Blockchain Switzerland AG has one wholly owned subsidiary, Hive Blockchain Iceland ehf. (incorporated under the laws of Iceland).

GENERAL DEVELOPMENT OF THE BUSINESS

Preceding Business

HIVE Blockchain Technologies Ltd. ("**HIVE**" or the "**Company**") was incorporated in the Province of British Columbia on June 24, 1987. The Company changed its name from "Carmelita Petroleum Limited" to "Carmelita Resources Limited" on September 26, 1996, to "Pierre Enterprises Ltd." on July 4, 2000, and to "Leeta Gold Corp." on February 1, 2011. The Company's principal business preceding its change of business (as defined under the policies of the TSXV) (the "**Change of Business**"), as described below, was the exploration and development of mineral properties, and the Company's shares were listed on the NEX exchange under the symbol "LTA.H".

Change of Business and Trading of HIVE Shares

On June 5, 2017, the Company's Common Shares were halted from trading on the NEX in anticipation of an announcement, made June 14, 2017, of an intended Change of Business pursuant to which the Company would acquire GPU-based blockchain data centres in Reykjanes, Iceland and related data centre equipment from Genesis Mining Ltd. ("**Genesis**") in order for the Company to commence cryptocurrency mining operations in the cloud. Further to the Change of Business, the Company entered into a strategic partnership with Genesis pursuant to which Genesis would provide services related to facility, hosting, maintaining and related ongoing services at the facility under the Genesis MSA. See "*GENERAL DEVELOPMENT OF THE BUSINESS - Select Events Prior to Fiscal 2019 - Genesis Transaction Agreement*".

Genesis Transaction Agreement

HIVE and Genesis also agreed that, following closing of future financings, HIVE would acquire up to four additional data centres in Iceland and/or Sweden from Genesis for the mining of certain cryptocurrencies on the cloud. On September 15, 2017, the Company completed the Change of Business, and changed its name from Leeta Gold Corp. to HIVE Blockchain Technologies Ltd. Trading in the Company's Common Shares re-commenced on the TSXV under the ticker symbol "HIVE" effective September 18, 2017 and subsequently also on the OTCQX, Berlin and Frankfurt OTC under the ticker symbols "HVBTF", "HVB.B" and "HVB.F" respectively.

Management and Board Changes

In connection with the Change of Business, Mr. Harry Pokrandt was appointed President and CEO as of June 20, 2017, replacing John Brydle. Subsequently, Ms. Jessica Van Den Akker, was appointed to serve as CFO as of August 23, 2017. At that time, Ms. Van Den Akker was an employee of Fiore Management & Advisory Corp., which had signed a strategic advisory services agreement with HIVE commencing June 1, 2017.

On August 23, 2017, Messrs. Frank Holmes, Olivier Roussy Newton, Tobias Ebel, Bjoern Arzt, and Harry Pokrandt were appointed as the board of directors of HIVE, with Mr. Holmes serving as Chairman. Messrs. Brydle and Ridd and Ms. Knight resigned as directors as of that date. On March 25, 2018, Mr. Marcus New was appointed a director.

CAD$16,500,000 Equity Financing of Subscription Receipts

In connection with the above, and the Change of Business and in order to fund the Genesis Transaction Agreement and the Phase 1 Iceland Acquisition described below, the Company completed a non-brokered private placement financing in two tranches closing on August 9, 2017 and on September 7, 2017, composed of the sale of 55,000,000 subscription receipts at a price of CAD$0.30 per subscription receipt for aggregate gross proceeds of CAD$16,500,000. Each subscription receipt was automatically exchanged for one Common Share of the Company, and the proceeds of the equity financing were released to the Company upon satisfaction of the escrow release conditions which was completion of the Change of Business.

Select Events Prior to Fiscal 2019

Genesis Transaction Agreement

On September 13, 2017, the Company and Genesis entered into the Genesis Transaction Agreement, which governed the Company and Genesis's partnership in the build-out, operation and management of data centre mining facilities.

Under the terms of the Genesis Transaction Agreement, the Company and Genesis executed and delivered: (i) a master data centre equipment purchase agreement (the "**Genesis MDCEPA**") governing the sourcing and purchase of data centre equipment; (ii) a master services agreement (the "**Genesis MSA**") governing the design, installation, configuration, management, operation and maintenance of the Company's data centre equipment, as well as facility, hosting, support and related services by Genesis; (iii) an investor rights agreement (the "**Genesis IRA**"), pursuant to which, Genesis is entitled to participate in future equity financings to allow Genesis to maintain its percentage ownership in the Company, as well as certain other rights. Under the Genesis Transaction Agreement, Genesis also granted the Company an exclusive, worldwide, irrevocable, perpetual, fully paid-up, royalty-free right and license to use the "HIVE" trademark in connection with the Company's and its affiliates' business as anticipated by the Genesis Transaction Agreement. The foregoing represents a summary of the Genesis Transaction Agreement only, and is qualified in entirety by the full text of the Genesis Transaction Agreement, a copy of which is available at www.sedar.com under the Company's profile.

Hive Iceland Facility

Pursuant to the Genesis Transaction Agreement, on September 15, 2017 the Company acquired a GPU-based blockchain/digital currency mining data centre in Reykjanes, Iceland (the "**HIVE Iceland Facility**") from Genesis pursuant to a purchase order made under the Genesis MDCEPA (the "**Phase 1 Iceland Acquisition**").

HIVE Expansion into Sweden

On October 23, 2017 the Company entered into a binding letter agreement with Genesis pursuant to which the Company agreed to finance the build-out of a GPU cryptocurrency mining data centre ("**Sweden Phase 1**") at a facility in Sweden (the " **HIVE Sweden Facility**"). The Company entered into additional binding letter agreements on October 25, 2017 ("**Sweden Phase 2**") and December 13, 2017 (" **Sweden Phase 3**"), pursuant to which the Company agreed to expand the HIVE Sweden Facility with the acquisition of additional GPU cryptocurrency mining equipment

The expansion of HIVE Sweden Facility (for Sweden Phase 1, Sweden Phase 2 and Sweden Phase 3) of 20.4 MW of power, composed of approximately 14,000 GPU-based mining rigs, was delivered in three phases of 6.8 MW each at a cost of $22.0 million for each such phase, for an aggregate of $66.0 million. The $66.0 million aggregate purchase price was advanced in the fourth quarter of Fiscal 2018. Sweden Phase 1 and Sweden Phase 2 were delivered on January 15, 2018 and March 28, 2018 respectively. Sweden Phase 3 was delivered on April 30, 2018. See "*Fiscal 2019 - Completion of Sweden Phase 3* ".

Fiscal 2019

Completion of Sweden Phase 3

Sweden Phase 3 was delivered on April 30, 2018.

Norway Acquisition

In May 2018 the Company acquired Liv Eiendom AS (" **Liv Eiendom**") and Kolos Norway AS ("**Kolos**") (the "**Norway Acquisition**"). The primary asset of the acquisition was a 64-hectare property in Ballangen, Norway. The property was expected to provide access to low-cost power in a cold climate, sourced from renewable energy sources for future growth opportunities.

The total consideration was satisfied through cash payments of 55,576,560 Norwegian Krone (" **NOK**") (USD$6,902,498) to the former shareholders of Kolos, the issuance of 4,750,000 Common Shares valued at $5,415,000 and 1,250,000 Common Shares purchase warrants exercisable at CAD$1.24 for a period of five years. Of these warrants, 850,000 were exercisable subject to the Company's completion of certain milestones, being construction permitting and the commencement of revenue generating activities on the property; the holder of the warrants has no service commitment in relation to the completion of these milestones. As part of the Norway Acquisition, the Company assumed loans with a principal balance of $2,559,599 (NOK 20,915,000). The Company has since sold Kolos to the local community under a share purchase agreement. See "*GENERAL DEVELOPMENT OF THE BUSINESS - Subsequent to Fiscal 2021 - Sale of Kolos* ."

Replacement of HIVE Sweden ASIC Facility with Cloud Mining Rights

In August 2018, the Company announced an amendment to the agreement entered into with Genesis on December 13, 2017 (the " **2017 Genesis Sweden Agreement**"), pursuant to which the Company agreed to acquire ASICs, PSUs, CPUs and boards required for digital currency mining at an estimated rate of 200 Petahashes per second ("**PH/s**"), and consumption of approximately 20 MW of electricity (" **SHA-256 ASIC Expansion**") at a facility to be constructed on a parcel of land in Sweden owned by Genesis (the "**HIVE Sweden ASIC Facility**"). Pursuant to this amendment the equipment planned for this facility would be replaced with 200 PH/s of SHA-256 Bitcoin mining capacity, initially pursuant to a cloud hosting arrangement ("**Cloud Mining Rights**"), until delivery of the mining rigs occurred within the subsequent twelve (12) months. The amendment resulted in lower operational costs than was previously expected of taking delivery of the miners in Sweden and gave the Company flexibility to install the future delivery of the mining rigs in a region of its choice, which was anticipated to be in North America. It also ensured the Company would continue to get the equivalent economic benefit of 200 PH/s as compared to taking physical delivery on September 30, 2018. The SHA-256 ASIC Expansion of 200 PH/s subsequently launched on September 30, 2018 and provided the Company with the capability to mine Bitcoin and related digital currencies. In November 2018, the Company amended the terms of the Cloud Mining Rights agreement to reduce operating costs by approximately 30% retroactive to October 1, 2018, and provided the option to extend the contract term to two years from one year.

On December 1, 2018 the Company launched the operation of an additional 100 PH/s of cloud-based ASIC mining, bringing the Company's Bitcoin mining to 300 PH/s of ASIC capacity, pursuant to a services agreement with Genesis in consideration for 8,317,490 Common Shares with a value of CAD$2.4 million and digital assets with a value of $2,525,763.

Norway removes tax relief for cryptocurrency miners

Since the Norway Acquisition, the development plan for the property, designed to result in one of the largest data centre hubs in the Nordics, has proved to be challenging partially due to the volatility that has taken place in the cryptocurrency markets along with the actions of the Norwegian Parliament.

In early December 2018, the Norwegian Parliament approved a legislative bill that cryptocurrency miners will no longer be subject to tax relief on power consumption at the same rate as other power-intensive industries. This change, which was included in the state budget for 2019, was expected to take effect in March 2019.

In reaction to the proposed changes, on December 20, 2018 the Company sent a letter to debt holders associated with the Kolos acquisition with proposed changes to the loan agreement. The Company proposed and obtained an extension of the term of the convertible loan by one year as the Company assessed the impact that the Norwegian Parliament's proposed changes could have on future development plans and on the value of the Company's sole Norwegian asset.

The Company was committed to working with the local Ballangen municipality and all stakeholders on this development project to reach an agreement that is in the best interests of all of the Company's stakeholders. The Company did not have rights to the land itself, but instead had the right to develop the land until certain provisions were met, including raising approximately $22 million (200 million Norwegian Krone) before March 2021, and developing the property by March 2023, among other conditions. The local Ballangen municipality had the right to reclaim ownership of the land in the event such conditions are not satisfied. The Company determined that due to the adverse legislative changes it was not feasible that the Company would be able to satisfy the development conditions of having the property developed by March 2023, and the land rights were impaired and the land was written down to $nil for accounting purposes.

As of the date hereof, the Company is no longer subject to any loans or liabilities in relation to the Norway Acquisition as the Company sold Kolos on May 10, 2021. See "*GENERAL DEVELOPMENT OF THE BUSINESS - Subsequent to Fiscal 2021 - Sale of Kolos* ."

Management and Board Changes

Mr. Pokrandt retired from his full-time role as President, CEO and Director of HIVE effective August 31, 2018. Mr. Holmes, HIVE's Chairman, became Interim Executive Chairman and Mr. Roussy Newton, a Director of the Company, became Interim President as of that date. On October 1, 2018, Darcy Daubaras was appointed Chief Financial Officer replacing Ms. Van Den Akker, who resigned as of September 30, 2018. On November 20, 2018, Marco Streng became an independent director.

Fiscal 2020

Genesis Dispute and Settlement

On April 2, 2019, HIVE provided a formal notice to Genesis (the " **Genesis Dispute**") regarding alleged material breaches of the Genesis MSA related to the HIVE Sweden Facility, the operations of which had been made dormant in February 2019, and made a claim that such breaches were valued at $52,800,000 under the Genesis MSA. The dispute related to certain issues that had arisen between HIVE and Genesis resulting in complaints by both parties concerning costs of electricity and in general the services and performance of the other party under the Genesis MSA. On April 19, 2019 Genesis, the largest shareholder of the Company, requisitioned a meeting of shareholders for the purpose of removing directors independent of Genesis and electing a board of directors, the majority of whom would be senior officers and employees of Genesis. On April 20, 2019, HIVE's Board met and appointed an independent special committee ("**Independent Special Committee**") of the Board to deal with the requisition and related contractual disputes between Genesis and HIVE which gave rise to the requisition.

On June 26, 2019, the Company and Genesis entered into settlement agreement (the " **Genesis Settlement Agreement**") which resolved the Genesis Dispute. The Genesis Settlement Agreement settled outstanding issues associated with the HIVE Sweden Facility and both parties agreed to mutually release each other from all claims arising from the Genesis MSA and other related agreements, as well as discontinue any legal proceedings and withdraw any demands that were made. Pursuant to Genesis Settlement Agreement, Genesis rebooted HIVE Sweden Facility and the Company assumed responsibility for the operation of the HIVE Sweden Facility and HIVE Iceland Facility from Genesis with Genesis providing transitional services to the Company to ensure an orderly transition.

As part of the agreement, Genesis' CEO Marco Streng and Chief Legal Officer Björn Arzt resigned as directors of HIVE. In addition, until June 26, 2022, Genesis is entitled to nominate one director to HIVE's Board provided it continues to hold no less than 10% of the Company's shares. As at March 31, 2021 and as of the date hereof, according to public filings and to the best of the Company's knowledge Genesis no longer holds over 10% of the Company's Common Shares on a non-diluted basis. Subsequent to the Genesis Settlement Agreement, the Company received invoices under the Genesis MSA from Genesis which the Company is disputing on the basis, *inter alia*, that the Company believes Genesis is in breach of its obligations of general and preventative maintenance, monitoring, repair, in-warranty repair or replacement of defective equipment and components of the Company's equipment at the Iceland Facility. Additionally, subsequent to the Genesis Settlement Agreement, the Company is disputing with Genesis the amounts owed to the Company under the Cloud Mining Rights agreement.

HIVE Sweden Facility Updates

In August 2019, the Company entered into a strategic with Blockbase to replace Genesis as the facility operator for the Company's Sweden operation, with an open-ended term. This transition was completed in November 2019. Under the agreement, Blockbase would provide all things necessary for the configuration, management, operation, security, maintenance and support for the HIVE Sweden Facility. Blockbase's highly optimized software monitoring services are expected to enhance the efficiency of the Company's GPU mining operations while reducing costs. Additionally, HIVE entered into direct agreements with suppliers such as the local electricity providers, which are now providing full transparency of costs at the Company's operations at the HIVE Sweden Facility.

In February 2020, the Company announced that it had entered into hedging agreements related to its electricity costs in Sweden that continued through calendar year 2020. New hedging agreements have been entered into which extend until December 31, 2022. The Company estimated that the combination of its new, direct agreements with local suppliers for its Sweden operation and the electricity hedging agreements would result in a 40% reduction in its operating and maintenance costs at its GPU mining facility at the HIVE Sweden Facility, compared to what such costs would have been under its previous service provider agreement with Genesis which ended in November 2019. These estimates were correct, and the Company's operating and maintenance costs were drastically reduced. Additionally, the refurbishment of HIVE's mining rigs by Blockbase has resulted in an increase in mining output. In March 2020, HIVE announced the initiation of an expansion of the HIVE Sweden Facility, anticipated to result in a more than 20% increase in the facility's Ethereum mining production capabilities while improving HIVE's gross mining margin profile by leveraging the existing fixed cost base at the facility. The expansion, anticipated to cost approximately $750,000 and be financed with cash flows from operations, was expected to occur in two phases and be completed within six months. However, the Company put the expansion on hold as the government's application of VAT taxes in Sweden appears to not be consistent with government business policies. The Company believed that this lack of clarity made Sweden less competitive with other Nordic countries like Iceland. Further, the VAT energy taxes are not compatible with attractive tax incentives offered by the Government of Sweden which were created to attract foreign capital to build data centres and source computing power. Consequently, the Company decided to focus on operations in other countries like Iceland to expand its growth and cash flows until it felt the interpretations of tax policies were more aligned with laws of the Government of Sweden. Even though there remains uncertainty regarding VAT in Sweden the Company has commenced its expansion plans in Sweden and is committed to making its HIVE Sweden Facility a world class data center operation.

Board Appointment

In October 2019, the Company announced the appointment of David Perrill as a director. Mr. Perrill is the founder and CEO of Compute North LLC, a rapidly growing data centre company that offers low-cost and efficient infrastructure services for clients in the blockchain, cryptocurrency mining and the broader high-performance computing space. See "*DIRECTORS AND OFFICERS - Biographies of Directors and Officers* - David Perrill, Director".

Termination of Bitcoin Cloud Mining Operations via Genesis

During the second quarter of Fiscal 2020 and subsequently, market conditions for Bitcoin miners worsened as coin prices declined while mining difficulty and network hashrates increased, reaching a record high. In the third fiscal quarter of Fiscal 2020, HIVE suspended its Bitcoin cloud mining operations with Genesis and opted not to extend its Cloud Mining Rights, which operated on a fixed cost basis, as they had become unprofitable due to the combination of the cost of the agreements and worsening Bitcoin mining market conditions resulting from the decline in the price of Bitcoin and a significant increase in mining difficulty and network hashrates. Additionally, the scheduled halving of Bitcoin block rewards for miners was expected to further reduce the efficiency and profitability for older generation Bitcoin mining equipment.

Fiscal 2021

HIVE Lachute Facility Acquisition

In preparation for the halving of Bitcoin rewards for miners, which occurred May 11, 2020, on April 8, 2020 the Company completed its acquisition of a dedicated cryptocurrency mining operation at a leased facility located in Lachute, Quebec (the "**HIVE Lachute Facility**") from Cryptologic Corp. ("**Cryptologic**"), with access to low cost, renewable electricity, available capacity of 30 MW of HVAC and electrical infrastructure that is unique to cryptocurrency mining, triple redundancy systems for power and internet connectivity and operational staff (the "**Lachute Acquisition**").

Pursuant to the share purchase agreement between the Company and Cryptologic dated March 27, 2020 (the " **Cryptologic SPA**"), in consideration for 100% of the common shares of the 9376-9974 Québec Inc., the Company paid total consideration of $3,738,809 consisting of: (i) issuance of 15,000,000 Common Shares on closing valued at a price of C$0.23 per Common Share for a total of $2,458,470 (CAD$3,450,000); and, (ii) cash payment of $1,235,873 (CAD$1,734,315) and holdback of $44,466. In addition, the Company agreed to invest CAD$3,000,000 in cryptocurrency mining equipment for the facility. Upon completion of the acquisition, Cryptologic owned approximately 4% of HIVE's basic Common Shares.

HIVE has subsequently been investing in next generation mining equipment that can provide positive gross mining margins post the recent halving of Bitcoin rewards; the next halving is scheduled to occur in 2024. In the first quarter of Fiscal 2021, HIVE invested approximately $2 million in approximately 2,000 next generation SHA-256 Bitmain-manufactured miners with an aggregate operating hashrate of 124 PH/s to scale up mining power and increase the operating efficiency of the facility. In July 2020, HIVE ordered 200 additional new generation Bitmain miners, with an aggregate operating hashpower of 12 PH/s, from an equipment broker; however, with the production and delivery delays that are being experienced at Bitmain, HIVE has requested a refund from the broker due to the uncertainties associated with them. In August 2020, the Company installed an additional 1,010 new generation miners from MicroBT, having a cost of approximately $2 million, with an aggregate operating hashrate of 93 PH/s. The equipment will initially be hosted by HIVE on behalf of an institutional client. It is presently anticipated that HIVE will enter into a subsequent financing agreement with this client in which HIVE will assume ownership of the equipment with payment made through cash on hand and through a loan provided by this client and secured against the miners. HIVE estimates its aggregate operating hashrate specifically from next generation mining equipment at the HIVE Lachute Facility is now approximately 277 PH/s, utilizing approximately 9.1 MW or approximately 30.4 PH/MW of power, which HIVE believes is one of the most energy efficient bitcoin mining operations in Canada.

HIVE Iceland Facility Updates

On June 1, 2020, HIVE assumed full control of the HIVE Iceland Facility from Genesis and entered into direct agreements with local suppliers, including a strategic partnership with Blockbase to be the facility operator for the Company's Iceland operation. The transition has resulted in an approximately 50% reduction in monthly facilities and operations costs at HIVE's Ethereum mining operations at the HIVE Iceland Facility, compared to such costs under the previous service provider agreement with Genesis. HIVE intends to further improve its profitability profile and cash flow generation in Iceland by making certain investments to optimize its Ethereum mining efficiency and maximize capacity while leveraging its existing fixed cost base. These improvements include acquiring new mining rigs to maximize available space at the HIVE Iceland Facility. Such capital expenditures are anticipated to cost approximately $500,000 and be financed through cash on hand. HIVE will also work with Blockbase to undertake facility improvements and refurbish as necessary its mining rigs to improve mining efficiency. These facility improvements have been initiated and are continuing, though this process has been delayed due to the ramifications from COVID-19, including travel restrictions, semiconductor and microchip shortages and shipping logistical complications.

Board Appointment

In June 2020, HIVE announced the appointment of Ian Mann to its Board of Directors. Mr. Mann is the President and a Director of the Company's subsidiary HIVE Digital Data Ltd. and has extensive experience in investment management and capital markets. See "*DIRECTORS AND OFFICERS - Biographies of Directors and Officers - Ian Mann, Director*".

Bikupa Datacentre AB

In September 2020, the Company acquired shell company Bikupa Datacentre AB (" **Bikupa**"), a Swedish registered entity. The acquisition of Bikupa was part of the restructuring and upgrading of the GPU cards in the HIVE Sweden Facility.

On November 23, 2020 Bikupa entered into a business transfer agreement (the " **Business Transfer Agreement** ") with Boden Technologies AB ("**Boden Tech**"), under which Bikupa bought the business and assets of Boden Tech, who was the operator of the HIVE Sweden Facility. As part of the Business Transfer Agreement, all agreements necessary for the continuous and uninterrupted operations of the HIVE Sweden Facility were transferred from Boden Tech to Bikupa including a lease agreement, services agreement, and energy agreements.

Market Conditions

In November 2020, the market conditions for Bitcoin and Ether miners improved as the price of Bitcoin and Ether increased significantly. The price of Bitcoin and Ether has a direct correlation to the Company's earnings and financial position and the market conditions as of the date hereof remain positive, however the digital currency market is still a new market and highly volatile, and current and historical prices are not necessarily indicative of future value. See RISK FACTORS - *General Cryptocurrency Risks - The value of cryptocurrencies may be subject to volatility and momentum pricing risk.*

Negative impacts on the global supply chain related to the COVID-19 pandemic has presented challenges including increased shipping costs and delays related to the procurement of equipment. The Company has experienced these ramifications of the COVID-19 pandemic, however has been resilient through this and has been able to expand the Company's footprint in Canada during this time.

Convertible Debenture

On January 12, 2021, the Company closed its non-brokered private placement of unsecured debentures (the " **2021 Debentures**"), for aggregate gross proceeds of $15,000,000 with U.S. Global Investors, Inc. ("**U.S. Global"))** The Executive Chairman of the Company is a director, officer and controlling shareholder of U.S. Global. The Debentures will mature on the date that is sixty (60) months from the date of issuance, bearing interest at a rate of 8% per annum. The 2021 Debentures will be issued at par, with each 2021 Debenture being redeemable by HIVE at any time, and convertible at the option of the holder into Common Shares at a conversion price of CAD$3.00 per Common Share. Interest will be payable monthly, and principal will be payable quarterly. In addition, U.S. Global will be issued 5.0 million common share purchase warrants, with each whole warrant entitling the holder to acquire one (1) Common Share at an exercise price of CAD$3.00 per Common Share for a period of three (3) years from closing.

At-The-Market Equity Program

On February 2, 2021, the Company entered into an equity distribution agreement (" **Equity Distribution Agreement")** with Canaccord Genuity Corp, pursuant to which the Company may, from time to time, sell up to $100 million of Common Shares. (the "**ATM Equity Program**"). As at March 31, 2021, the Company issued 16,363,500 Common Shares (the "**ATM Shares**") pursuant to the ATM Equity Program for proceeds of CAD$81,726,582 ($64,543,080). The ATM Shares were sold at prevailing market prices, for an average price per ATM Share of CAD$4.99. Pursuant to the Equity Distribution Agreement associated with the EDA, a cash commission of $1,936,292 on the aggregate gross proceeds raised was paid to the agent in connection with its services under the Equity Distribution Agreement.

Acquisition of GPU Atlantic Inc.

On February 25, 2021 the Company entered into a share purchase agreement (the " **GPU SPA**") GPU.One Holding Inc. ("**GPU One**") for the purchase of 100% of the shares of GPU Atlantic Inc. ("**GPU Atlantic**") for a total purchase price of approximately C$23.7 million (the " **GPU Acquisition**"). Pursuant to the GPU SPA, the company acquired a 50 MW data centre campus located in New Brunswick Canada (the " **HIVE New Brunswick Facility**"). The HIVE New Brunswick Facility expands the Company's Canadian footprint and compliments the Company's ESG strategy to only mine coins on the cloud from sources of low-cost surplus green energy. The GPU Acquisition more than doubles the Company's total available power capacity globally to approximately 100 MW, placing it among the largest of any publicly-listed cryptocurrency miners.

Pursuant to the GPU SPA, the Company satisfied the purchase price through the issuance of 4,600,000 Common Shares to GPU One and 400,000 Common Shares to GPU One's minority partner. Of the 4,600,000 Common Shares to be issued to GPU One pursuant to the GPU Acquisition, 1,000,000 Common Shares will be allocated to a holdback and earn-out to GPU One upon delivery of certain earn-out conditions. The GPU Acquisition closed on April 15, 2021.

DeFi Technologies Share Swap

On March 24, 2021 the Company entered into a letter of intent (the " **DeFi Share Swap**") with DeFi Technologies Inc. ("**DeFi Technologies**") for a share swap arrangement, whereby HIVE will receive 10,000,000 DeFi Technologies common shares representing approximately 7% of the existing outstanding common shares of DeFi Technologies in exchange for 4,000,000 Hive Shares, representing approximately 1% of the Company's issued and outstanding shares as at the time the DeFi Share Swap was entered into. The DeFi Share Swap has facilitated a partnership between the Company and DeFi Technologies surrounding the decentralized finance ecosystem with specific applications around Ethereum and miner extractable value, which refers to the amount of profit miners can extract from reordering and censoring transactions on the blockchain. Decentralized financial has been a substantial part of the additional fees the Company receives for mining Ethereum on the cloud. See "*GENERAL DEVELOPMENT OF THE BUSINESS - Subsequent to Fiscal 2021 - DeFi Technologies Share Swap Update."*

Subsequent to Fiscal 2021

Continuation of the ATM Equity Program

Subsequent to the year ended March 31, 2021 to the date of this AIF, the Company issued 6,897,700 ATM Shares pursuant to the ATM Equity Program for proceeds of C$26,808,163 ($21,484,385). The ATM Shares were sold at prevailing market prices, for an average price per ATM Share of C$3.94. Pursuant to the Equity Distribution Agreement, a cash commission of $638,489 on the aggregate gross proceeds raised was paid to the agent in connection with its services under the Equity Distribution Agreement.

DeFi Technologies Share Swap Update

On April 20, 2021 the DeFi Share Swap closed.

Bikupa Datacentre 2 AB

In May 2021 the Company acquired shell company Bikupa Datacentre 2 AB (" **Bikupa 2**"), a Swedish registered entity. Bikupa 2 is a 4.6 MW facility located in the town of Robertsfors. This facility will allow the Company to continue to expand its footprint in Sweden for mining from stable, low-cost, green, and renewable energy sources.

Sale of Kolos

On May 10, 2021, the Company sold its Norwegian subsidiary Kolos to the local community under a share purchase agreement. Under the agreement the Company transferred all the shares to the municipality, along with a $200,000 payment. Without a clear path forward to meet the development conditions by March 2023, the Company decided it was in the best interests of HIVE to sell Kolos to the local municipality. As a result of this transaction the loans, along with accumulated interest, which were assumed as part of the original transaction in May 2018 were transferred along with the shares to the local municipality. The warrants that were granted pursuant to the Norway Acquisition that were exercisable upon the completion of certain milestones associated with the Kolos land development will expire in due course.

NASDAQ Listing

On July 1, 2021, the Company began trading on the NASDAQ's Capital Markets Exchange under the trading symbol HVBT, and on September 14, 2021 the trading symbol of the Company on the NASDAQ changed to "HIVE".

DESCRIPTION OF THE BUSINESS

Description of the Business

HIVE is a growth oriented, publicly listed company building a bridge from the blockchain sector to traditional capital markets. The Company operates in one segment, being the mining and sale of digital currencies. The Company owns state-of-the-art green energy-powered data centre facilities in Canada, Sweden, and Iceland which mine newly minted digital currencies like Bitcoin and Ether continuously on the cloud. These operations provide shareholders with exposure to the operating margins of digital currency mining which the Company believes is currently the most profitable application of the Company's computing power. As it relates to its GPU computing equipment, the Company is investigating other high efficiency computing applications, such as artificial intelligence and graphic rendering as well as private blockchain computing, which are becoming more widespread as the blockchain technology grows and develops.

For a further description of HIVE's current cryptocurrency mining business and the general development of the same, see " *GENERAL DEVELOPMENT OF THE BUSINESS*" above. HIVE believes that these strategic transactions, along with certain related financings and capital markets activities, corporate initiatives, and other announcements, each as further detailed above or elsewhere in this annual information form and the Fiscal 2021 MD&A, have been the primary influence on the general development of its business during the last three completed financial years and subsequently.

Production and Services

HIVE currently maintains four cryptocurrency mining operations as set forth below. The Company's operating and maintenance expenses are composed of electricity to power its computing equipment as well as cooling and lighting, etc. The facilities are strategically located where electricity costs are low due to an abundance of hydro power and geothermal energy. Other site expenses include leasing costs for the facilities, internet access, equipment maintenance and software optimization, and facility security, maintenance and management.

HIVE Lachute Facility

The HIVE Lachute Facility is a leased facility and is located in Québec, Canada and is currently equipped with approximately 7,000 new generation ASIC mining rigs with an aggregate operating hashrate of approximately 485 PH/s. The HIVE Lachute Facility utilizes approximately 27 MW of power, with available power capacity of 30 MW. 100% of the Bitcoin mining power is being utilized by HIVE for self-mining.

In preparation for the halving, which occurred in mid-May 2020, in April 2020 HIVE acquired a Bitcoin mining operation at a leased facility located in Lachute, Quebec from Cryptologic, which has access to low cost, renewable electricity, available capacity of 30 MW of HVAC and electrical infrastructure that is unique to cryptocurrency mining, triple redundancy systems for power and internet connectivity and operational staff. HIVE has subsequently been investing in next generation mining equipment that can provide positive gross mining margins post the recent halving of Bitcoin rewards; the next halving is scheduled to occur in 2024.

In the first quarter of fiscal 2021, HIVE invested more than $2 million in approximately 2,000 next generation SHA-256 Bitmain-manufactured miners with an aggregate operating hashrate of 124 PH/s to scale up mining power and increase the operating efficiency of the facility. In July 2020, HIVE ordered 200 additional new generation Bitmain miners, with an aggregate operating hashpower of 12 PH/s, from an equipment broker; however, with the production and delivery delays that are being experienced at Bitmain, HIVE has requested a refund from the broker due to the uncertainties associated with them. As of the date hereof, these refunds have not been settled. In August 2020, the Company installed an additional 1,000 new generation miners from manufacturer MicroBT, having a cost of approximately $2 million, with an aggregate operating hashrate of 93 PH/s. The equipment was initially hosted by HIVE on behalf of an institutional client, and on July 12, 2021 these machines were purchased from this institutional client. HIVE believes it is one of the most energy efficient bitcoin mining operations in Canada.

The HIVE Sweden Facility

The HIVE Sweden Facility is a leased facility and is currently equipped with approximately 13,000 custom, efficient GPU rigs with an aggregate operating hashrate of approximately 3,425 GH/s, and currently mines Ether. The Hive Sweden Facility utilizes approximately 17 MW of power.

In July 2019, the Company rebooted its operations in Sweden after it had been shut down in February 2019 related to a dispute with Genesis (see "*GENERAL DEVELOPMENT OF THE BUSINESS - Fiscal 2020 - Genesis Dispute and Settlement* "). In August 2019, the Company assumed full control of operations at the HIVE Sweden Facility from Genesis and entered into direct agreements with local suppliers, including a strategic partnership with Blockbase to be the facility operator. Blockbase manages Barrage d.o.o. (LLC) ("**Barrage**"), who has a team of data center technicians with technical training unique to operating GPU's. This is critical as GPU's require more attention and specialized skill sets to ensure proper maintenance and operation than a data center filled with ASIC chips. The transition of facility operations from Genesis to Blockbase was completed in November 2019. See "*GENERAL DEVELOPMENT OF THE BUSINESS - Fiscal 2020 - HIVE Sweden Facility Updates"* .

In 2020, in Boden we restructured our strategy to become more of a data centre operation to be able to provide other services, as we believe the demand for GPU high performance chips will have many new sources of revenue like gaming, AI, movie rendering and support for smart cities.

A challenge in 2020 for mining Ethereum were the older GPU AMD 580 cards with 4 gigabytes of memory. The Dag file for mining ETH has grown too long and the Company needed to upgrade to cards with 8 gigabytes of memory by April 2021. Ramifications from COVID-19 pandemic which included semiconductor and microchip shortages and logistical complications in terms of sourcing and obtaining goods, created delays in swapping the 4 gigabyte cards for 8 gigabyte cards. Despite this, the cards were swapped out in batches of 5000 with the old memory cards being sold and new 8 gigabyte memory cards were procured. The delays had an intermittent impact on the Company's hashing power, however higher ETH prices offset any production delays. The few AMD 580 cards which were not swapped out by April 2021 were used to mine Ethereum Classic and these rewards were sold to pay electricity and salary costs.

Another challenge for ETH miners was the ETH price surge attracted more competition and the difficulty to verify and solve new blocks rose 250%, which lead to a reduction in the number of ETH the Company was able to mine. This reduction was experienced by most ETH miners. Rising ETH prices helped the Company maintain revenues and ultimately in February 2021, the Company's top line revenue was higher than the previous quarter.

In the fall of 2020, the Company announced that it had entered into energy hedging agreements related to its electricity costs in Sweden through calendar year 2021, and these agreements have been extended to continue until December 2022. This has resulted in the Company locking in attractive energy prices that is lower than industry averages. The Company estimates that the combination of its new, direct agreements with local suppliers for its Sweden operation combined with the electricity hedging agreements has resulted in a 40% reduction in its operating and maintenance costs at the HIVE Sweden Facility, compared to what such costs would have been under its previous service provider agreement with Genesis which ended in November 2019. Additionally, the refurbishment of HIVE's mining rigs carried out by Blockbase and Barrage has resulted in an increase in mining output.

In March 2020, HIVE announced the initiation of an expansion at the HIVE Sweden Facility. This expansion is anticipated to result in a more than 20% increase in the facility's Ether mining production capabilities while improving HIVE's gross mining margin profile by leveraging the existing fixed cost base at the facility. The expansion, anticipated to cost approximately $750,000 and be financed with cash flows from operations, was expected to occur in two phases and be completed within six months. However, the Company put the expansion on temporary hold due to lack of clarity on whether the Company would have access to long term hydro electricity, due to new green energy requirements for the steel industry in the Boden region. The expansion has since been reinitiated at a larger scale and is to be finalized by the end of calendar 2021. See "*GENERAL DEVELOPMENT OF THE BUSINESS - Fiscal 2020 - HIVE Sweden Facility Updates*".

The HIVE Iceland Facility

The HIVE Iceland Facility is a leased facility and is currently equipped with approximately 2,600 custom, efficient GPU rigs with an aggregate operating hashrate of approximately 545 GH/s, and currently mines Ether. In addition, the facility is equipped with approximately 1,610 ASIC mining rigs with an aggregate operating hash rate of approximately 20 PH/s, and currently mines Bitcoin. This facility has a capacity of 3.5 MW of power. Iceland tends to be cool year-round, with summer daytime temperature seldom rising above 25°C. Consequently, the Company does not have to incur substantial cooling mining equipment at this facility.

On June 1, 2020, HIVE assumed full control of its Iceland operation from Genesis and entered into direct agreements with local suppliers, including a strategic partnership with Blockbase to be facility operator for the Company's Iceland operation. The transition has resulted in an approximately 50% reduction in monthly facilities and operations costs at HIVE's Ether mining operations in Iceland compared to such costs under the previous service provider agreement with Genesis.

HIVE intends to further improve its profitability profile and cash flow generation in Iceland by making certain investments to optimize its Ether mining efficiency and maximize capacity while leveraging its existing fixed cost base. These improvements include acquiring new mining rigs to maximize available space at the Iceland facility. Such capital expenditures are anticipated to cost approximately $500,000 and be financed through cash on hand. As part of the improvements and efforts to maximize efficiencies, the Company has undertaken to configure one of the two buildings at the HIVE Iceland Facility to accommodate ASIC mining machines, which has been completed. HIVE has worked with Blockbase to undertake facility improvements and refurbish as necessary its mining rigs to improve mining efficiency, though this process has been delayed due to travel restrictions related to COVID-19, improvements have been made to accommodate the ASIC mining machines.

The HIVE New Brunswick Facility

The HIVE New Brunswick Facility was acquired from GPU ONE through the purchase of GPU Atlantic, which has undergone a name change, and is now known as HIVE Atlantic Datacentres Ltd. ("**HIVE Atlantic**"). HIVE Atlantic is wholly owned subsidiary of the Company and is the owner of the HIVE New Brunswick Facility. This facility has a capacity of 50 MW of power. See " *GENERAL DEVELOPMENT OF THE BUSINESS - Fiscal 2021 - Acquisition of GPU Atlantic".*

On October 23rd, 2019, HIVE Atlantic. signed a Network Operating Agreement and an Agreement for the Supply of Power and Energy with NB Power (the "**Hive Atlantic Agreements**"). Both Hive Atlantic Agreements have a term of ten (10) years, and together they obligate NB Power to bring Hive Atlantic a certain amount of power which NB Power shall reserve for Hive Atlantic (the "**Contracted Reserve**"). This Contracted Reserve consists of 15% of the total usable power which is available to Hive Atlantic. Total available power consists of the Contracted Reserve (15%) and the surplus energy (85%) (the "**Surplus Energy").** For example, at completion of the 50 MW site, the Contracted Reserve will consist of 15% of 50 MW, therefore, NB Power is obligated to deliver 7.5 MW to Hive Atlantic at a fixed and pre-set price.

Curtailable power, or Surplus Energy, which is available to Hive Atlantic varies daily with on-peak and off-peak hours. Each week, Hive Atlantic obtains the anticipated pricing forecast for the week's available Surplus Energy and can elect when it wishes to operate and at what capacity (over and above its fixed Contracted Reserve).

NB Power has the right to withhold and suspend the supply of power and energy from Hive Atlantic for the purpose of safeguarding life or property, for making repairs, changes, renewals, improvements or replacements to NB Power facilities that it deems necessary, but such interruptions shall be for the shortest period reasonably possible and in accordance with their Good Utility Practice, and when possible, arranged for a time least objectionable to Hive Atlantic.

Security

HIVE's facilities are located in relatively remote locations and surrounded by a chain-link fence with barbed wire and staffed with security on a 24x7x365 basis. The sites have a physical security policy and staff are trained to be aware of any unauthorized personnel. There are closed-circuit televisions on site and the mining rigs are located within locked data centre warehouses. At the HIVE Sweden Facility, HIVE's strategic partner Blockbase arranges for security for HIVE's facility. At the HIVE Iceland Facility and HIVE Lachute Facility, the property owners provide security for these facilities. At the Hive New Brunswick Facility a local service provider is responsible for providing IT and security services and has a 24/7 on-site presence with live camera feeds covering the interior buildings site and private substation.

Network Connectivity

The sites are equipped with the following mediums of connectivity: (a) two satellite internet connections; and (b) two long-term evolution connections. Each medium is provided by a different vendor, which increases redundancy and resiliency.

Monitoring and Repair

All key components of the sites are monitored including the intake air temperature, hash board temperature, voltage, hashrate, data centre air temperature, exhaust air temperature and humidity of each facility. All parameters are monitored and changed remotely on a twenty-four hour basis throughout each day of the year, by: (i) Blockbase for the HIVE Sweden Facility; (ii) atNorth for the HIVE Iceland Facility; (iii) the Company directly for the HIVE Lachute Facility; and (iv) for the HIVE New Brunswick Facility, a local service provider facilitates the maintenance and upkeep of the key components and provides their readings to the Company directly. Parallel monitoring is performed by local on-site staff who are responsible for implementing any necessary repairs to mining infrastructure. In the event that the Company's remote monitoring or any parallel monitoring identifies any malfunction or technical issue, personnel are dispatched to physically inspect and, if necessary, repair defective components. HIVE intends to maintain an inventory of all necessary components for repair, which is kept at the same facility as operations.

Custodial services for digital currencies

HIVE does not self-custody its digital currencies. The Company holds its digital currencies in cold storage solutions, which are not connected to the internet, at Bank Frick, which is headquartered in Liechtenstein. HIVE Digital Data Ltd., the Company's wholly-owned subsidiary based in Bermuda, holds some digital currencies in hot storage for the purpose of selling for fiat currency in order to pay for operating expenses or for strategic purposes. Given the novelty of digital currency mining and associated businesses, insurance of this nature is generally not available, or uneconomical for the Company to obtain which leads to the risk of inadequate insurance cover. See "*RISK FACTORS - Company Cryptocurrency Risks - Risks related to insurance*".

Competition and Market Participants

Competition

The cryptocurrency mining industry is highly competitive. In addition, there exist many online companies that offer cryptocurrency cloud mining services, as well as companies, individuals and groups that run their own mining farms. Miners can range from individual enthusiasts to professional mining operations with dedicated data centres, including those of the kind operated by our principal publicly-listed competitors. The largest competitor operating in the same space as HIVE in North America is Hut 8 Mining Corp. (TSX: HUT), a public company trading on the TSXV. There are several other companies competing in HIVE's industry, including HyperBlockInc. (CSE: HYPR), Atlas Blockchain Group Inc.(CSE: AKE), Riot Blockchain, Inc.(NASDAQ: RIOT), MGT Capital Investments Inc. (OTCQB: MGTI), Marathon Patent Group Inc. (NASDAQ: MARA), Bitfarms Ltd. (TSXV: BITF), Argo Blockchain Plc (LSE: ARB), CryptoStar Corp. (TSXV: CSTR), Digihost Technology Inc. (TSXV: DGHI), Skychain Technologies Inc. (TSXV: SCT), DMG Blockchain Solutions Inc. (TSXV: DMGI), Link Global Technologies Inc. (CSE: LNK), and Skyledger Tech Corp. (CSE: SKYL).

The vast majority of mining is now undertaken by mining pools, whereby miners organize themselves and pool their processing power over a network and mine transactions together. Rewards are then distributed proportionately to each miner based on the work / hashpower contributed. Mining pools became popular when mining difficulty and block time increased. While the rewards for successfully solving a block become considerably lower in the case of pooling, rewards are earned on a far more consistent basis, reducing the risk to miners with smaller computational power. Consequently, the Company may decide to participate in a mining pool in order to smooth the receipt of rewards.

Mining pools generally exist for each well-known cryptocurrency. According to Etherchain.org, as at September 1, 2021, the top five Ether mining pools were: SparkPool; Ethermine; f2pool2; Hiveon Pool; and otherpool. SparkPool and Ethermine represent, in the aggregate, 42.8% of the Ethereum network's hashrate.

Other market participants in the cryptocurrency industry include investors and speculators, retail users transacting in cryptocurrencies, and service companies that provide a variety of services including buying, selling, payment processing and storing of cryptocurrencies.

Business and Strategy

The Company's business is to create value from maintaining the infrastructure behind Blockchain whereby HIVE's strength are the computing power intense blockchains under the consensus principle "proof of work". Therefore the strategy of the company is to expand its computing power and its operations in the highly efficient activities in the "proof of work" blockchains whereby a sustainable carbon footprint of all operations and a high efficient energy usage is an indispensable part of the strategy of the Company and also its competitiveness and its responsibility as data center operator.

Power Contracts and Economic Dependence

Power

All of HIVE's locations are powered by green energy, either renewable hydroelectricity or geothermal energy.

HIVE Sweden Facility

The Company has an arrangement with Vattenfall AB, a power supply company based in Sweden, to receive electricity priced at the hourly spot rate until December 31, 2022. The electricity is being obtained for the purpose of powering the Company's data centre at the HIVE Sweden Facility. Expense from March 31, 2021 to the end of this contract will be approximately $2,500,000. The Company currently has a supplemental power pricing arrangement that was entered into in order to fix 8.5 MW of electricity consumption each month at a set price. The fixed price agreement was assessed and is being accounted for as an executory contract whereby the monthly electricity costs are expensed as incurred. HIVE has separate lease, data centre, Internet access and facility management agreements in place with other parties for other aspects of site operations and maintenance.

HIVE Iceland Facility

At the HIVE Iceland Facility, the Company has an initial two-year agreement effective June 1, 2020 with atNorth for hosting and related colocation services, including power usage (as well as hosting, shelving, datacentre operations and maintenance, and security).

HIVE Lachute Facility

In Quebec, the Company has a lease agreement until March, 2023 which include access to the property owner's electricity services subscription with Hydro-Québec which features energy costs below C$0.0346/kWh used. The Company also pays monthly power charges, net of supply and transformation loss credits, of approximately C$12.10 per kilowatt.

HIVE New Brunswick Facility

The Company owns its land and infrastructure at the HIVE New Brunswick Facility, including its substation, which features energy costs below C$0.0548/kWh used. The Company also pays monthly demand charge of C$14.80 per kilowatt, on its Contracted Reserve.

Cycles

The Company experiences moderate volatility in electricity prices at the HIVE Sweden Facility which can impact profits. A portion of the Company's power costs at the HIVE Sweden Facility are exposed to market prices and the electricity environment in Boden, which can fluctuate due to weather temperature changes, while a large portion is fixed via hedging agreements that are in place until the end of 2022.

Employees

As of the date of this AIF, HIVE had 19 employees.

Foreign Operations

As at the date of this AIF, the Company's foreign operations primarily include the Company's digital currency mining operations at the HIVE Sweden Facility, the Bikupa Datacentre, and the HIVE Iceland Facility and Bermuda subsidiary, HIVE Digital Data Ltd.

Introduction to Blockchain and Cryptocurrency

Blockchain technology was introduced in 2008 as the database technology that underpins Bitcoin. Although the technology has remained synonymous with Bitcoin and digital currencies, blockchain technologies are capable of many applications beyond serving as a database for a decentralised digital currency. Blockchain is gaining widespread adoption and is the backbone of a new digital world with fewer intermediaries, greater efficiency, and automated transactions.

A significant advantage to blockchain technology is that it can store and distribute data in a decentralised manner. The decentralisation of information increases security and offers additional functionality to its users. Blockchain technologies are making a significant impact in many areas of business, finance, information management and governance, but it remains in its nascent stages with significant future opportunities.

A cryptocurrency is a form of encrypted and decentralised digital currency, transferred directly between peers across the internet, with transactions being settled, confirmed, and recorded in a distributed public ledger by a process known as "mining".

Units of a cryptocurrency exist only as data on the internet, and are not issued or controlled by any single institution, authority, or government. Whereas most of the world's money currently exists in the form of electronic records managed by central authorities such as banks, units of a cryptocurrency exist as electronic records in a decentralised tamper-proof transaction database called a blockchain. The ledger is publicly available to anyone and secured with public key encryption.

How a Cryptocurrency Works

Cryptocurrencies are decentralised digital currencies that enable instant transfers to anyone, anywhere in the world. Transactions occur via an open source, cryptographic protocol platform which uses peer-to-peer technology to operate with no central authority. The network is an online, peer-to-peer network that hosts the public transaction ledger, known as the blockchain; and each cryptocurrency with a source code that comprises the basis for the cryptographic and algorithmic protocols governing the blockchain. No single entity owns or operates the network, the infrastructure of which is collectively maintained by a decentralised user base. As the network is decentralised, it does not rely on either governmental authorities or financial institutions to create, transmit or determine the value of the coins. Rather, the value of a coin is determined by the market supply of and demand for the coins, the prices set in transfers by mutual agreement or barter as well as the number of merchants that accept the coins. Because coins are digital files that can be transferred without the involvement of intermediaries or third parties, there are little or no transaction costs in direct peer-to-peer transactions. Coins can be used to pay for goods and services or can be converted to fiat currencies, such as the US dollar, at rates determined by various cryptocurrency exchanges. Bitcoin.org lists a number of cryptocurrency exchanges, including international exchanges such as: Bitsquare, Bitstamp, and Coinbase. There are also country-based and regional cryptocurrency exchanges. Additionally, third party service providers are also used for transfers but they may charge significant fees for processing transactions.

In a cryptocurrency network, every peer has their own copy of the entire blockchain, which contains records of every historical coin transaction - effectively containing records of all account balances. Each account is identified solely by its unique public key (making it effectively anonymous), and is secured with an associated private key (kept secret by the account holder). The combination of private and public cryptographic keys constitutes a secure digital identity in the form of a digital signature, providing strong control of ownership.

For example, for a given transfer of Bitcoin, the quantity of Bitcoin to be sent is combined with the recipient's public key and some information from the previous transaction(s) that the sender's Bitcoins came from, into a message that the sender signs with its private key. The transaction message is then broadcasted out into the wide Bitcoin Network, where it is received by Bitcoin miners who (with high-performance computers running specialized automatic Bitcoin mining software) verify the transaction, group it with others into a transaction block, and work to solve the proof-of-work cryptographic puzzle that links the new block to the blockchain.

Each time a new block of transactions is created, data from that block is used to create a hash that is stored along with the block. One piece of data used is the hash from the most recent block in the blockchain. Each block's hash is created using the hash of the block before it, acting as a sort of tamper-evident seal that confirms the validity of the new block and all earlier blocks. Alterations made to any earlier block would make the hashes of all subsequent blocks invalid, the discrepancy would be easily detected by future miners, and that broadcast would be discarded in favour of one from a different peer. By implication, it is the miners who operate the entirety of the network who collectively agree as to what constitutes valid blocks and invalid blocks. The consensus of a majority of the operators is what determines the accuracy of the ledger, which becomes the basis for future blocks.

Miners, which are specialized computers, compete to solve new blocks. A miner that verifies and solves a new block is awarded newly-generated quantity of coins, an amount which is usually proportional to the miner's contributed hashrate or work, (plus a small transaction fee) as an incentive to invest their computer power, as mining is critical to the continuing functioning and security of the cryptocurrency network. The difficulty of the proof-of-work puzzles is automatically adjusted so that a new block is mined on a specified basis, adapting as the total mining power active on the network increases over time.

Blockchain safety is ensured by a number of different protocols, such as proof-of-work and proof-of-stake. Proof-of-work is currently the most widely used, including currencies such as Bitcoin and Ether. Proof-of-work functions on the basis of a distributed consensus system dependent on the participation of miners who through their computing work verify the blockchain transactions.

Why Cryptocurrencies?

A blockchain enables market participants to make and verify transactions on a network instantaneously without a central authority (i.e., a clearinghouse in the traditional financial system). Management of the Company believes that Blockchain, the backbone technology behind cryptocurrency mining, has the potential to truly disrupt multiple industries and make processes more democratic, secure, transparent, and efficient.

Interbank transactions can potentially take days for clearing and final settlement, especially outside of working hours. Blockchain transactions can reduce transaction times to minutes and are processed on a twenty-four hour per day each day of the year basis. Owing to the decentralized nature of the network, transactions may be effected between jurisdictions across the world as easily as between neighbouring computers.

Because cryptocurrencies/digital currencies are completely digital, they can be used in ways that ordinary currencies cannot; primarily, they are used like the digital equivalent of cash. Unlike credit or debit cards that are issued by banks, consumers do not need an account or good credit to use digital currencies. Further, digital currencies are becoming increasingly accepted globally by retailers and institutions.

The Market for Cryptocurrency

Cryptocurrencies offer many advantages over traditional, (also known as "fiat") currency, including:

- Acting as a fraud deterrent, as cryptocurrencies are digital and cannot be counterfeited or reversed arbitrarily by sender;
- Immediate settlement;
- Eliminate counterparty risk;
- No trusted intermediary required;
- Lower fees;
- Identity theft prevention;
- Accessible by everyone;
- Transactions are verified and protected through a confirmation process, which prevents the problem of double spending currencies;
- Decentralised - no central authority (government or financial institution); and
- Recognized universally and not bound by government imposed exchange rates.

Management of the Company believes that as the demand for cryptocurrencies increases and cryptocurrencies become more widely accepted, there will be an increasing demand for professional-grade, scalable infrastructure to support growth of the growing blockchain ecosystem.

Ethereum

The cryptocurrency Ether and its corresponding platform Ethereum has been gaining favour as it presents significant technological improvements over Bitcoin, including the ability to build applications and code smart contracts directly into the blockchain.

Currently ranked as the cryptocurrency with the second highest market capitalization (USD$365 billion as at September 1, 2021), Ethereum has 117.42 million Ether circulating. Ethereum has gained in prominence in recent years due to its smart contract abilities and flexibility in creating new applications. Cryptocurrency users no longer focus on just the peer-to-peer currency transfer abilities of Bitcoin but look for other functionalities, such as global decentralised computing or smart contracts infrastructure.

Prices have risen from $1.16 in September 2015 to a high of $4,132.76 in mid-May of 2021, and closed at $3,433.73 at the end of August, 2021.

Whereas Bitcoin was originally designed to be a secure digital cash system, the goal for Ethereum was to create a fully-programmable blockchain. First proposed by its inventor, Vitalik Buterin in 2013, Ethereum provides an open, decentralised blockchain platform that runs smart contracts and distributed applications ("**dapps**"), using its integrated cryptocurrency, called Ether. The primary programming language for Ethereum, Solidity, is a high-level contract-oriented language that facilitates the programming of smart contracts and dapps that run on the Ethereum Virtual Machine. Developers can also write programs for the Ethereum platform that integrate as blockchain-based components of more complex web applications.

A smart contract, a term coined by computer scientist Nick Szabo in 1994, is "a computerized transaction protocol that executes the terms of a contract. The general objectives of smart contract design are to satisfy common contractual conditions (such as payment terms, liens, confidentiality, and even enforcement), minimize exceptions both malicious and accidental, and minimize the need for trusted intermediaries. Related economic goals include lowering fraud loss, arbitration and enforcement costs, and other transaction costs."[1] Smart contracts involving conditional payment can be implemented in Ethereum via transfer of Ether.

Ethereum currently uses a proof of work model in the validation of blocks and creation of newly minted Ether. A proof of stake model is an alternative method in validating cryptocurrency transactions, whereby the creator of a new block is chosen in a deterministic way, depending on its wealth. Miners receive transaction fees as opposed to the newly minted coins themselves. One of the advantages of proof of stake over proof of work is that proof of stake mining requires much lower amounts of energy.

In May of 2017, Ethereum's creator Vitalik Buterin released an implementation guide to merge proof of work mining with Ethereum's proof of stake system, Casper. Casper requires validators (miners) to submit deposits to participate in the mining pool and may remove their deposits if the protocol determines violations of certain rules and conditions. Certain cryptocurrencies utilize the proof of stake method instead of proof of work. These cryptocurrencies include Peercoin, BlackCoin, and Mintcoin. See "*RISK FACTORS - General Cryptocurrency Risks - Possibility of the Ether algorithm transitioning to proof of stake validation*" above.

RISK FACTORS

In addition to the other information contained in this AIF, investors should give careful consideration to the following factors, which are qualified in their entirety by reference to, and must be read in conjunction with, the detailed information appearing elsewhere in this AIF. If any of the following events described as risks or uncertainties actually occurs, the business, prospects, financial condition and operating results of the Company may suffer a material adverse effect. In that event, the market price of the Company's Common Shares could decline and investors could lose all or part of their investment. Additional risks and uncertainties presently unknown, or that are not believed to be material at this time, may, if realized, also impair or have a material adverse effect on the Company's operations. In addition to the risks described elsewhere and the other information contained in this AIF, prospective investors should carefully consider each of and the cumulative effect of all of the following risk factors. There is no assurance that risk management steps taken will avoid future loss due to the occurrence of the risks described below or other unforeseen risks.

1 Szabo, Nick "Smart Contracts" (1994).
http://www.fon.h\um.uva.nl/rob/Courses/InformationInSpeech/CDROM/Literature/LOTwinterschool2006/szabo.best.vwh.net/smart.contracts.htm

General Cryptocurrency Risks

The Company's cryptocurrency inventory may be exposed to cybersecurity threats and hacks.

As with any other computer code, flaws in the cryptocurrency codes have been exposed by certain malicious actors. Several errors and defects have been found and corrected, including those that disabled some functionality for users and exposed users' information. Although discovery of flaws in or exploitations of the source code that allow malicious actors to take or create money have historically occurred somewhat regularly, more recently, they have been becoming relatively rarer.

The computer network operated by the Company may further be vulnerable to intrusions by hackers who could interfere with and introduce defects to the mining operation. Private keys which enable holders to transfer funds may also lost or stolen, resulting in irreversible losses of cryptocurrencies.

Regulatory changes or actions may alter the nature of an investment in the Company or restrict the use of cryptocurrencies in a manner that adversely affects the Company's operations.

As cryptocurrencies have grown in both popularity and market size, governments around the world have reacted differently to cryptocurrencies with certain governments deeming them illegal while others have allowed their use and trade. On-going and future regulatory actions may alter, perhaps to a materially adverse extent, the ability of the Company to continue to operate.

The effect of any future regulatory change on the Company or any cryptocurrency that the Company may mine is impossible to predict, but such change could be substantial and adverse to the Company.

Governments may in the future curtail or outlaw, the acquisition, use or redemption of cryptocurrencies. Ownership of, holding or trading in cryptocurrencies may then be considered illegal and subject to sanction. Governments may in the future take regulatory actions that may increase the cost and/or subject cryptocurrency companies to additional regulation or prohibit or severely restrict the right to acquire, own, hold, sell, use or trade cryptocurrencies or to exchange cryptocurrencies for fiat currency. By extension, similar actions by other governments, may result in the restriction of the acquisition, ownership, holding, selling, use or trading in the Common Shares. Such a restriction could result in the Company liquidating its Ether, Bitcoin or other cryptocurrency inventory at unfavorable prices and may adversely affect the Company's shareholders.

The value of cryptocurrencies may be subject to volatility and momentum pricing risk.

Momentum pricing typically is associated with growth stocks and other assets whose valuation, as determined by the investing public, accounts for anticipated future appreciation in value. Cryptocurrency market prices are determined primarily using data from various exchanges, over-the-counter markets, and derivative platforms. Momentum pricing may have resulted, and may continue to result, in speculation regarding future appreciation in the value of cryptocurrencies, inflating and making their market prices more volatile. As a result, they may be more likely to fluctuate in value due to changing investor confidence in future appreciation (or depreciation) in their market prices, which could adversely affect the value of the Company's cryptocurrency inventory and thereby affect the Company's shareholders.

The profitability of the Company's operations will be significantly affected by changes in prices of cryptocurrencies. Cryptocurrency prices are highly volatile, can fluctuate substantially and are affected by numerous factors beyond the Company's control, including hacking, demand, inflation and expectations with respect to the rate of inflation, global or regional political or economic events. If cryptocurrency prices should decline and remain at low market levels for a sustained period while network difficulty does not decrease proportionally, the Company could determine that it is not economically feasible to continue activities.

Volatility may have an impact on the value of HIVE's inventory of currencies. HIVE will act to reduce this risk by combining daily sales of cryptographic currencies and converting part of the balance of the excess HIVE profits into U.S. dollars, Canadian dollars, and/or other investment assets, and a number of cryptocurrencies that will ensure coverage of current operating expenses (Opex) and capital expenditures (Capex) in order to hedge the risk of volatility with regard to HIVE expenses.

Cryptocurrency exchanges and other trading venues are relatively new and, in most cases, largely unregulated and may therefore be more exposed to fraud and failure

To the extent that cryptocurrency exchanges or other trading venues are involved in fraud or experience security failures or other operational issues, this could result in a reduction in cryptocurrency prices.

Cryptocurrency market prices depend, directly or indirectly, on the prices set on exchanges and other trading venues, which are new and, in most cases, largely unregulated as compared to established, regulated exchanges for securities, derivatives and other currencies. For example, during the past three years, a number of cryptocurrency exchanges have been closed due to fraud, business failure or security breaches. For instance, in early 2019, the QuadrigaCX trading platform ("**Quadriga**") ceased operations, which the Ontario Securities Commission attributed largely to fraudulent activity of its co-founder and CEO, Gerald Cotton. Quadriga subsequently filed for creditor protection. Clients of Quadriga were owed approximately an aggregate of $215 million and only approximately $46 million was recovered to pay such clients. In many of these instances, the customers of the closed exchanges are not compensated or made whole for the partial or complete losses of their account balances. While smaller exchanges are less likely to have the infrastructure and capitalization that provide larger exchanges with additional stability, larger exchanges may be more likely to be appealing targets for hackers and "malware" (i.e., software used or programmed by attackers to disrupt computer operation, gather sensitive information or gain access to private computer systems) and may be more likely to be targets of regulatory enforcement action.

Possibility of Less Frequent or Cessation of Monetization of Cryptocurrencies

A decision by the Company to cease monetization of cryptocurrencies or to monetize cryptocurrencies less frequently can increase the risk of cryptocurrencies held decreasing in value and the risk of loss or theft of cryptocurrencies. This in turn, may increase the level of audit risk for the Company's auditors in the area of auditing the existence and ownership rights of crypto-asset holdings. If the Company's auditors deem the audit risk too high, there is risk that the current auditors would withdraw from the audit which, in turn, would increase the risk of the Company's ability to comply with the requirement for reporting annual audited financial statements as part of its ongoing continuous disclosure requirements as a publicly listed company.

Limited History of De-Centralized Financial System

Compared with traditional and existing centralized financial systems, the cryptocurrency financial system is relatively new and has only limited history. Online cryptocurrency exchanges and trades therein operate with comparatively little regulation and are particularly liable to platform failures and fraudulent activities, which may have an effect on underlying prices of cryptocurrencies. In fact, many of the largest online cryptocurrency exchanges have been compromised by hackers. Traditional banks and banking services may limit or refuse the provision of banking services to businesses that supply cryptographic or cryptocurrencies as payment, and may refuse to accept money derived from cryptocurrency-related businesses. This may make management of bank accounts held by companies operating in the field difficult.

Cryptocurrency Network Difficulty and Impact of Increased Global Computing Power

Network difficulty is a measure of how difficult it is to solve the cryptographic hash that is required to validate a block of transactions and earn a cryptocurrency reward from mining. If the network difficulty increased at a significantly higher rate than the Company's hashrate and the price of cryptocurrency did not increase at the same rate as network difficulty, then the profitability of the Company's operations would be significantly affected. There can be no assurance that cryptocurrency prices will increase in proportion to the rate of increase of network difficulty as network difficulty is subject to volatility in growth.

Banks may not provide banking services, or may cut off banking services, to businesses that provide cryptocurrency-related services or that accept cryptocurrencies as payment.

A number of companies that provide BTC and/or other cryptocurrency-related services have been unable to find banks that are willing to provide them with bank accounts and banking services. Similarly, a number of such companies have had their existing bank accounts closed by their banks. Banks may refuse to provide bank accounts and other banking services to BTC and/or other cryptocurrency-related companies or companies that accept cryptocurrencies for a number of reasons, such as perceived compliance risks or costs. The difficulty that many businesses that provide BTC and/or other cryptocurrency-related services have and may continue to have in finding banks willing to provide them with bank accounts and other banking services may be currently decreasing the usefulness of cryptocurrencies as a payment system and harming public perception of cryptocurrencies or could decrease its usefulness and harm its public perception in the future. Similarly, the usefulness of cryptocurrencies as a payment system and the public perception of cryptocurrencies could be damaged if banks were to close the accounts of many or of a few key businesses providing BTC and/or other cryptocurrency-related services. This could decrease the market prices of cryptocurrencies and adversely affect the value of the Company's cryptocurrency inventory.

The impact of geopolitical events on the supply and demand for cryptocurrencies is uncertain.

Crises may motivate large-scale purchases of cryptocurrencies which could increase the price of cryptocurrencies rapidly. This may increase the likelihood of a subsequent price decrease as crisis-driven purchasing behavior wanes, adversely affecting the value of the Company's cryptocurrency inventory.

The possibility of large-scale purchases of cryptocurrencies in times of crisis may have a short-term positive impact on the prices of cryptocurrencies. For example, in March 2013, a report of uncertainty in the economy of the Republic of Cyprus and the imposition of capital controls by Cypriot banks motivated individuals in Cyprus and other countries with similar economic situations to purchase BTC. This resulted in a significant short-term positive impact on the price of BTC. However, as the purchasing activity of individuals in this situation waned, speculative investors engaged in significant sales of BTC, which significantly decreased the price of BTC. Crises of this nature in the future may erode investors' confidence in the stability of cryptocurrencies and may impair their price performance which would, in turn, adversely affect the Company's investments. See "*RISK FACTORS - Pandemics and COVID-19*".

As an alternative to fiat currencies that are backed by central governments, cryptocurrencies such as Ether, which are relatively new, are subject to supply and demand forces based upon the desirability of an alternative, decentralised means of buying and selling goods and services, and it is unclear how such supply and demand will be impacted by geopolitical events. Nevertheless, political or economic crises may motivate large-scale acquisitions or sales of BTC either globally or locally. Large-scale sales of cryptocurrencies would result in a reduction in their market prices and adversely affect the Company's operations and profitability.

Economic Dependence on Regulated Terms of Service and Electricity Rates Risks

The Company's operations are dependent on its ability to maintain reliable and economical sources of power to run its cryptocurrency mining assets. The Company conducts Mining in Iceland, Sweden and the Provinces of Québec and New Brunswick, each of which has regulated electrical power suppliers and there can be no assurance that electricity can be provided on terms which are economic for the Company's current and future operations, anticipated growth, and sustainability.

Political and Regulatory Risk

The Company's primary properties are located in Sweden, Iceland, and the Provinces of Québec and New Brunswick and will be subject to changes in political conditions and regulations within such jurisdictions. Changes, if any, in mining or investment policies or shifts in political attitude could adversely affect the Company's operations or profitability. Operations may be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on price controls, currency remittance, income taxes, foreign investment, maintenance of claims, environmental legislation, land use, electricity use and safety. For example, cryptocurrency mining involves considerable computing power, which is likely to increase. This computing power necessitates a high consumption of energy. Although the energy costs used by HIVE are typically determined and controlled by a regulator, there is no certainty that tariffs or other regulatory costs will not be imposed, which may reduce the profitability of mining cryptographic currencies.

On-going and future regulatory changes or actions may alter the nature of an investment in the Company or restrict the use of cryptocurrencies in a manner that adversely affects the Company's operations. The effect of any future regulatory change on the Company or any cryptocurrency that the Company may mine is impossible to predict, but such change could be substantial and adverse to the Company. The jurisdictions in which HIVE operates may in the future curtail or outlaw, the acquisition, use or redemption of cryptocurrencies.

Permits and Licences

The operations of the Company may require licences and permits from various governmental authorities. There can be no assurance that the Company will be able to obtain all necessary licences and permits that may be required.

Server Failures

There is a risk of serious malfunctions in servers or central processing units and/or their collapse. HIVE works to reduce this risk by employing a team of experts with many years of experience in building and managing data centres. HIVE utilizes this team of experts that enables, among other things, control, management and reporting of malfunctions in real time, which enables ongoing control over the operation of the equipment, including its cooling. While malfunctions in central servers, or central processing units can only occur on a specific server farm or part of it or for short periods of time, such server crashes or failures may cause significant economic damage to the Company.

Global Financial Conditions

Global financial conditions over the last few years have been characterized by volatility and the bankruptcy of several financial institutions or the rescue thereof by governmental authorities. These factors may affect the ability of the Company to obtain equity or debt financing in the future on terms favourable to it. Additionally, these factors, as well as other related factors, may cause decreases in asset values that are deemed to be other than temporary, which may result in impairment losses. If such levels of volatility and market turmoil continue, the operations of the Company may suffer adverse impact and the price of the Common Shares may be adversely affected.

Tax Consequences

The transactions described herein may have tax consequences in Canada or another jurisdiction, depending on each particular existing or prospective shareholder's specific circumstances. Such tax consequences are not described herein, and this AIF is not intended to be, nor should it be construed to be, legal or tax advice to any particular shareholder. Existing and prospective shareholders should consult their own tax advisors with respect to any such tax considerations.

Environmental Regulations

All of the Company's operations will be subject to environmental regulations, which can make operations expensive or prohibitive. The continued evolvement of environmental regulations may lead to the imposition of stricter standards, more diligent enforcement, and heavier fines and penalties for noncompliance. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations or cause delays in the development of mining projects.

Environmental Liability

The Company may be subject to potential risks and liabilities associated with pollution of the environment through its use of electricity to mine cryptocurrencies. In addition, environmental hazards may exist on a property in which the Company directly or indirectly holds an interest which are unknown to the Company at present which have been caused by previous or existing owners or operators of the property which would result in environmental pollution. A breach of such legislation may result in the imposition of fines and penalties. To the extent the Company is subject to environmental liabilities, the payment of such liabilities or the costs that it may incur to remedy environmental pollution would reduce funds otherwise available to it and could have a material adverse effect on the Company. If the Company is unable to fully remedy an environmental problem, it might be required to suspend operations or enter into interim compliance measures pending completion of the required remedy. The potential exposure may be significant and could have a material adverse effect on the Company.

The further development and acceptance of the cryptographic and algorithmic protocols governing the issuance of and transactions in cryptocurrencies is subject to a variety of factors that are difficult to evaluate.

The use of cryptocurrencies to, among other things, buy and sell goods and services and complete other transactions, is part of a new and rapidly evolving industry that employs digital assets based upon a computer-generated mathematical and/or cryptographic protocol. The growth of this industry in general, and the use of cryptocurrencies in particular, is subject to a high degree of uncertainty, and the slowing or stopping of the development or acceptance of developing protocols may adversely affect the Company's operations. A significant portion of cryptocurrency demand may be attributable to speculation. The failure of retail and commercial marketplaces to adopt cryptocurrency payment methods may result in increased volatility and/or a reduction in market prices, either of which may adversely impact the Company's operations and profitability. The factors affecting the further development of the industry, include, but are not limited to:

- Continued worldwide growth in the adoption and use of cryptocurrencies;
- Governmental and quasi-governmental regulation of cryptocurrencies and their use, or restrictions on or regulation of access to and operation of the network or similar cryptocurrency systems;
- Changes in consumer demographics and public tastes and preferences;
- The maintenance and development of the open-source software protocol of the network;
- The availability and popularity of other forms or methods of buying and selling goods and services, including new means of using fiat currencies;
- General economic conditions and the regulatory environment relating to digital assets; and
- Negative consumer sentiment and perception of BTC specifically and cryptocurrencies generally.

Acceptance and/or widespread use of cryptocurrency is uncertain

Currently, there is relatively small use of cryptocurrencies in the retail and commercial marketplace in comparison to relatively large use by speculators, thus contributing to price volatility that could adversely affect the Company's operations, investment strategies, and profitability.

As relatively new products and technologies, cryptocurrencies and their underlying networks have not been widely adopted as a means of payment for goods and services by major retail and commercial outlets. Conversely, a significant portion of cryptocurrency demand is generated by speculators and investors seeking to profit from the short-term or long-term holding of cryptocurrencies. The relative lack of acceptance of cryptocurrencies in the retail and commercial marketplace limits the ability of end-users to use them to pay for goods and services. A lack of expansion by cryptocurrencies into retail and commercial markets, or a contraction of such use, may result in increased volatility or a reduction in their market prices, either of which could adversely impact the Company's operations, investment strategies, and profitability.

Possibility of the Ether algorithm transitioning to proof of stake validation

Proof of stake is an alternative method in validating cryptocurrency transactions. Should the Ether algorithm shift from a proof of work validation method to a proof of stake method, mining ETH would require less energy and may render the Company less competitive as other miners are able to mine ETH with lower energy requirements. The HIVE facilities located in Iceland and Sweden, which are located in a cool climate and low energy cost environment may see their advantages decrease.

Company Cryptocurrency Risks

The Company may be required to sell its inventory of cryptocurrency to pay suppliers

The Company may sell its inventory of cryptocurrency to pay necessary expenses, irrespective of then-current cryptocurrency prices. Consequently, the Company's inventory of cryptocurrency may be sold at a time when the price is low, resulting in a negative effect on the Company's profitability.

Facility Developments

The continued development of existing and planned facilities is subject to various factors, and may be delayed or adversely affected by such factors beyond the Company's control, including delays in the delivery or installation of equipment by suppliers, difficulties in integrating new equipment into existing infrastructure, shortages in materials or labour, defects in design or construction, diversion of management resources, insufficient funding, or other resource constraints. Actual costs for development may exceed the Company's planned budget. Delays, cost overruns, changes in market circumstances and other factors may result in different outcomes than those intended.

The Company's operations, investment strategies, and profitability may be adversely affected by competition from other methods of investing in cryptocurrencies.

The Company competes with other users and/or companies that are mining cryptocurrencies and other potential financial vehicles, possibly including securities backed by or linked to cryptocurrencies through entities similar to the Company. Market and financial conditions, and other conditions beyond the Company's control, may make it more attractive to invest in other financial vehicles, or to invest in cryptocurrencies directly which could limit the market for the Company's Common Shares and reduce their liquidity.

Regulation of cryptocurrency outside of Canada has led some mining companies to consider Canada as a jurisdiction in which to operate. This may increase competition to HIVE; however, the Company believes that only a few competitors exist that can compete with the speed and cost effectiveness of HIVE's current operations and buildout capabilities. Nevertheless, the Company's assumptions with respect to its competitors could be inaccurate and the Company may face unexpected competition in the form of a new entrant in the marketplace. Such competition could erode the Company's expected market share and could adversely impact the Company's profitability. Increased competition could result in increased network computing resources and consequently increased hash difficulty.

The Company's coins may be subject to loss, theft or restriction on access.

There is a risk that some or all of the Company's coins could be lost or stolen. Access to the Company's coins could also be restricted by cybercrime (such as a denial of service ("**DDoS**") attack) against a service at which the Company maintains a hosted online wallet. Any of these events may adversely affect the operations of the Company and, consequently, its investments and profitability.

The loss or destruction of a private key required to access the Company's digital wallets may be irreversible. The Company's loss of access to its private keys or its experience of a data loss relating to the Company's digital wallets could adversely affect its investments.

Cryptocurrencies are controllable only by the possessor of both the unique public and private keys relating to the local or online digital wallet in which they are held, which wallet's public key or address is reflected in the network's public Blockchain. The Company will publish the public key relating to digital wallets in use when it verifies the receipt of cryptocurrency transfers and disseminates such information into the network, but it will need to safeguard the private keys relating to such digital wallets. To the extent such private keys are lost, destroyed or otherwise compromised, the Company will be unable to access its coins and such private keys will not be capable of being restored by network. Any loss of private keys relating to digital wallets used to store the Company's cryptocurrency inventories could adversely affect its investments and profitability.

Incorrect or fraudulent coin transactions may be irreversible

Cryptocurrency transactions are irrevocable and stolen or incorrectly transferred coins may be irretrievable. As a result, any incorrectly executed or fraudulent coin transactions could adversely affect the Company's investments. Incorrectly executed transactions may be the result of computer or human error, despite rigorous controls to prevent such errors.

Coin transactions are not, from an administrative perspective, reversible without the consent and active participation of the recipient of the transaction. In theory, cryptocurrency transactions may be reversible with the control or consent of a majority of processing power on the network. Once a transaction has been verified and recorded in a block that is added to the Blockchain, an incorrect transfer of a coin or a theft of coin generally will not be reversible and the Company may not be capable of seeking compensation for any such transfer or theft. Although the Company's transfers of coins will regularly be made by experienced members of the management team, it is possible that, through computer or human error, or through theft or criminal action, the Company's coins could be transferred in incorrect amounts or to unauthorized third parties, or to uncontrolled accounts.

If the award of coins for solving blocks and transaction fees are not sufficiently high, miners may not have an adequate incentive to continue mining and may cease their mining operations.

As the number of coins awarded for solving a block in the Blockchain decreases, the incentive for miners to continue to contribute processing power to the network will transition from a set reward to transaction fees. Either the requirement from miners of higher transaction fees in exchange for recording transactions in the Blockchain or a software upgrade that automatically charges fees for all transactions may decrease demand for the relevant coins and prevent the expansion of the network to retail merchants and commercial businesses, resulting in a reduction in the price of the relevant cryptocurrency that could adversely impact the Company's cryptocurrency inventory and investments.

In order to incentivize miners to continue to contribute processing power to the network, the network may either formally or informally transition from a set reward to transaction fees earned upon solving for a block. This transition could be accomplished either by miners independently electing to record on the blocks they solve only those transactions that include payment of a transaction fee or by the network adopting software upgrades that require the payment of a minimum transaction fee for all transactions. If transaction fees paid for the recording of transactions in the Blockchain become too high, the marketplace may be reluctant to accept network as a means of payment and existing users may be motivated to switch between cryptocurrencies or back to fiat currency. Decreased use and demand for coins may adversely affect their value and result in a reduction in the market price of coins.

If the award of coins for solving blocks and transaction fees are not sufficiently high, miners may not have an adequate incentive to continue mining and may cease their mining operations. Miners ceasing operations would reduce collective processing power, which would adversely affect the confirmation process for transactions (i.e., decreasing the speed at which blocks are added to the Blockchain until the next scheduled adjustment in difficulty for block solutions) and make the network more vulnerable to a malicious actor or botnet obtaining control in excess of fifty percent of the processing power. Any reduction in confidence in the confirmation process or processing power of the network may adversely impact the Company's mining activities, inventory of coins, and future investment strategies.

The price of coins may be affected by the sale of coins by other vehicles investing in coins or tracking cryptocurrency markets.

To the extent that other vehicles investing in coins or tracking cryptocurrency markets form and come to represent a significant proportion of the demand for coins, large redemptions of the securities of those vehicles and the subsequent sale of coins by such vehicles could negatively affect cryptocurrency prices and therefore affect the value of the inventory held by the Company.

Risk related to technological obsolescence and difficulty in obtaining hardware

To remain competitive, the Company will continue to invest in hardware and equipment at its facilities required for maintaining the Company's mining activities. Should competitors introduce new services/software embodying new technologies, the Company recognizes its hardware and equipment and its underlying technology may become obsolete and require substantial capital to replace such equipment. There can be no assurance that mining hardware will be readily available when the need is identified.

Equipment in the HIVE Facilities will require replacement from time to time. Shortages of graphics processing units may lead to unnecessary downtime as the Company searches for replacement equipment to ensure the HIVE Facilities are running smoothly. Moreover, there can be no assurance that new and unforeseeable technology, either hardware-based or software-based, will not disrupt the existing cryptocurrency industry. For example, the arrival of quantum computers, which are capable of solving certain types of mathematical problems fundamental to cryptocurrency more quickly and efficiently than traditional computers, may have a significant effect on the cryptocurrency industry.

Risks related to insurance

The Company intends to insure its operations in accordance with technology industry practice. However, given the novelty of cryptocurrency mining and associated businesses, such may be unavailable or uneconomical for the Company, or the nature or level may be insufficient to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the Company.

General Risk Factors

Limited Operating History

The Company has only a limited operating history upon which an evaluation of the Company and its prospects can be based. In particular, the Company has a limited history with its mining operations and remains in the early stage of development. The Company is subject to many risks common to venture enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources and the lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investment or meeting other metrics of success.

The Company incurs substantial expenses in the establishment and operation of its business. A significant portion of the Company's financial resources have been and will continue to be, directed to the development of its business and related activities. The success of the Company will ultimately depend on its ability to generate cash from its business. There is no assurance that the required funds will be available for future expansion of the Company's business. If the Company does not have access to the required funds to continue the operation and development of its business and operational activities, and to the extent that it does not generate cash flow and income, the Company's long-term viability may be materially and adversely affected.

Future Capital Needs, Uncertainty of Additional Financing and Dilution

The ability of the Company to secure any required financing to sustain operations and expansion plans will depend on part upon prevailing capital market conditions and business success. There can be no assurance that the Company will be successful in its efforts to secure any additional financing or additional financing on terms satisfactory to management.

The Company currently anticipates that the internally generated funds will be sufficient for working capital requirements. However, the Company will need to raise additional funds in order to support more rapid expansion, develop new or enhanced services and products, respond to competitive pressures, acquire complementary businesses or technologies or take advantage of unanticipated opportunities. The Company may be required to raise additional funds through public or private financing, strategic relationships or other arrangements. There can be no assurance that such additional funding, if needed, will be available on terms attractive to the Company, or at all. Even if such funding is available, the Company cannot predict the size of future issues of the HIVE Shares or securities convertible into HIVE Shares or the effect, if any, that future issues and sales of the HIVE Shares will have on the price of the HIVE Shares.

Furthermore, any additional equity financing may be dilutive to shareholders and debt financing, if available, may involve restrictive covenants. If additional funds are raised through the issuance of equity securities, the percentage ownership of the shareholders of the Company will be reduced, shareholders may experience additional dilution in net book value per share, or such equity securities may have rights, preferences or privileges senior to those of the holders of the common shares. If adequate funds are not available on acceptable terms the Company may be unable to develop or enhance its business, take advantage of future opportunity or respond to competitive pressures, any of which could have a material adverse effect on the Company's business, financial condition and operating results.

Management of Growth

The Company has recently experienced, and may continue to experience, rapid growth in the scope of its operations. This growth has resulted in increased responsibilities for the Company's existing personnel, the hiring of additional personnel and, in general, higher levels of operating expenses. In order to manage its current operations and any future growth effectively, the Company will need to continue to implement and improve its operational, financial and management information systems, as well as hire, manage and retain its employees and maintain its corporate culture including technical and customer service standards. There can be no assurance that the Company will be able to manage such growth effectively or that its management, personnel or systems will be adequate to support the Company's operations.

Additional Funding Requirements and Dilution

Further acquisitions of additional data centres will require additional capital to fund ongoing operating and capital expenditures, and the Company will require funds to operate as a public company. There is no assurance that the Company will be successful in obtaining the required financing for these or other purposes, including for general working capital. Also, the issuance of additional securities and the exercise of purchase warrants, stock options and other convertible securities will result in dilution of the equity interests of any persons who are or may become hold shares of the Company.

Loss of Key Employees & Contractors

The Company will depend on a number of key employees and contractors, the loss of any one of whom could have an adverse effect on the Company. The Company will not have and is not expected to purchase key person insurance on such individuals, which insurance would provide the Company with insurance proceeds in the event of their death. Without key person insurance, the Company may not have the financial resources to develop or maintain its business until it replaces the individual. The development of the business of the Company will be dependent on its ability to attract and retain highly qualified management and mining personnel. The Company will face competition for personnel from other employers. If the Company is unable to attract or retain qualified personnel as required, it may not be able to adequately manage and implement its business plan.

Pandemics and COVID-19

The Company cautions that current global uncertainty with respect to the spread of the COVID-19 Virus (" **COVID-19**") and its effect on the broader global economy may have a significant negative effect on the Company. While the precise impact of COVID-19 on the Company remain unknown, rapid spread of COVID-19 may have a material adverse effect on global economic activity, and can result in volatility and disruption to global supply chains, operations, mobility of people and the financial markets, which could affect interest rates, credit ratings, credit risk, inflation, business, financial conditions, ability to visit and/or monitor the Company's facilities, results of operations and other factors relevant to the Company.

Conflicts of Interest

Certain of the officers and directors of the Company are also directors, officers or shareholders of other companies. Such associations may give rise to conflicts of interest from time to time. The directors of the Company will be required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interest which they may have in any project or opportunity of the Company. If a conflict arises at a meeting of the Board, any director in a conflict will disclose his interest and abstain from voting on such matter. In determining whether or not the Company will participate in any project or opportunity, the director will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

Liquid Market or Securities

Even though currently the Company's Common Shares, which trade on the TSXV, NASDAQ and FSE, have an active and liquid market, there can be no assurance than an active and liquid market for the Common Shares will continue or be maintained.

Dividends

To date, the Company has not paid any dividends on its outstanding securities and the Company does not expect to do so in the foreseeable future. Any decision to pay dividends on the Company's Common Shares will be made by the Board of Directors.

Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company has not entered into any derivative contracts to manage this risk. The Company will be exposed to interest rate changes on its investments that are expected to pay interest, and any credit facilities it may have that bear interest at a floating rate. Changes in the prime lending rate would affect earnings and could adversely affect the Company's profitability.

Currency Exchange Risk

The Company is exposed to fluctuations in currency exchange rates, which could negatively affect our financial condition and results of operations. In particular, exchange rate fluctuations may affect the costs that the Company incurs in its operations. Cryptocurrencies are generally sold in U.S. dollars and the Company's costs are incurred principally in Canadian dollars as well as other foreign currencies. The appreciation of non-U.S. dollar currencies against the U.S. dollar could increase the cost of mining in U.S. dollar terms. In addition, the Company holds cash balances in both U.S. dollars and Canadian dollars the values of which are impacted by fluctuations in currency exchange rates.

Trading Price of Common Shares and Volatility

In recent years, the securities markets in the United States and Canada, have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price that have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur, and the trading price of the Company's shares may be subject to large fluctuations and may decline below the price at which an investor acquired its shares. The trading price may increase or decrease in response to a number of events and factors, which may not be within the Company's control nor be a reflection of the Company's actual operating performance, underlying asset values or prospects. Accordingly, investors may not be able to sell their securities at or above their acquisition cost.

Forward Looking Statements

Statements contained in this AIF that are not historical facts, but rather are forward looking statements involve risks and uncertainties. There can be no assurance that such statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Without limiting the generality of the foregoing, such risks and uncertainties include interpretation of results and geology, results of pre-feasibility and feasibility studies, recovery, accidents, equipment breakdowns, labour disputes or other unanticipated difficulties with or interruptions in production, delays in exploration or development activities, political risks, the inherent uncertainty or production fluctuations and failure to obtain adequate financing on a timely basis.

DIVIDENDS AND DISTRIBUTIONS

Although not restricted from doing so, the Company has not paid any dividends since incorporation and the Company does not expect to pay dividends in the foreseeable future. Payment of dividends in the future will be made at the discretion of the Board based upon, among other things, cash flow, the results of operations and financial condition of the Company, the need for funds to finance ongoing operations and such other considerations as the Board considers relevant.

DESCRIPTION OF CAPITAL STRUCTURE

The authorized capital of the Company consists of an unlimited number of Common Shares without par value and an unlimited number of preferred shares without par value. As at March 31, 2021, there were 367,712,036 Common Shares and nil preferred shares issued and outstanding. As of the date hereof, there are 384,342,813 Common Shares and nil preferred shares issued and outstanding.

The holders of the Common Shares are entitled to dividends, if, as and when declared by the Board of Directors, to one vote per Common Share at meetings of the Company's shareholders and, upon liquidation, to share equally in such assets of the Company as are distributable to the holders of the Company's Common Shares. The Company's shares are not subject to any pre-emptive rights, conversion or exchange rights, redemption, retraction, purchase for cancellation or surrender provisions, sinking or purchase fund provisions, provisions permitting or restricting the issuance of additional securities or provisions requiring a shareholder to contribute additional capital.

Holders of Common Shares are entitled to receive notice of meetings of shareholders of the Company, to attend and to cast one vote per Common Share at all such meetings. Holders of the Common Shares are entitled to receive, on a *pro rata* basis, such dividends if, as and when declared by the Company's board of directors.

In the event of any liquidation, dissolution or winding-up of the Company or other distribution of the assets of the Company among holders of Common Shares for the purposes of winding-up its affairs, the holders of Common Shares will be entitled, subject to the rights of the holders of any other class or series of shares ranking senior to the Common Shares, to receive on a pro rata basis the remaining property or assets of the Company available for distribution, after the payment of debts and other liabilities.

The Common Shares do not have attached to them any conversion, exchange rights, exercise, redemption or retraction provisions.

MARKET FOR SECURITIES

Trading Price and Volume

The Common Shares trade on the: (i) TSXV under the symbol "HIVE"; (ii) NASDAQ under the symbol "HIVE"; and (iii) FSE under the symbol "HBF". The Common Shares traded on the OTCQX until June 30, 2021, and on July 1, 2021, HIVE's Common Shares began trading on the NASDAQ.

The following table sets out the price range and trading volume for the Common Shares, as reported by the TSXV, for each month since the beginning of the Company's most recently completed financial year:

Month	Price Range		Volume
	High (CAD$)	Low (CAD$)	
September 1 to 22, 2021	4.70	3.20	38,751,721
August, 2021	4.05	3.35	45,648,100
July, 2021	3.90	2.38	44,983,434
June, 2021	3.95	2.54	53,528,649
May, 2021	4.76	2.41	73,301,966
April, 2021	5.50	3.23	70,475,887
March, 2021	6.27	3.26	105,493,929
February, 2021	7.25	2.30	173,241,252
January, 2021	3.50	2.22	146,561,254
December, 2020	3.15	1.11	160,943,978

November, 2020	1.26	0.46	110,310,100
October, 2020	0.52	0.34	42,353,900
September, 2020	0.51	0.32	27,850,800
August, 2020	0.58	0.39	55,618,000
July, 2020	0.53	0.30	50,811,300
June, 2020	0.43	0.3	35,768,900
May, 2020	0.47	0.33	56,083,500
April, 2020	0.42	0.17	60,184,700

The following table sets out the price range and trading volume for the Common Shares, as reported by the NASDAQ, for each month since HIVE's Shares were began trading on the NASDAQ:

Month	Price Range		Volume
	High (USD$)	Low (USD$)	
September 1 to 22, 2021	3.75	2.59	82,488,511
August, 2021	3.42	2.51	96,187,276
July, 2021	3.30	1.87	70,995,337

The following table sets out the price range and trading volume for the Common Shares, as reported by the OTCQX, for each month since the beginning of the Company's most recently completed financial year until HIVE Shares began trading on the NASDAQ:

Month	Price Range		Volume
	High (USD$)	Low (USD$)	
June, 2021	3.20	2.05	39,109,925
May, 2021	3.87	2.00	46,407,082
April, 2021	4.50	2.58	56,420,968
March, 2021	4.96	2.60	81,865,740
February, 2021	5.75	1.79	149,167,688
January, 2021	2.77	1.74	118,197,188
December, 2020	2.48	0.86	130,820,415
November, 2020	0.97	0.30	68,363,600
October, 2020	0.39	0.23	27,935,300
September, 2020	0.39	0.24	19,784,800
August, 2020	0.45	0.29	34,793,600
July, 2020	0.39	0.20	27,110,500
June, 2020	0.32	0.20	15,478,700
May, 2020	0.34	0.23	28,915,900
April, 2020	0.31	0.12	21,407,400

The following table sets out the price range and trading volume for the Common Shares, as reported by the FSE, for each month since the beginning of the Company's most recently completed financial year:

Month	Price Range		Volume
	High (€)	Low (€)	
September 1 to 22, 2021	3.24	2.16	440,730
August, 2021	2.89	2.15	618,272

July, 2021	2.76	1.60	755,405
June, 2021	2.31	1.76	802,853
May, 2021	3.24	1.70	815,746
April, 2021	3.66	2.14	807,301
March, 2021	4.07	2.25	1,523,627
February, 2021	4.91	1.50	3,608,665
January, 2021	2.25	1.26	2,893,570
December, 2020	2.02	0.74	2,247,026
November, 2020	0.80	0.29	1,243,638
October, 2020	0.32	0.21	401,754
September, 2020	0.33	0.20	309,966
August, 2020	0.38	0.25	434,542
July, 2020	0.33	0.19	464,153
June, 2020	0.28	0.18	338,000
May, 2020	0.30	0.20	448,551
April, 2020	0.29	0.12	394,654

Prior Sales

During the most recently completed financial year, no securities of the Company that are not listed on the TSXV were issued, except as set forth below.

Grant/Issue Date	Number of Securities Issued or Granted	Type of Security	Issue or exercise price
May 29, 2020[(1)]	100,000	Options	CAD$0.38
May 29, 2020[(2)]	100,000	Restricted Share Units ("RSUs")	N/A
December 24, 2020[(3)]	8,000	Options	CAD$2.16
January 12, 2021[(4)]	5,000,000	Warrants	CAD$3.00
January 20, 2021[(5)]	20,000	Options	CAD$2.85
February 11, 2021[(6)]	10,000	Options	CAD$3.14
February 11, 2021[(7)]	10,000	RSUs	N/A
February 23, 2021[(8)]	1,000,000	Options	CAD$5.00
February 23, 2021[(9)]	200,000	RSUs	N/A

[(1)] Vesting as to 1/8 every three months and expiring on May 29, 2030.

[(2)] Each RSU entitles the holder to receive one Common Share, vesting as to ¼ every three months, subject to certain performance criteria.

[(3)] These options vested immediately and expire on December 24, 2030.

[(4)] These warrants expire on January 12, 2024.

[(5)] These options vested immediately and expire on January 20, 2026.

[(6)] These options vest on December 11, 2021 and expire on February 11, 2026.

[(7)] Each RSU entitles the holder to receive one Common Share, vesting as to 1/10 every month.

[(8)] Vesting as to 1/8 every three months and expiring on February 23, 2031.

[(9)] Each RSU entitles the holder to receive one Common Share, vesting as to 1/8 every three months.

ESCROWED SECURITIES

As at March 31, 2021, no securities of the Company were held in escrow or subject to contractual restrictions.

DIRECTORS AND OFFICERS

Name, Occupation and Security Holding

The following table sets forth the name, province/state and country of residence, position held with the Company and principal occupation during the five (5) preceding years of each person who is a director and/or an executive officer of the Company as at the date hereof.

Name, Province or State and Country of Residence, and Position with the Resulting Issuer[1]	Present Principal Occupation, Business or Employment[1]	Date Served as Director or Officer Since	Number and percentage of Common Shares beneficially owned, or controlled or directed, directly or indirectly[2]
Frank Holmes[3],[4],[5] *Texas, USA* Executive Chairman, Director, Interim Chief Executive Officer	Chief Executive Officer and Chief Investment Officer of U.S. Global Investors, Inc..	August 23, 2017	570,000 or 0.15%
Tobias Ebel *Munich, Germany* Director	Self-employed lawyer; Managing Director of Logos Fund since January 2017; former Director of Real I.S. from September 2016 to January 2017; former Director of UniCredit Bank from February 2013 to September 2016.	August 23, 2017	250,000 or 0.07%
Marcus New[3] *British Columbia, Canada* Director	CEO of InvestX Capital & Managing Partner of InvestX Master GP1. Former CEO of Stockhouse Publishing.	March 25, 2018	294,500 or 0.08%
Darcy Daubaras *British Columbia, Canada* Chief Financial Officer	Chief Financial Officer of the Company from October 2018 to present; Senior Finance Consultant of FinancialCAD Corporation from April 2016 to September 2018; Finance Manager of Exeter Resource Corporation from June 2008 to July 2015.	October 1, 2018	138,500 or 0.04%
Dave Perrill[3],[4] *Minnesota, USA* Director	Founder and CEO of Compute North LLC.	October 21, 2019	312,500 or 0.08%

Name, Province or State and Country of Residence, and Position with the Resulting Issuer[1]	Present Principal Occupation, Business or Employment[1]	Date Served as Director or Officer Since	Number and percentage of Common Shares beneficially owned, or controlled or directed, directly or indirectly[2]
Ian Mann *Warwick, Bermuda* Director	President and a Director of HIVE Digital Data Ltd., an administrative arm of HIVE from December 2019 to present; President of Meridian Fund Managers Ltd. from November 2003 to July 2019.	June 1, 2020	75,000 or 0.00%
Aydin Kilic *British Columbia, Canada* *President & Chief Operating Officer*	President & Chief Operating Officer of the Company from August 2021 to present. Founder and CEO, Fortress Technologies Inc. November 2017-September 2021	August 17, 2021	7,500 or 0.00%

Notes:

(1) The information as to place of residence, principal occupation and number of Common Shares beneficially owned or over which a director or officer of the Company exercises control or direction, is not within the knowledge of the management of the Company and has been furnished by the respective directors and officers of the Company.
(2) Based on 384,342,813 issued and outstanding Common Shares of the Company, as of the date hereof.
(3) Member of the Audit Committee.
(4) Member of the Compensation Committee.
(5) Member of the Governance Committee.

Directors are elected at each annual meeting of the Company's shareholders and serve as such until the next annual meeting or until their successors are elected or appointed.

As at the date hereof, the directors and executive officers of the Company, as a group, beneficially owned, directly or indirectly, or exercised control or direction over 1,648,000 Common Shares, representing 0.43% of the total number of Common Shares outstanding before giving effect to the exercise of rights, options, or warrants to purchase or otherwise receive Common Shares held by such directors and executive officers. The statement as to the number of Common Shares beneficially owned, directly or indirectly, or over which control or direction is exercised by the directors and executive officers of the Company as a group is based upon information furnished by the directors and executive officers.

Biographies of Directors and Officers

Frank Holmes, Executive Chairman, Director, and Interim Chief Executive Officer

Mr. Holmes is chief executive and chief investment officer at U.S. Global Investors, Inc., which specializes in natural resources and emerging markets investing. As chief investment officer at U.S. Global, he oversees an investment team whose mutual funds have won more than two dozen Lipper Fund Awards and certificates since 2000. Mr. Holmes was named 2006 Mining Fund Manager of the Year by Mining Journal. He is co-author of the book *The Goldwatcher: Demystifying Gold Investing* and has written investment articles for investment-focused publications. Mr. Holmes is also a regular contributor to a number of investor-education websites. Mr. Holmes holds a bachelor's degree in economics from the University of Western Ontario. He also served as the President and Chairman of the Toronto Society of the Investment Dealers Association.

Tobias Ebel, Director

Mr. Ebel has more than ten years of professional experience in the funds industry and is a specialist lawyer for legal, regulatory, tax, accounting, and structuring aspects of investment funds. Mr. Ebel worked as a legal and tax advisor in a top law firm in Berlin from 2004 to 2010, specializing in the area of closed-end funds, focusing particularly on private equity, venture capital, and real estate funds. Mr. Ebel is also a managing partner of Logos Fund.

Marcus New, Director

Mr. New is an entrepreneur who has been involved in building a number of businesses disrupting the capital markets over the past twenty years. He is the founder and chairman (and previously the Chief Executive Officer) of Stockhouse Publishing, Canada's leading financial community and a global hub for affluent investors, with over one million unique monthly visitors. Prior to launching Stockhouse, Mr. New founded and built Stockgroup Media, an online information company whose client base consisted of thirteen of the top twenty-five Canadian brokerage firms, fourteen of the top fifteen global institutional sales desks, and over two-hundred hedge funds. In 2014, Mr. New became Chairman of Stockhouse to become Chief Entrepreneur of InvestX Capital Ltd., the first cross border global online private equity and venture capital platform. Mr. New has a bachelor's degree in Business from Trinity Western University and has graduated from the Birthing of Giants program at the Massachusetts Institute of Technology.

Darcy Daubaras, Chief Financial Officer

Mr. Daubaras brings over twenty years of experience in corporate accounting and public company service. Prior to joining HIVE, Darcy was a member of the executive team at FinancialCAD Corporation. Mr. Daubaras has previously served as the Chief Financial Officer for Canadian listed public companies as well as serving as the Director of Corporate Accounting with Mercer International. Darcy was awarded a CPA, CA designation from the Chartered Professional Accountants of British Columbia as well as being awarded a CPA designation in Illinois and has experience with Sarbanes-Oxley. He received a Bachelor of Commerce from the University of Victoria.

Aydin Kilic, Chief Operating Officer

Mr. Kilic has a twenty-year career as an entrepreneur and electrical engineer with expertise in cryptocurrency, capital markets, real-estate development and scientific research. Mr. Kilic founded Fortress Blockchain Corp. in 2017 a Canadian public company in the blockchain industry mining BTC. Mr. Kilic has a degree in Engineering Sciences (Honours) from Simon Fraser University and brings deep experiences in the Bitcoin mining ecosystem. Mr. Kilic has led real-estate development projects valued at over CAD$150 million through large re-zoning and permitting processes. Furthermore, he has secured over $100 million in project and construction financings from Canadian banks, in additional to overseeing the successful acquisition of over $100 million of real property transactions. Prior to this, Mr. Kilic worked as a radio frequency (RF) engineer at Sierra Wireless, where he conducted research in electromagnetic science and worked in product development of company broadband antennas for wireless wide area network (WWAN) cellular devices.

Dave Perrill, Director

Mr. Perrill is the founder and Chief Executive Officer of Compute North LLC, a rapidly growing data centre company that offers low-cost and efficient infrastructure services for clients in the blockchain, cryptocurrency mining and the broader high-performance computing space. Previously he founded and subsequently sold two technology companies, including an Internet Service and Managed Security Provider, which was acquired by Trustwave in 2013. Mr. Perrill has extensive experience in networking, data centre engineering, software, and security. He holds a Bachelor of Science in Management Information Systems and a Master of Business Administration in Finance from the University of Minnesota.

Ian Mann, Director

Mr. Mann has been the President and a Director of HIVE Digital Data Ltd., an administrative arm of HIVE, since December, 2019. Prior to joining HIVE, from November 2003 to July 2019, Mr. Mann was the President of Meridian Fund Managers Ltd., a British Virgin Islands registered fund manager with two alternative investment funds primarily investing in mining and oil and gas companies. Prior to that, Mr. Mann held senior management and partner positions with several Bermuda companies. Mr. Mann holds a Bachelor of Arts, Honors Business Administration degree from the University of Western Ontario.

Cease Trade Orders, Bankruptcies, Penalties and Sanctions

Other than as set out below, no director or executive officer of the Company, is or was within 10 years before the date of this AIF, a director, chief executive officer or chief financial officer of any company that:

(a) while that person was acting in that capacity, was the subject of a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation for a period of more than 30 consecutive days; or

(b) while that person was acting in that capacity, was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation for a period of more than 30 consecutive days.

No director or executive officer of the Company and no shareholder holding a sufficient number of securities of your company to affect materially the control of the Company is, as at the date of the AIF, or has been within the 10 years before the date of the AIF:

(a) a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets;

(b) become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder; or

(c) has been subject to:

(i) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority since December 31, 2000 or before December 31, 2000 the disclosure of which would likely be important to a reasonable security holder in making an investment decision; or

(ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in making an investment decision.

Marcus New, was Chief Executive Officer and a director of Invictus Financial Inc. (" **Invictus**") when the securities of Invictus were cease traded by the BCSC on September 6, 2016, for failing to file certain financial statements and management's discussion and analysis, which cease trade order was revoked on September 10, 2016.

Marcus New, was Chief Executive Officer and a director of Invictus when the securities of Invictus were cease traded by the BCSC on December 8, 2011 and by the Alberta Securities Commission on March 9, 2012, for failing to file certain financial statements and management's discussion and analysis, which cease trade orders were revoked on June 26 and 28, 2013 respectively.

Each of Frank Holmes, Olivier Roussy Newton, Tobias Ebel, and Marcus New were directors of the Company (Frank Holmes Interim Executive Chairman and Olivier Roussy Newton Interim President) during a management cease trade order issued by the BCSC on July 30, 2019, in connection with the late filing of the Company's March 31, 2019 annual financial statements and management's discussion and analysis, which cease trade order was revoked on October 8, 2019 upon the filing of the relevant financial statements and management's discussion and analysis.

Each of Frank Holmes, Tobias Ebel, Marcus New, Dave Perrill, and Ian Mann are directors of the Company (Frank Holmes, Executive Chairman) and subject to a management cease trade order issued by the BCSC on July 29, 2021, in connection with the late filing of the Company's March 31, 2021 annual financial statements and management's discussion and analysis. It is expected that the cease trade order will be revoked by the BCSC following the filing of the relevant financial statements and management's discussion and analysis.

Conflicts of Interest

To the best of the Company's knowledge, there are no known existing or potential conflicts of interest between the Company and any director or officer of the Company, except that certain of the directors and officers serve as directors and officers of other public companies, and therefore it is possible that a conflict may arise between their duties as a director or officer of the Company and their duties as a director or officer of such other companies. *See "RISK FACTORS - General Risk Factors - Conflicts of Interest".*

Conflicts of interest will be subject to, and will be resolved in accordance with, the procedures and remedies under the BCBCA.

AUDIT COMMITTEE DISCLOSURE

The complete text of the Audit Committee Charter is attached to this AIF as Schedule "A".

Composition of the Audit Committee

The current members of the Audit Committee are Marcus New, Frank Holmes and Dave Perrill. Marcus New and Dave Perrill are independent members of the Audit Committee within the meaning of NI 52-110. Frank Holmes, by virtue of his position as Executive Chairman of the Corporation, is currently not considered independent within the meaning of NI 52-110.

Relevant Education and Experience

All of the members of the Company's Audit Committee are financially literate as that term is defined in NI 52- 110. All members have an understanding of the accounting principles used by the Company to prepare its financial statements and have an understanding of its internal controls and procedures for financial reporting. In addition to each member's general business experience, the education and experience of each Audit Committee member relevant to the performance of his or her responsibilities as an Audit Committee member is as follows:

Marcus New

Marcus New has been a director and a member of the audit committees for a number of technology reporting issuers for more than twenty years. He is registered as the UDP and Chief Compliance Officer for a registrant - InvestX Financial (Canada) Ltd., an exempt market dealer. He is a registered dealing representative in British Columbia, Alberta, Ontario, and Quebec. Mr. New is also a general partner in a private equity firm focused on technology companies - InvestX Master GP1 Ltd. He holds a Bachelor of Arts degree in Business from Trinity Western University.

Frank Holmes

Frank Holmes' experience as CEO and Chief Investment Officer of U.S. Global Investors, Inc., roles in which he currently serves, has given him the required experience to understand and assess the general application of the accounting principles used by the Company and to understand internal controls and procedures for financial reporting. Mr. Holmes served on the TSX listing committee in the 1980s and has over forty years of experience as a research analyst, and in mining law, corporate finance and international business transactions and practices. Since 1989, Mr. Holmes has served as a director and/or officer of U.S. Global Investors, Inc., a U.S. public company operating in the financial sector and U.S. Global Investors Funds. He has previous experience as an audit committee member and holds a Bachelor of Arts degree in Economics and Science from the University of Western Ontario.

Dave Perrill

Dave Perrill is the founder and CEO of Compute North LLC, a rapidly growing data centre company that offers low-cost and efficient infrastructure services for clients in the blockchain, cryptocurrency mining, and the broader high-performance computing space. Previously, he founded and subsequently sold two technology companies, including an Internet service and managed security provider, which was acquired by Trustwave Holdings, Inc. in 2013. Mr. Perrill has extensive experience in networking, data centre engineering, software, and security. He holds a Bachelor of Science degree in Management Information Systems and a Master of Business Administration degree in finance from the University of Minnesota.

Reliance on Certain Exemptions

The Corporation is not relying on any exemptions of NI 52-110.

Audit Committee Oversight

At no time since the commencement of the Corporation's financial year ended March 31, 2021 was a recommendation of the Audit Committee to nominate or compensate an external auditor (currently, Davidson & Company LLP) not adopted by the Board.

Pre-Approval Policies and Procedures

Formal policies and procedures for the engagement of non-audit services have yet to be formulated and adopted. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by the Board, and where applicable by the Audit Committee, on a case by case basis.

External Auditor Service Fees

	Year Ended 2021	Year Ended 2020
Audit fees	CAD$250,000	CAD$192,824
Audit related fees (1)	CAD$50,610	Nil
Tax fees	Nil	Nil
All other fees (2)	CAD$30,366	Nil
Total fees:	CAD$330,976	CAD$192,824

Notes:
(1) This amount represents fees for interim reviews.
(2) This amount represents fees for valuation analysis support.

PROMOTERS

HIVE has not had any promoters within the past two years.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Other than this employee dispute and the Genesis Dispute, neither during the financial year ended March 31, 2021, nor as of the date hereof, has the Company been party to, nor have its assets been the subject of, any legal proceeding that involves a claim of damages in excess of ten percent of the Company's assets, nor does the Company know of any such legal proceedings to be contemplated. See "*Fiscal 2020 - Genesis Dispute and Settlement*".

Regulatory Actions

Neither during the financial year ended March 31, 2021, nor as of the date hereof, has the Company: (i) been subject to any penalties or sanctions imposed against the Company by a court relating to securities legislation or by a securities regulatory authority or any penalty or sanction imposed by a court or regulatory body against the Company that would likely to be considered important to a reasonable investor in making an investment decision; or (ii) entered into any settlement agreement relating to securities legislation or with a securities regulatory authority.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as described under the section "*GENERAL DEVELOPMENT OF THE BUSINESS - Partnership with Genesis*" in this AIF, no director, executive officer or person or company that beneficially owns, or controls or directs, directly or indirectly, more than 10% of the Common Shares or any associate or affiliate of any such person or company, has or had any material interest, direct or indirect, in any transaction either within the three most recently completed financial years or during the current financial year that has materially affected or is reasonably expected to materially affect the Company.

AUDITORS, TRANSFER AGENT, AND REGISTRAR

The transfer agent and registrar for the Common Shares in Canada is Computershare Investor Services Inc. with its principal offices in Vancouver, British Columbia and Toronto, Ontario.

The auditors of the Company are Davidson & Company LLP, at its offices located at 1200 - 609 Granville Street, P.O. Box 10372, Pacific Centre, Vancouver, BC V7Y 1G6.

MATERIAL CONTRACTS

The only material contracts entered into by the Company as of the date hereof, other than in the ordinary course of business, are as follows:

1. Cryptologic SPA pursuant to which the Company acquired the Lachute Facility.
2. Genesis Settlement Agreement pursuant to which on June 26, 2019, the Company and Genesis entered into a settlement which resolved the Genesis Dispute.

Copies of the above material contracts are available under the Company's profile on the SEDAR website as www.sedar.com.

INTERESTS OF EXPERTS

Names of Experts

Following are the names of each person or company who is named as having prepared or certified a report, valuation, statement or opinion described, included or referred to in a filing made under NI 51-102 by the Company during or relating to Fiscal 2020 and whose profession or business gives authority to such report, valuation, statement or opinion:

- Davidson & Company LLP are the independent auditors of the Company and have provided an auditor's report in respect of the financial statements for the years ended March 31, 2021 and 2020. Davidson & Company LLP confirmed that they are independent with respect to the Company within the meaning of the relevant rules and related interpretations prescribed by the relevant professional bodies in Canada and any applicable legislation or regulation.

Interests of Experts

Davidson & Company LLP does not beneficially own, directly or indirectly, any securities; nor does it have any interest in the property of the Company, and neither Davidson & Company LLP nor any of its directors, officers or employees is, or expects to be, elected, appointed or employed as a director, officer or employee of the Company or its associates or affiliates.

ADDITIONAL INFORMATION

Additional information relating to the Company can be found on SEDAR at www.sedar.com, or on the Company's website at www.hiveblockchain.com. Additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Company's securities and securities authorized for issuance under equity compensation plans is contained in the management information circular of the Company dated November 12, 2020, which is available on SEDAR at www.sedar.com. Additional financial information is provided in the Company's audited consolidated financial statements and management's discussion and analysis for the financial year ended March 31, 2021.

Schedule "A"
Audit Committee Charter

THE AUDIT COMMITTEE'S CHARTER (the "Charter")

PURPOSE

The overall purpose of the audit committee (the "Audit Committee") of HIVE Blockchain Technologies Ltd. (the "Company") is to ensure that the Company's management has designed and implemented an effective system of internal financial controls, to review and report on the integrity of the financial statements and related financial disclosure of the Company, and to review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, taxation matters and disclosure of financial information. It is the intention of the Company's board of directors (the "Board") that through the involvement of the Audit Committee, the external audit will be conducted independently of the Company's management to ensure that the independent auditors serve the interests of shareholders rather than the interests of management of the Company. The Audit Committee will act as a liaison to provide better communication between the Board and the external auditors. The Audit Committee will monitor the independence and performance of the Company's independent auditors.

COMPOSITION, PROCEDURES AND ORGANIZATION

(1) The Audit Committee shall consist of at least three (3) members of the Board.

(2) At least two (2) members of the Audit Committee shall be independent and the Audit Committee shall endeavour to appoint a majority of independent directors to the Audit Committee, who in the opinion of the Board, would be free from a relationship which would interfere with the exercise of the Audit Committee members' independent judgment. At least one (1) member of the Audit Committee shall have accounting or related financial management expertise. All members of the Audit Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices applicable to the Company. For the purposes of this Charter, an individual is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

(3) The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Audit Committee for the ensuing year. The Board may at any time remove or replace any member of the Audit Committee and may fill any vacancy in the Audit Committee.

(4) Unless the Board shall have appointed a chair of the Audit Committee, the members of the Audit Committee shall elect a chair and a secretary from among their number.

(5) The quorum for meetings shall be a majority of the members of the Audit Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.

(6) The Audit Committee shall have access to such officers and employees of the Company and to the Company's external auditors, and to such information respecting the Company, as it considers to be necessary or advisable in order to perform its duties and responsibilities.

(7) Meetings of the Audit Committee shall be conducted as follows:

(a) the Audit Committee shall meet at least four times annually at such times and at such locations as may be requested by the chair of the Audit Committee. The external auditors or any member of the Audit Committee may request a meeting of the Audit Committee;

(b) the external auditors shall receive notice of and have the right to attend all meetings of the Audit Committee; and

(c) management representatives may be invited to attend all meetings except private sessions with the external auditors.

(8) The internal auditors and the external auditors shall have a direct line of communication to the Audit Committee through its chair and may bypass management if deemed necessary. The Audit Committee, through its chair, may contact directly any employee in the Company as it deems necessary, and any employee may bring before the Audit Committee any matter involving questionable, illegal or improper financial practices or transactions.

ROLES AND RESPONSIBILITIES

(1) The overall duties and responsibilities of the Audit Committee shall be as follows:

(a) to assist the Board in the discharge of its responsibilities relating to the Company's accounting principles, reporting practices and internal controls and its approval of the Company's annual and quarterly consolidated financial statements and related financial disclosure;

(b) to establish and maintain a direct line of communication with the Company's internal and external auditors and assess their performance;

(c) to ensure that the management of the Company has designed, implemented and is maintaining an effective system of internal financial controls; and

(d) to report regularly to the Board on the fulfilment of its duties and responsibilities.

(2) The duties and responsibilities of the Audit Committee as they relate to the external auditors shall be as follows:

(a) to recommend to the Board a firm of external auditors to be engaged by the Company, and to verify the independence of such external auditors;

(b) to review and approve the fee, scope and timing of the audit and other related services rendered by the external auditors;

(c) review the audit plan of the external auditors prior to the commencement of the audit;

(d) to review with the external auditors, upon completion of their audit:

A. contents of their report;

B. scope and quality of the audit work performed;

C. adequacy of the Company's financial and auditing personnel;

D. co-operation received from the Company's personnel during the audit;

E. internal resources used;

F. significant transactions outside of the normal business of the Company;

G. significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles or management systems; and

H. the non-audit services provided by the external auditors;

(e) to discuss with the external auditors the quality and not just the acceptability of the Company's accounting principles; and

(f) to implement structures and procedures to ensure that the Audit Committee meets the external auditors on a regular basis in the absence of management.

(3) The duties and responsibilities of the Audit Committee as they relate to the internal control procedures of the Company are to:

(a) review the appropriateness and effectiveness of the Company's policies and business practices which impact on the financial integrity of the Company, including those relating to internal auditing, insurance, accounting, information services and systems and financial controls, management reporting and risk management;

(b) review compliance under the Company's business conduct and ethics policies and to periodically review these policies and recommend to the Board changes which the Audit Committee may deem appropriate;

(c) review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls of the Company; and

(d) periodically review the Company's financial and auditing procedures and the extent to which recommendations made by the internal audit staff or by the external auditors have been implemented.

(4) The Audit Committee is also charged with the responsibility to:

(a) review the Company's quarterly statements of earnings, including the impact of unusual items and changes in accounting principles and estimates and report to the Board with respect thereto;

(b) review and approve the financial sections of:

A. the annual report to shareholders;

B. the annual information form, if required;

C. annual and interim management's discussion and analysis;

D. prospectuses;

E. news releases discussing financial results of the Company; and

F. other public reports of a financial nature requiring approval by the Board,

and report to the Board with respect thereto;

(c) review regulatory filings and decisions as they relate to the Company's consolidated financial statements;

(d) review the appropriateness of the policies and procedures used in the preparation of the Company's consolidated financial statements and other required disclosure documents, and consider recommendations for any material change to such policies;

(e) review and report on the integrity of the Company's consolidated financial statements;

(f) review the minutes of any audit committee meeting of subsidiary companies;

(g) review with management, the external auditors and, if necessary, with legal counsel, any litigation, claim or other contingency, including tax assessments that could have a material effect upon the financial position or operating results of the Company and the manner in which such matters have been disclosed in the consolidated financial statements;

(h) review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, tax matters and disclosure of financial information; and

(i) develop a calendar of activities to be undertaken by the Audit Committee for each ensuing year and to submit the calendar in the appropriate format to the Board following each annual general meeting of shareholders.

(5) The Audit Committee shall have the authority:

(a) to engage independent counsel and other advisors as it determines necessary to carry out its duties,

(b) to set and pay the compensation for any advisors employed by the Audit Committee; and

(c) to communicate directly with the internal and external auditors.

Review, amendment, and modification of charter

The Audit Committee shall review and reassess the adequacy of this Charter periodically as it deems appropriate.

This Charter may be amended or modified by the Board, subject to disclosure and other policies and guidelines of the Canadian Securities Administrators and applicable stock exchange rules.



HIVE
HIVEBLOCKCHAIN.COM
TSX.V: HIVE

HIVE Blockchain Technologies Ltd.

Consolidated Financial Statements

For the years ended March 31, 2021 and 2020

(Expressed in US dollars)

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
HIVE Blockchain Technologies Ltd.

Opinion

We have audited the accompanying consolidated financial statements of HIVE Blockchain Technologies Ltd. (the "Company"), which comprise the consolidated statements of financial position as at March 31, 2021 and 2020, and the consolidated statements of income (loss) and comprehensive income (loss), changes in equity, and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the Company as at March 31, 2021 and 2020, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS").

Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our opinion.

Other Information

Management is responsible for the other information. The other information obtained at the date of this auditor's report includes Management's Discussion and Analysis.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Peter Maloff.



Vancouver, Canada

Chartered Professional Accountants

September 23, 2021

HIVE Blockchain Technologies Ltd.
Consolidated Statements of Financial Position
(Expressed in US dollars unless otherwise indicated)

		March 31, 2021		March 31, 2020
Assets				
Current assets				
Cash	**$**	**40,290,513**	$	5,130,127
Amounts receivable and prepaids (Note 9)		**8,768,109**		9,748,849
Investments (Note 8)		**981,736**		-
Digital currencies (Note 10)		**57,499,720**		3,455,756
		107,540,078		18,334,732
Data centre equipment (Note 11)		**21,598,803**		6,415,700
Deposits (Note 12)		**45,532,751**		1,879,505
Investment in sublease (Note 15)		**76,744**		234,152
Right of use asset (Note 15)		**2,978,284**		2,240,274
Intangible asset (Note 6)		**604,070**		-
Total assets	**$**	**178,330,730**	$	29,104,363
Liabilities and equity				
Current liabilities				
Accounts payable and accrued liabilities	**$**	**3,478,137**	$	2,130,175
Taxes payable		**73,085**		830,742
Current portion of lease liability (Note 15)		**1,910,712**		1,568,458
Loans payable (Notes 14, 26)		**4,396,191**		2,713,073
		9,858,125		7,242,448
Convertible loan - liability component (Note 13)		**6,290,741**		-
Convertible loan - derivative component (Note 13)		**9,418,331**		-
Loans payable (Notes 14, 26)		**17,137,393**		-
Lease liability (Note 15)		**1,153,127**		775,480
Total liabilities		**43,857,717**		8,017,928
Equity				
Share capital (Note 19)		**259,905,407**		188,542,547
Reserves and accumulated other comprehensive income		**5,195,324**		5,711,290
Deficit		**(130,627,718)**		(173,167,402)
Total equity		**134,473,013**		21,086,435
Total liabilities and equity	**$**	**178,330,730**	$	29,104,363

Nature of operations (Note 1)
Commitments and contingencies (Note 16)
Subsequent events (Note 28)

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

		Year ended March 31, 2021		2020
Income from digital currency mining (Note 10)	**$**	**66,697,924**	$	29,219,843
Cost of digital currency mining				
Operating and maintenance costs		**(16,573,050)**		(20,707,315)
Depreciation (Notes 6, 14, 15)		**(10,938,466)**		(6,301,146)
		39,186,408		2,211,382
Revaluation of digital currencies (Note 10)		**24,725,838**		(1,187,507)
Gain on sale of digital currencies (Note 10)		**7,998,493**		1,373,072
Hosting revenue		**996,022**		-
Expenses				
General and administrative (Note 21)		**(5,142,145)**		(4,738,417)
Foreign exchange gain		**1,293,936**		1,340,102
Share-based compensation (Note 19)		**(1,654,346)**		(686,659)
		(5,502,555)		(4,084,974)
Realized gain on investments (Note 8)		**6,639**		1,274,834
Unrealized gain on investments (Note 8)		**794,350**		-
Change in fair value of derivative liability (Note 13)		**(857,702)**		-
Loss on sale of subsidiary (Note 26)		**(23,442,219)**		-
Finance expense (Note 22)		**(1,214,224)**		(418,888)
Net income (loss) before tax for the year		**42,691,050**		(832,081)
Tax expense (Note 18)		**(151,366)**		(830,742)
Net income (loss) for the year	**$**	**42,539,684**	$	(1,662,823)
Other comprehensive income (loss)				
Other comprehensive income (loss) to be reclassified to profit or loss in subsequent periods:				
Translation adjustment		**363,118**		(215,249)
		363,118		(215,249)
Net income (loss) and comprehensive income (loss) for the year	**$**	**42,902,802**	$	(1,878,072)
Basic income (loss) per share	$	0.12	$	(0.01)
Diluted income (loss) per share	$	0.12	$	(0.01)
Weighted average number of common shares outstanding				
Basic (Note 20)		**347,059,039**		326,895,000
Diluted (Note 20)		**366,447,402**		326,895,000

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

	Share capital					Total
	Shares issued	Amount $	Equity reserve $	Cumulative translation adjustment $	Deficit $	equity (deficiency) $
At March 31, 2019	325,675,626	188,027,060	5,473,903	(47,859)	(171,504,579)	21,948,525
Share-based compensation	-	-	686,659	-	-	686,659
Exercise of options	1,469,938	515,487	(186,164)	-	-	329,323
Loss for the year	-	-	-	-	(1,662,823)	(1,662,823)
Translation adjustment	-	-	-	(215,249)	-	(215,249)
At March 31, 2020	327,145,564	188,542,547	5,974,398	(263,108)	(173,167,402)	21,086,435
Share-based compensation	-	-	1,654,346	-	-	1,654,346
Shares offering	16,363,500	64,543,080	-	-	-	64,543,080
Share issuance costs	-	(1,842,480)	-	-	-	(1,842,480)
Quebec acquisition	15,000,000	2,458,470	-	-	-	2,458,470
Exercise of options	7,476,972	5,836,600	(2,056,713)	-	-	3,779,887
Vesting of restricted stock units	1,626,000	342,742	(476,717)	-	-	(133,975)
Shares issued for services	100,000	24,448	-	-	-	24,448
Income for the year	-	-	-	-	42,539,684	42,539,684
Translation adjustment	-	-	-	363,118	-	363,118
At March 31, 2021	**367,712,036**	**259,905,407**	**5,095,314**	**100,010**	**(130,627,718)**	**134,473,013**

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

	For the year ended March 31, 2021	2020
Operating activities		
Income (loss) for the year:	**$ 42,539,684**	$ (1,662,823)
Adjusted for:		
Depreciation	**10,669,991**	6,301,146
Realized gain on investment	**-**	(1,274,834)
Loss on sale of subsidiary	**23,447,719**	-
Unrealized gain on investment	**(794,350)**	-
Change in fair value of derivative liability	**857,702**	-
Accretion on convertible debt - liability portion	**509,704**	-
Share-based compensation	**1,654,346**	686,659
Interest expense	**434,491**	96,258
Changes in non-cash working capital items:		
Amounts receivable and prepaids	**(5,512,346)**	(8,481,265)
Taxes payable	**(757,657)**	830,742
Digital currencies	**(52,483,621)**	5,384,114
Accounts payable and accrued liabilities	**2,383,786**	(1,110,486)
Cash provided by operating activities	**22,949,449**	769,511
Investing activities		
Deposits on equipment	**(43,890,558)**	(1,879,505)
Quebec acquisition	**(967,398)**	-
Investments	**(187,386)**	-
Purchase of mining equipment	**(21,349,503)**	-
Cash divested from sale of subsidiary	**(464,123)**	-
Cash used in investing activities	**(66,858,968)**	(1,879,505)
Financing activities		
Exercise of options	**1,803,432**	329,323
Shares offering	**64,543,080**	-
Issuance of debenture	**15,000,000**	-
Repayment of debenture	**(658,334)**	-
Lease payments made, net of lease payments received	**(2,394,103)**	(670,487)
Cash (used in) provided by financing activities	**78,294,075**	(341,164)
Effect of exchange rate changes on cash	**775,830**	(229,186)
Net increase in cash during the year	**35,160,386**	(1,680,344)
Cash, beginning of year	**5,130,127**	6,810,471
Cash, end of year	**$ 40,290,513**	$ 5,130,127
Supplemental cash flow information		
Share consideration issued for Quebec acquisition (Note 6)	**$ 2,458,470**	$ -
Digital assets in amounts receivable and prepaids	**$ -**	$ 255,616
Digital asset consideration received on investment redemption	**$ -**	$ (3,289,398)
Derecognition of ROU asset sub-leased	**$ -**	$ 300,300
Recognition of right of use assets and lease liabilities	**$ -**	$ 3,151,161
Supplemental disclosures:		
Interest paid	**$ 259,726**	$ -
Income taxes paid	**$ 151,366**	$ -

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

1. Nature of Operations

HIVE Blockchain Technologies Ltd. (the "Company") was incorporated in the province of British Columbia on June 24, 1987. The Company is a reporting issuer in each of the Provinces and Territories of Canada and is listed for trading on the TSXV, under the symbol "HIVE.V", as well on the Nasdaq's Capital Markets Exchange under "HIVE", and on the Open Market of the Frankfurt Stock Exchange under "HBF". The Company's head office is located at Suite 855, 789 Pender Street, Vancouver, BC, V6C 1H2, and the Company's registered office is located at Suite 2500, 700 West Georgia Street, Vancouver, BC, V7Y 1B3.

In connection with the Company's change of business filed in September 2017 ("Change of Business"), the Company acquired digital currency mining data centre equipment in Iceland. Following the initial acquisition, the Company acquired additional data centre equipment in Iceland and Sweden throughout fiscal 2018. Phases one and two of Sweden commenced operations on January 15, 2018 and March 31, 2018 respectively, while phase three commenced operations on April 30, 2018. On April 9, 2020 the Company also acquired a data centre in Quebec, Canada (Note 6). The Company is in the business of providing infrastructure solutions, including the provision of computational capacity to distributed networks, in the blockchain industry. The Company's operations are focused on the mining and sale of digital currencies. Digital currencies are subject to risks unique to the asset class and different from traditional assets. Additionally, at times assets may be held by third party custodians or exchanges that are limited in oversight by regulatory authorities.

The negative impact on the global supply chain related to the COVID-19 pandemic has presented challenges to the Company including increased shipping costs and obtaining equipment from China on a timely basis that has led to delays. Additionally, the Company faces uncertainty in the availability of equipment from suppliers as it relates to the Company's ASIC equipment.

2. Basis of Presentation

(a) Statement of Compliance

These consolidated financial statements, including comparatives, have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and Interpretations issued by the International Financial Reporting Standards Interpretations Committee ("IFRIC").

The consolidated financial statements have been prepared on a historical cost basis except for some financial instruments that have been measured at fair value. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

The Company is in the business of the mining and sale of digital currencies, many aspects of which are not specifically addressed by current IFRS guidance. The Company is required to make judgements as to the application of IFRS and the selection of accounting policies. The Company has disclosed its presentation, recognition and derecognition, and measurement of digital currencies, and the recognition of revenue as well as significant assumptions and judgements; however, if specific guidance is enacted by the IASB in the future, the impact may result in changes to the Company's earnings and financial position as presented.

These consolidated financial statements were approved and authorized for issuance by the Board of Directors on September 23, 2021.

2. Basis of Presentation (continued…)

(b) Consolidation

These consolidated financial statements include the financial statements of the Company and its wholly- owned subsidiaries, which are controlled by the Company (the "Group"). Control is achieved when the parent company is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if, and only if, the Group has all of the following: (i) power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee); (ii) exposure, or rights, to variable returns from its involvement with the investee; and (iii) the ability to use its power over the investee to affect its returns.

The financial statements of subsidiaries are included in these consolidated financial statements from the date that control commences until the date that control ceases. All significant inter-company transactions, balances, income and expenses are eliminated on consolidation.

As of March 31, 2021, the Company had the following wholly owned subsidiaries: HIVE Blockchain Switzerland AG, Bikupa Datacenter AB, Hive Digital Data Ltd., 9376-9974 Quebec Inc., and Liv Eiendom AS. HIVE Blockchain Switzerland AG had one wholly owned subsidiary, HIVE Blockchain Iceland ehf. Liv Eiendom AS had one wholly owned subsidiary, Kolos Norway AS.

(c) Presentation and functional currency

Foreign currency transactions are recorded at the exchange rate as at the date of the transaction. At each statement of financial position date, monetary assets and liabilities are translated using the year end foreign exchange rate. Non-monetary assets and liabilities in foreign currencies other than the functional currency are translated using the historical rate. All gains and losses on translation of these foreign currency transactions are included in the profit and loss. The functional currency for HIVE Blockchain Technologies Ltd. is the Canadian dollar, and it is the US dollar for its other wholly owned subsidiaries.

(d) Comprehensive income (loss)

Total comprehensive income (loss) comprises all components of profit or loss and other comprehensive income (loss). Other comprehensive income (loss) includes gains and losses from translating the financial statements of an entity's whose functional currency differs from the presentation currency.

3. Significant Judgements

(a) Functional currency

The functional currency of the Company has been assessed by management based on consideration of the currency and economic factors that mainly influence the Company's digital currencies, production and operating costs, financing and related transactions. Specifically, the Company considers the currencies in which digital currencies are most commonly denominated and the currencies in which expenses are settled, by each entity, as well as the currency in which each entity receives or raises financing. Changes to these factors may have an impact on the judgment applied in the determination of the Company's functional currency.

(b) Digital assets - accounting

The Company has assessed that it acts in a capacity as a commodity broker trader as defined in IAS 2, *Inventories*, in characterizing certain of its holdings as inventory, or more specifically, digital assets. If assets held by commodity broker-traders are principally acquired for the purpose of selling in the near future and generating a profit from fluctuations in price or broker-traders' margin, such assets are accounted for as inventory, and changes in fair value (less costs to sell) are recognized in profit or loss.

(c) Assessment of transactions as an asset acquisition or business combination

Management determines whether assets acquired and liabilities assumed constitute a business. A business consists of inputs and processes applied to those inputs that have the ability to create outputs. Whether an acquisition is classified as a business combination or asset acquisition can have a significant impact on the presentation made on and after acquisition.

The Company completed the Quebec Acquisition in April 2020 (Note 6) and concluded that the entity acquired qualified as a business combination under IFRS 3, "Business Combinations". Accordingly, the Quebec Acquisition has been accounted for as a business combination.

(d) Income from digital currency mining

The Company recognizes income from digital currency mining from the provision of transaction verification services within digital currency networks, commonly termed "cryptocurrency mining". As consideration for these services, the Company receives digital currency from each specific network in which it participates ("coins"). Income from digital currency mining is measured based on the fair value of the coins received. The fair value is determined using the spot price of the coin on the date of receipt. The coins are recorded on the statement of financial position, as digital currencies, at their fair value less costs to sell and re- measured at each reporting date. Revaluation gains or losses, as well as gains or losses on the sale of coins for traditional (fiat) currencies are included in profit and loss in accordance with the Company's treatment of its digital currencies as a traded commodity.

There is currently no specific definitive guidance in IFRS or alternative accounting frameworks for the accounting for the mining and strategic selling of digital currencies and management has exercised significant judgement in determining appropriate accounting treatment for the recognition of income from digital currency mining for mining of digital currencies. Management has examined various factors surrounding the substance of the Company's operations, including the stage of completion being the completion and addition of a block to a blockchain and the reliability of the measurement of the digital currency received.

3. Significant Judgements (continued…)

(e) Contingencies

Contingencies can be either possible assets or liabilities arising from past events which, by their nature, will be resolved only when one or more uncertain future events occur or fail to occur. Such contingencies include, but are not limited to, litigation, regulatory proceedings, tax matters and losses resulting from other events and developments. The assessment of the existence and potential impact of contingencies inherently involves the exercise of significant judgement regarding the outcome of future events.

4. Significant Estimates

(a) Determination of asset and liability fair values and allocation of purchase consideration

Significant acquisitions require judgements and estimates to be made at the date of acquisition in relation to determining the relative fair value of the allocation of the purchase consideration over the fair value of the assets. The information necessary to measure the fair values as at the acquisition date of assets acquired requires management to make certain judgements and estimates about future performance of these assets.

(b) Carrying value of assets

The Company evaluates each asset or cash generating unit every reporting period to determine whether there are any indications of impairment. If any such indication exists, which is often judgmental, a formal estimate of recoverable amount is performed and an impairment loss is recognized to the extent that the carrying amount exceeds the recoverable amount. The recoverable amount of an asset or cash generating group of assets is measured at the higher of fair value less costs to sell and value in use. The evaluation of asset carrying values for indications of impairment includes consideration of both external and internal sources of information, including such factors as the relationship between mining rewards and the required computing power, digital currency prices, the periodic contribution margin of digital currency mining activities, changes in underlying costs, such as electricity, and technological changes. The estimates and assumptions are subject to risk and uncertainty; hence, there is the possibility that changes in circumstances will alter these projections, which may impact the recoverable amount of the assets. In such circumstances some or all of the carrying value of the assets may be further impaired or the impairment charge reduced with the impact recorded in profit and loss.

(c) Depreciation

Depreciation of data centre equipment is an estimate of its expected life. In order to determine the useful life of computing equipment, assumptions are required about a range of computing industry market and economic factors, including required hashrates, technological changes, availability of hardware and other inputs, and production costs.

4. Significant Estimates (continued…)

(d) Deferred and current taxes

The determination of the Company's tax expense for the year and deferred tax assets and liabilities involves significant estimation and judgement by management. In determining these amounts, management interprets tax legislation in a variety of jurisdictions and makes estimates of the expected timing of the reversal of deferred tax assets and liabilities, the deferral and deductibility of certain items and interpretation of the treatment for tax purposes of digital currencies by taxation authorities. Management also makes estimates of future earnings, which affect the extent to which potential future tax benefits may be used. The Company is subject to assessments by various taxation authorities, which may interpret legislation differently. These differences may affect the final amount or the timing of the payment of taxes. The Company provides for such differences where known based on management's best estimate of the probable outcome of these matters.

(e) Digital currency valuation

Digital currencies consist of cryptocurrency denominated assets (Note 10) and are included in current assets. Digital currencies are carried at their fair value determined by the spot rate less costs to sell. The digital currency market is still a new market and is highly volatile; historical prices are not necessarily indicative of future value; a significant change in the market prices for digital currencies would have a significant impact on the Company's earnings and financial position. Fair value is determined by taking the price of the coins at 2400 hours (per the Central European Time zone) from the exchanges which the Company most frequently uses.

(f) Share-based compensation

The Company utilizes the Black-Scholes Option Pricing Model ("Black-Scholes") to estimate the fair value of stock options granted to directors, officers, employees, consultants and charities. The use of Black- Scholes requires management to make various estimates and assumptions that impact the value assigned to the stock options including the forecast future volatility of the stock price, the risk-free interest rate, dividend yield and the expected life of the stock options. Any changes in these assumptions could have a material impact on the share-based compensation calculation value, however the most significant estimate is the volatility. Expected future volatility can be difficult to estimate as the Company has a limited operating history and is in an emerging industry with no comparable publicly traded competitors at the time of grant. Due to the emerging nature of the industry, volatility estimates require significant estimates. The Company estimated volatility based on historic share prices of companies operating in emerging innovative industries. Historical volatility is not necessarily indicative of future volatility.

5. Significant Accounting Policies

(a) Revenue recognition

The Company recognizes revenue from the provision of transaction verification services within digital currency networks, commonly termed "cryptocurrency mining". As consideration for these services, the Company receives digital currency from each specific network in which it participates ("coins"). Revenue is measured based on the fair value of the coins received. The fair value is determined using the spot price of the coin on the date of receipt. A coin is considered earned on the completion and addition of a block to the blockchain, at which time the economic benefit is received and can be reliably measured. The coins are recorded on the statement of financial position as digital currencies at their fair value and re-measured at each reporting date. This fair value is determined by taking the price of the coins at 2400 hours (per the Central European Time zone) less costs to sell. Revaluation gains or losses, as well as gains or losses on the sale of coins for traditional (fiat) currencies from the exchange which the Company most frequently uses are included in profit or loss.

(b) Data centre equipment

Items of data centre equipment are recorded at cost less accumulated depreciation. Cost includes all expenditures incurred to bring assets to the location and condition necessary for them to be operated in the manner intended by management. Data centre equipment is depreciated on a straight-line basis over a four-year life for graphics processing units ("GPU") equipment and two-year life for application-specific integrated circuit ("ASIC") equipment.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any replaced parts is derecognized. All other repairs and maintenance are charged to profit or loss during the fiscal period in which they are incurred.

Gains and losses on disposal are determined by comparing the proceeds with the carrying amount and are recognized in profit or loss.

(c) Reserves

Equity reserves includes consideration recognized pursuant to share-based compensation and cumulative translation adjustments.

(d) Share capital

For unit offerings, the proceeds from the issuance of units are allocated between common shares and share purchase warrants using the residual method, allocating fair value first to the common shares and then share purchase warrants.

(e) Digital currencies

Digital currencies consist of cryptocurrency denominated assets (Note 10) and are included in current assets. Digital currencies are carried at their fair value less costs to sell and adjusted at each reporting date for revaluation gains and losses through the statement of profit or loss as well as when digital currencies are exchanged or sold for traditional (fiat) currencies, such as the US dollar.

5. Significant Accounting Policies (continued…)

(f) Impairment of non-financial assets

The Company reviews the carrying amounts of its non-financial assets, including data centre equipment, when events or changes in circumstances indicate the assets may not be recoverable. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash generating unit to which the asset belongs. Assets carried at fair value, such as digital currencies, are excluded from impairment analysis.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows to be derived from continuing use of the asset or cash generating unit are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Fair value less costs of disposal is the amount obtainable from the sale of an asset or cash generating unit in an arm's length transaction between knowledgeable, willing parties, less the cost of disposal. When a binding sale agreement is not available, fair value less costs of disposal is estimated using a discounted cash flow approach with inputs and assumptions consistent with those of a market participant. If the recoverable amount of an asset or cash generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash generating unit is reduced to its recoverable amount. An impairment loss is recognized immediately in net income. Where an impairment loss subsequently reverses, the carrying amount of the asset or cash generating unit is increased to the revised estimate of its recoverable amount, such that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized.

(g) Share-based compensation

The Company operates a stock option plan and RSU plan (Note 19). Share-based compensation to employees is measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based compensation to non-employees is measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The corresponding amount is recorded to reserves. The fair value of options is determined using the Black- Scholes pricing model which incorporates all market vesting conditions on grant date. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognized for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest.

(h) Convertible loan

A convertible loan is considered to be a compound financial instrument which requires assessment to determine if it contains a liability and an equity component related to the conversion feature. When the conversion feature is for a variable number of shares, there is no equity component but rather is a potential embedded derivative. An embedded derivative is a component of a hybrid contract that also includes a non- derivative host with the effect that some of the cash flows of the combined instrument vary in a way similar to a stand-alone derivative.

An embedded derivative causes some or all of the cash flows that otherwise would be required by the contract to be modified according to a specified interest rate, financial instrument price, commodity price, foreign exchange rate, or other variable.

5. Significant Accounting Policies (continued…)

(i) Convertible loan (continued…)

The host instrument is accounted for as a hybrid instrument with a debt component and a separate embedded derivative component classified as a liability. The initial carrying amount of the host instrument is the residual amount after separating the embedded derivative which is measured at fair value.

The debt component is subsequently accounted for at amortized cost using the effective interest rate method. The embedded derivative is subsequently measured at fair value at each reporting date, with gains and losses in fair value recognized in profit or loss.

Transaction costs that relate to the issue of the convertible loan are allocated to the liability component and embedded derivative component in proportion to the allocation of the gross proceeds. Transaction costs relating to the embedded derivative liability component are expensed directly in profit or loss and transaction costs relating to the financial liability component are included in the carrying amount of the liability component and are amortized over the expected life of the convertible loan using the effective interest method.

(j) Financial instruments

The classification and measurement of the Company's financial assets and liabilities are as follows:

Financial Assets

(i) Equity instruments at fair value through other comprehensive income ("FVOCI"): This category only includes equity instruments, which the Company intends to hold for the foreseeable future and which the Company has irrevocably elected to so classify upon initial recognition or transition. Equity instruments in this category are subsequently measured at fair value with changes recognized in other comprehensive income, with no recycling of gains or losses to profit or loss upon derecognition. Equity instruments at FVOCI are not subject to an impairment assessment under IFRS 9.

(ii) Amortized cost: This category includes financial assets that are held within a business model with the objective to hold the financial assets in order to collect contractual cash flows that meet the solely principal and interest ("SPPI") criterion. Financial assets classified in this category are carried at amortized cost using the effective interest method.

(iii) Fair value through profit or loss ("FVTPL"): This category includes derivative instruments and quoted equity instruments which the Company has not irrevocably elected, at initial recognition or transition, to classify at FVOCI. This category would also include debt instruments whose cash flow characteristics fail the SPPI criterion or are not held within a business model whose objective is either to collect contractual cash flows, or to both collect contractual cash flows and sell. Financial assets in this category are recorded at fair value with changes recognized in profit or loss.

5. Significant Accounting Policies (continued…)

(j) Financial instruments (continued…)

Financial Liabilities

Financial liabilities are designated as either: (i) fair value through profit or loss; or (ii) other financial liabilities. All financial liabilities are classified and subsequently measured at amortized cost except for financial liabilities at FVTPL. The classification determines the method by which the financial liabilities are carried on the statement of financial position subsequent to inception and how changes in value are recorded.

(k) Income taxes

Current income tax
Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date, in the country where the Company operates and generates taxable income.

Current income tax relating to items recognized directly in other comprehensive income (loss) or equity is recognized in other comprehensive income (loss) or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax
Deferred tax is provided for, based on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

(l) Loss per share

Basic earnings (loss) per share is computed by dividing net earnings (loss) available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted earnings (loss) per share is computed similar to basic earnings (loss) per share except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods.

5. Significant Accounting Policies (continued…)

(l) Intangible assets

Acquired intangible assets are carried at cost less accumulated amortization and impairment. Intangible assets with indefinite lives are not amortized but are reviewed annually for impairment in accordance with the policy related to the impairment of non-financial assets. The estimated useful life and amortization period of the intangible assets acquired is two years.

6. Quebec Acquisition

On April 8, 2020, the Company completed the acquisition of 100% of the common shares of 9376-9974 Quebec Inc. ("9376"), a cryptocurrency mining operation located in Lachute, Quebec from Cryptologic Corp.

In consideration for 100% of the common shares of 9376, the Company paid total consideration of $3,738,809 consisting of:

(i) Issuance of 15,000,000 common shares on closing valued at a price of C$0.23 per common share for a total of $2,458,470 (C$3,450,000); and

(ii) Cash payment of $1,235,873 (C$1,734,315) and a holdback payable of $44,466.

The allocation of the total purchase price to the net assets acquired is as follows:

Prepaid expenses	$	719,699
Data Centre Equipment (Note 11)		2,322,077
Right of use asset (Note 15)		2,469,327
Intangible asset*		872,545
Accounts Payable		(175,512)
Lease liability		(2,469,327)
Net assets acquired	$	3,738,809
Cash paid		1,235,873
Shares issued		2,458,470
Holdback payable		44,466
Total consideration	$	3,738,809

*Intangible asset relates to favourable supply arrangements acquired as part of the business acquisition and is being amortized over the term of the existing facility lease.

7. Norway Acquisition

In May 2018, the Company completed the acquisition of two entities in Norway (the "Norway Acquisition"), Liv Eiendom AS ("Liv Eiendom") and Kolos Norway AS ("Kolos").

As consideration for the acquisition, the Company made cash payments of 55,576,560 Norwegian Kroner ("NOK") (US$6,902,498) to the former shareholders of Kolos, issued 4,750,000 common shares, issued 1,250,000 warrants exercisable at C$1.24 for a period of five years and incurred cash transaction costs of $428,127 related to the acquisition.

The warrant consideration is subject to certain performance conditions whereby a total of 850,000 warrants are exercisable upon the Company's completion of certain milestones, being construction permitting and the commencement of revenue generating activities on the property. The holder of the warrants has no service commitment in relation to the completion of these milestones. The remaining 400,000 warrants have no vesting conditions. The 1,250,000 warrants had a fair value of $715,041 based on the following Black-Scholes assumptions: i) volatility of 94.26%; ii) expected life of 2.86 years; iii) dividend yield of 0.00% and; iv) interest rate of 2.30%.

Assets and liabilities acquired in the Norway Acquisition were recorded at their fair value. Included in liabilities is loans payable of $2,751,081 consisting of principal of NOK 20,915,000 ($2,559,599) and accrued interest of NOK 1,235,764 ($191,482); the loans were due December 31, 2018 and bear interest at a rate of 6% per annum. As the loans were not repaid by the due date of December 31, 2018 the interest rate is now increased to 9% per annum. Refer to Note 14 for the balance of loans payable at March 31, 2021.

The fair value of the land development rights acquired, being $15,002,728, was determined in reference to the excess of the purchase consideration over the fair value of the monetary assets and liabilities acquired. Management has rebutted the presumption in IFRS 2.13 that the fair value of the land rights can be estimated reliably and has instead measured the fair value of the land development rights in reference to the equity instruments granted. This rebuttal was based on the unique nature and lack of market data pertaining to the land development rights. The land development rights, located in Ballangen, Norway, is pledged as security to the above loan and is subject to a right of the Ballangen municipality to reclaim ownership in the event the property is not developed by March 2023, among other conditions.

Consideration:		
4,750,000 common shares at a value of $0.89 (C$1.14) per share:	$	4,233,968
1,250,000 warrants exercisable at C1.24 for five years		715,041
Cash		6,902,498
Transaction costs		428,127
	$	**12,279,634**
Net assets of Norway Acquisition:		
Cash	$	25,193
Land development rights		15,002,728
Other receivables		2,794
Loans payable		(2,751,081)
	$	**12,279,634**

Management assessed whether there were any indicators of impairment under IAS 36. Management has concluded that it is no longer probable that the Company will be able to meet the development conditions of having the property developed by March 2023. As a result, the land development rights are impaired and were written down to $nil as at March 31, 2019.

8. Investments

The Company's investment holdings that are not traded in active markets by the Company are considered investments. Investments are accounted for as financial assets which are initially recognized at fair value and subsequently measured through fair value through profit or loss

As at March 31, 2021, the Company holds a number of non-material investments in both private and public companies valued at $981,736 (March 31, 2021 - $nil).

In November 2018 the Company entered into a subscription agreement with Amber AI for an investment in a fund that holds digital currencies. At the time of the investment in Amber AI, the market value of the digital currency sent to Amber AI totaled $3,342,285.

On July 19, 2019, the Company redeemed its investment held with Amber AI. The redemption was in the form of 14,866 Ethereum coins with a fair market value of $3,289,398.

Realized gain on the sale of investments during the year ended March 31, 2021 was $6,639 (March 31, 2020 - $1,274,834).

Unrealized gain on the sale of investments during the year ended March 31, 2021 was $794,350 (March 31, 2020 - $nil)

9. Amounts Receivable and Prepaids

	March 31, 2021	March 31, 2020
Sales tax receivable	$ 3,586,643	$ 5,215,304
Prepaid expenses and other receivables	1,922,498	644,519
Energy tax receivable	1,443,004	3,633,410
Receivable on sale of subsidiary*	1,815,964	-
Digital assets receivable	-	255,616
Total	**$ 8,768,109**	$ 9,748,849

* Receivable is conditional upon ruling by the by the Swedish Tax Authority related to an ongoing value added tax process. If the ruling is favourable then the amounts will be received; otherwise the amounts will not be collectible. Management has assessed the collectibity using a probability model under a range of scenarios and this receivable reflects the results of that process.

10. Digital Currencies

As at March 31, 2021, the Company's digital currencies consisted of the below digital currencies, with a fair value of $57,499,720 (2020 - $3,455,756). Digital currencies are recorded at their fair value on the date they are received as income from digital currency mining, and are revalued to their current market value less costs to sell at each reporting date.

The Company's holdings of digital currencies consist of the following:

	March 31, 2021	March 31, 2020
Ethereum	$ 38,640,733	$ 2,364,331
Ethereum Classic	-	223,995
Bitcoin	18,858,987	867,430
Total	**$ 57,499,720**	$ 3,455,756

The continuity of digital currencies was as follows:

	March 31, 2021	March 31, 2020
Opening balance	$ 3,455,756	$ 4,158,501
Digital currency mined	66,697,924	29,219,843
Digital assets received	1,057,334	4,261,351
Digital currency sold	(38,437,132)	(32,996,432)
Revaluation adjustment	24,725,838	(1,187,507)
Ending balance	**$ 57,499,720**	$ 3,455,756

During the year ended March 31, 2021 the Company sold digital currencies for proceeds totalling $46,435,625 (March 31, 2020 - $34,369,504) with a cost of $38,437,132 (March 31, 2020 - $32,996,432), and recorded a gain on sale of $7,998,493 (March 31, 2020 - gain of $1,373,072).

11. Data Centre Equipment

Cost	**Data Centres**
Balance, March 31, 2019	$ 82,284,690
Additions	-
Balance, March 31, 2020	82,284,690
Quebec acquisition (Note 6)	2,322,077
Additions*	20,924,181
Balance, March 31, 2021	**$ 105,530,948**

Accumulated depreciation and impairment	
Balance, March 31, 2019	$72,485,734
Depreciation	3,383,256
Balance, March 31, 2020	75,868,990
Depreciation	8,063,155
Balance, March 31, 2021	**$83,932,145**

Carrying amount	
Balance, March 31, 2020	$ 6,415,700
Balance, March 31, 2021	**$21,598,803**

12. Deposits

The Deposits at March 31, 2021 and March 31, 2020 relate to required amounts on account with electricity providers in Sweden and deposits for ASIC and GPU equipment purchases, consisting of:

Description	**March 31, 2021**	March 31, 2020
Vattenfall AB	$ 1,494,617	$ 1,265,907
Bodens Energi	724,456	613,598
Equipment Deposits	43,313,678	-
Total	**$ 45,532,751**	$ 1,879,505

13. Convertible loan

On January 12, 2021, the Company closed its non-brokered private placement of unsecured debentures (the "Debentures"), for aggregate gross proceeds of $15,000,000 with U.S. Global Investors, Inc. ("U.S. Global"). The Interim Executive Chairman of the Company is a director, officer and controlling shareholder of U.S. Global.

The Debentures mature on the date that is 60 months from the date of issuance, bearing interest at a rate of 8% per annum. The Debentures will be issued at par, with each Debenture being redeemable by the Company at any time, and convertible at the option of the holder into common shares (each, a "Share") in the capital of the Company at a conversion price of CAD$3.00 per Share. Interest will be payable monthly and principal will be payable quarterly. In addition, U.S. Global was issued 5.0 million common share purchase warrants (the "Warrants"). Each whole Warrant entitles U.S. Global to acquire one common at an exercise price of CAD$3.00 per Share for a period of three years from closing.

The Company determined that the Convertible Loan contained an embedded derivative and that the conversion feature does not qualify as equity as it does not satisfy the "fixed for fixed" requirement as the number of potential common shares to be issued is contingent on a variable carrying amount for the financial liability. The financial liability is variable because the functional currency of Hive Blockchain Technologies Ltd. is Canadian dollars and the Convertible Loan is denominated in US dollars, therefore the amount of common shares to be issued depends on the foreign exchange rate at the date of settlement. Consequently, the conversion feature is classified as a derivative liability.

The Company allocated the proceeds of $15,000,000 first to derivative component for $8,560,630, with the residual value to the the liabliity component for $6,439,370. The derivative component was valued on initial recognition using the Black-Scholes option pricing model with the following assumptions: a risk-free interest rate of 0.69%; an expected volatility of 105%; an expected life of 2.71 years; a forfeiture rate of zero; and an expected dividend of zero.

Liability Component

	March 31, 2021
Value on initial recognition	$ 6,439,370
Principal payment	(658,333)
Accretion	509,704
Total	**$ 6,290,741**

Derivative Component

	March 31, 2021
Value on initial recognition	$ 8,560,630
Change in fair value of liability	857,702
Total	**$ 9,418,331**

The derivative component is re-valued each reporting period. As at March 31, 2021, the derivative component was revalued at $9,418,331 using the Black-Scholes option pricing model with the following assumptions: a risk-free interest rate of 1.75%; an expected volatility of 105%; an expected life of 2.63 years; a forfeiture rate of zero; and an expected dividend of zero. Accordingly, the Company recorded a change in the fair value of the derivative liability of $857,702.

14. Loans Payable

As part of the Norway Acquisition (Note 7) the Company assumed loans with a principal balance of $2,559,599 (NOK 20,915,000). The loans from the Norway Acquisition are in default as at March 31, 2021. A continuity of the loan balance from the date of the Norway Acquisition to March 31, 2021 is as follows:

	Norway (Note 29)	Boden (Note 27)	Total
Balance - March 31, 2019	$ 2,827,024	$ -	$ 2,827,024
Interest	166,846	-	166,846
Foreign exchange movement	(280,797)	-	(280,797)
Balance - March 31, 2020	2,713,073	-	2,713,073
Additions (Note 27)	-	18,361,495	18,361,495
Interest	207,678	-	207,678
Foreign exchange movement	251,338	-	251,338
Balance - March 31, 2021	3,172,089	18,361,495	21,533,584
Less: Current portion	(3,172,089)	(1,224,102)	(4,396,191)
Non-current portion	**$ -**	**$ 17,137,393**	**$ 17,137,393**

15. Right of Use Asset and Lease Liability

The Company adopted a new lease standard and recognized $360,361 of lease liability on April 1, 2019. The lease liability was measured at the present value of the remaining lease payments of $360,361 as of April 1, 2019, discounted using an incremental borrowing rate of that date of 6%. The Company recorded a right of use asset of the same amount which relates to its long-term office lease. Depreciation of the right of use asset is calculated using the straight-line method over the remaining lease term.

During the year ended March 31, 2021, the Company recognized interest expense on the lease liability of $236,600 which was recorded within finance expense.

Cost	**Right of Use Assets**
Balance, March 31, 2019	$ -
Transition to IFRS 16	360,361
Additions	2,730,877
Derecognition on sub-lease	(360,361)
Adjustment for change in variable payments based on rate or index	59,923
Balance, March 31, 2020	$ 2,790,800
Additions (Note 6)	2,469,327
Foreign exchange	493,001
Balance, March 31, 2021	**$ 5,753,128**
Accumulated Depreciation	
Balance, March 31, 2019	$ -
Depreciation	(610,587)
Derecognition on sub-lease	60,061
Balance, March 31, 2020	$ (550,526)
Depreciation	(2,181,512)
Foreign exchange	(42,806)
Balance, March 31, 2021	**$ (2,774,844)**
Carrying Amount	
Balance, March 31, 2020	$ 2,240,274
Balance, March 31, 2021	**$ 2,978,284**

15. Right of Use Asset and Lease Liability (continued…)

		Lease Liability
Balance, March 31, 2019	$	-
Transition to IFRS 16		360,361
Additions		2,730,877
Lease payments made		(762,908)
Interest expense on lease liabilities		87,852
Adjustment for change in variable payments based on rate or index		(72,244)
Balance, March 31, 2020	$	2,343,938
Additions (Note 6)		2,469,327
Lease payments made		(2,561,297)
Interest expense on lease liabilities		236,600
Foreign exchange		575,271
		3,063,839
Less: current portion		(1,910,712)
Balance, March 31, 2021	**$**	**1,153,127**

Lease Disclosures		
Interest expense on lease liabilities	$	236,600
Income from sub-leasing	$	9,786
Total cash outflow for leases	$	2,561,297

Maturity Analysis - Undiscounted Contractual Payments		
Less than 1 year	$	2,015,361
1 to 2 years	$	954,240
2 to 3 years	$	238,560
	$	**3,208,161**

During the year ended March 31, 2020, the Company sub-leased the office space to an arm's length tenant. The Company has recorded a net investment in sublease of $360,361 measured at either an amount equal to the leased asset or the carrying amount as if IFRS 16 had been applied since the commencement date, discounted using the incremental borrowing rate on April 1, 2019. The following is a reconciliation of the changes in the net investment in sublease:

Balance, March 31, 2019	$	-
Recognition of sublease		300,300
Lease accretion		26,273
Receipts		(92,421)
Balance, March 31, 2020	$	234,152
Lease accretion		9,786
Receipts		(167,194)
Balance, March 31, 2021	**$**	**76,744**

16. Commitments and contingencies

(a) Service agreements

The Company has a service agreement to operate and maintain their data centre computing equipment for the purpose of mining crypto currency on the cloud. As part of the arrangement, proprietary software is installed on the Company's computing equipment to assist in optimizing the use of the equipment.

(b) Power purchase agreement

The Company has a supplemental power pricing arrangement that was entered into in order to fix 12 MW of electricity consumption each month at a set price. The fixed price agreement was assessed and is being accounted for as an executory contract whereby the monthly electricity costs are expensed as incurred.

(c) Capital and other commitments:

There were no capital or other commitments at the current or prior year end in addition to the commitments disclosed above.

(d) Obligations on Mining equipment

The Company had purchase commitments of $44,589,100.

17. Related Party Transactions

The Company had the following related party transactions not otherwise disclosed in these consolidated financial statements:

a) As at March 31, 2021, the Company had $49,288 (March 31, 2020 - $182,787) due to directors for the reimbursement of expenses included in accounts payable and accrued liabilities.

Key Management Compensation

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 consist of members of the Company's Board of Directors and corporate officers.

For the year ended March 31, 2021, key management compensation includes salaries and wages paid to key management personnel and directors of $743,684 (March 31, 2020 - $687,697) and share-based payments of $1,326,049 (March 31, 2020 - $450,436).

18. Income Taxes

A reconciliation of income taxes at statutory rates with the reported taxes is as follows:

	March 31, 2021	March 31, 2020
Income (loss) for the year from continuing operations before	**$ 42,691,050**	$ (832,081)
Expected income tax (recovery)	$ 11,527,336	$ (224,258)
Change in statutory, foreign tax, foreign exchange rates and other	(13,449,000)	(1,342,000)
Permanent differences	4,799,000	260,000
Impact on sale of subsidiary	3,924,000	-
Share issue cost	(497,000)	-
Adjustment to prior years provision and other	1,803,000	11,155,000
Change in unrecognized deductible temporary differences	(7,956,000)	(9,018,000)
Tax recovery (expense)	**$ 151,336**	$ 830,742
Current income tax	$ 151,336	$ 830,742
Deferred income tax	-	-
Total income tax	**$ 151,336**	$ 830,742

The significant components of the Company's deductible temporary differences, unused tax losses and unused tax credits not included in deferred tax assets/liabilities:

	March 31, 2021	March 31, 2020	Expiry
Intangible asset	$ 6,209,000	$ -	2020 - 2039
Share issue costs and other	5,162,000	8,758,000	2041 - 2045
Loss carryforwards	75,393,000	87,023,000	2025 - Indefinite
Digital currencies	-	9,434,000	NA
Intercompany loan	12,884,000	-	NA
Data centre equipment	4,368,000	14,249,000	NA
	$ 104,016,000	$ 119,464,000	

19. Equity

(a) Authorized

Unlimited common shares without par value
Unlimited preferred shares without par value

(b) Issued and fully paid common shares

During the year ended March 31, 2021, the Company:

- Issued 15,000,000 common shares with a value of C$3,450,000 ($2,458,470) to Cryptologic Corp. in connection to the acquisition of 9376-9974 Quebec Inc.
- Issued 100,000 common shares with a value of C$22,875 ($24,448) to a contractor in exchange for services completed.
- Issued 1,626,000 common shares with a value of $584,244 pursuant to the vesting of 1,626,000 restricted share-units. An amount of $241,502 was reallocated from reserves to share capital in connection with the vesting of these restricted share-units
- Issued 7,476,972 common shares for proceeds of C$4,673,819 ($3,779,887) pursuant to the exercise of 187,500 options at a price of C$0.29, 5,625,000 options at a price of C$0.30 per option, 300,000 options at a price of C$0.62 per option, 1,344,472 options at a price of C$2.00 per option, and 20,000 options at a price of C$2.85 per option. An amount of $2,056,713 was reallocated from reserves to share capital in connection with the exercise of these options.
- Issued 16,363,500 common shares (the "ATM Shares") pursuant to the ATM Equity Program for proceeds of C$81,726,582 ($64,543,080). The ATM Shares were sold at prevailing market prices, for an average price per ATM Share of C$4.99. Pursuant to the Equity Distribution Agreement , a cash commission of $1,842,480 on the aggregate gross proceeds raised was paid to the agent in connection with its services under the Equity Distribution Agreement.
- Subsequent to the year ended March 31, 2021, the Company issued 6,897,700 common shares (the "ATM Shares") pursuant to the ATM Equity Program for proceeds of C$26,808,163 ($21,484,385). The ATM Shares were sold at prevailing market prices, for an average price per ATM Share of C$3.94. Pursuant to the Equity Distribution Agreement, a cash commission of $644,532 on the aggregate gross proceeds raised was paid to the agent in connection with its services under the Equity Distribution Agreement.

During the year ended March 31, 2020, the Company:

- Issued 1,469,938 common shares for proceeds of C$440,981 ($329,323) pursuant to the exercise of 1,469,938 options at a price of C$0.30 per option. An amount of $186,164 was reallocated from reserves to share capital in connection with the exercise of these options.

As at March 31, 2021 no common shares were held in escrow.

(c) Stock options

The Company has established a rolling Stock Option Plan (the "Plan"). Under the Plan, the number of shares reserved for issuance may not exceed 10% of the total number of issued and outstanding shares and, to any one optionee, may not exceed 5% of the issued shares on a yearly basis. The maximum term of each option shall not be greater than 10 years. The exercise price of each option shall not be less than the market price of the Company's shares at the date of grant. Options granted to Consultants performing Investor Relations activities shall vest over a minimum of 12 months with no more than 1/4 of such options vesting in any 3-month period. All other options vest at the discretion of the Board of Directors.

19. Equity (continued…)

(c) Stock options (continued…)

Following is a summary of changes in stock options outstanding for the year ended March 31, 2021:

	Outstanding		Weighted average exercise price
Balance, March 31, 2019	20,216,952	C$	0.61
Granted	3,000,000		0.29
Forfeited	(853,846)		1.03
Exercised	(1,469,938)		0.30
Balance, March 31, 2020	20,893,168	C$	0.57
Granted	1,138,000		4.52
Forfeited	(1,000,000)		0.62
Exercised	(7,476,972)		0.63
Balance, March 31, 2021	13,554,196	C$	0.87

The stock options outstanding and exercisable as at March 31, 2021, are as follows:

Outstanding	Exercisable	Exercise price		Expiry date
676,502	676,502	C$	0.30	September 14, 2022
10,000	-		3.14	February 11, 2026
5,075,000	5,075,000		0.30	September 14, 2027
1,122,194	1,122,194		2.00	October 11, 2027
250,000	250,000		2.00	March 26, 2028
2,000,000	2,000,000		0.62	September 18, 2028
500,000	500,000		0.27	December 21, 2028
2,812,500	1,406,250		0.29	February 10, 2030
100,000	37,500		0.38	May 29, 2030
8,000	8,000		2.16	December 24, 2030
1,000,000	-		5.00	February 23, 2031
13,554,196	11,075,446			

*Subsequent to March 31, 2021, the Company granted options to acquire 175,000 common shares exercisable at C$5.03 expiring April 6, 2031, 550,000 common shares exercisable at C$3.67 expiring April 29, 2031, and 50,000 common shares exercisable at C$2.99 expiring June 4, 2026, 215,577 options were also exercised for proceeds of C$303,654

(d) Warrants

Following is a summary of changes in warrants outstanding for the year ended March 31, 2021:

	Warrants outstanding		Weighted average exercise price
Balance, March 31, 2019	50,080,150	C$	3.83
Expired	(48,830,150)		3.90
Balance, March 31, 2020	1,250,000	C$	1.24
Issued	5,000,000		3.00
Balance, March 31, 2021	6,250,000	C$	2.65

The warrants outstanding and exercisable as at March 31, 2021, are as follows:

Outstanding	Exercisable		Exercise price	Expiry date
1,250,000*	400,000	C$	1.24	May 22, 2023
5,000,000	5,000,000	C$	3.00	January 12, 2024
6,250,000	5,400,000			

19. Equity (continued…)

(d) Warrants (continued…)

* Of the 1,250,000 warrants granted as part of the Norway Acquisition (Note 7), 400,000 vest upon the receipt of all regulatory permits required to commence construction of a digital currency mining data centre in Ballangen Norway. A further 450,000 warrants vest upon the commencement of the mining of digital currency or other revenue generating activity on the property.

(e) Restricted share-units

The Company has established a Restricted Share Unit Plan (the "RSU Plan"). Under the RSU Plan, together with any other share compensation arrangement, the number of shares reserved for issuance may not exceed 10% of the total number of issued and outstanding shares and, to any one optionee, may not exceed 5% of the issued shares on a yearly basis. Currently, the RSU Plan has a limit of 10 million shares, which is not rolling. The Board may in its own discretion, at any time, and from time to time, grant RSUs to any employee, director or consultant of the Company or its subsidiaries (collectively, "Eligible Persons"), other than persons conducting investor relations activities, subject to the limitations set forth in the RSU Plan. The Board may designate one or more performance periods under the RSU Plan. In respect of each designated performance period and subject to the terms of the RSU Plan, the Board may from time to time establish the grant date and grant to any Eligible Person one or more RSUs as the Board deems appropriate.

Following is a summary of changes in restricted share units outstanding for the year ended March 31, 2021:

	Outstanding
Balance, March 31, 2019	-
Granted	3,100,000
Balance, March 31, 2020	3,100,000
Granted	310,000
Exercised	(1,626,000)
Balance, March 31, 2021	1,784,000

Subsequent to March 31, 2021, 517,500 shares were were issued under the RSU plan.

(f) Share-based compensation

During the year ended March 31, 2021, $936,127 (March 31, 2020 - $524,953) of share-based compensation expense was recognized in relation to the vesting of options, and $718,219 (March 31, 2020 - $161,706) of share-based compensation expense was recognized in relation to the vesting of RSU's.

The following weighted average assumptions were used for the valuation of the stock options:

	2021	2020
Risk-free interest rate	0.42%	1.32%
Expected life (years)	5.00	6.00
Annualized volatility	105%	120%
Dividend rate	0.00%	0.00%

20. Income and loss per share

Income (loss) per common share represents net income (loss) for the year divided by the weighted average number of common shares outstanding during the year.

Diluted income (loss) per share is calculated by dividing the applicable net income (loss) by the sum of the weighted average number of common shares outstanding and all additional common shares that would have been outstanding if potentially dilutive common shares had been issued during the year.

	Year ended March 31, 2021	**Year ended March 31, 2020**
Basic weighted average number of common shares outstanding	347,059,039	326,895,000
Effect of dilutive stock options and warrants	13,259,446	-
Effect of convertible loan	6,128,917	-
Diluted weighted average common shares outstanding	366,447,402	326,895,000

21. General and administrative expenses

General and administrative expenses were comprised of the following for the years ending:

	March 31, 2021	March 31, 2020
Management fees, salaries and wages	$ 598,629	$ 761,373
Marketing	466,429	95,848
Office, administration, and regulatory	2,061,063	1,409,627
Professional fees, advisory, and consulting	2,005,562	2,163,987
Travel	10,462	307,582
Total	**$ 5,142,145**	$ 4,738,417

22. Finance expense

Finance expense was comprised of the following for the years ending:

	March 31, 2021	March 31, 2020
Interest on convertible loan	$ 769,946	$ -
Interest on loans payable	207,678	331,036
Interest on lease liabilities	236,600	87,852
Total	**$ 1,214,224**	$ 418,888

23. Financial Instruments and Risk Management

The investments measured at fair value are classified into one of the three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values, with the designation based upon the lowest level of input that is significant to the fair value measurement. The three levels of the fair value hierarchy are:

Level 1 Inputs: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.

Level 2 Inputs: Quoted prices for similar assets or liabilities in active markets, or quoted prices for identical or similar assets or liabilities in markets that are not active, or other observable inputs other than quoted prices.

Level 3 Inputs: Unobservable inputs for the asset or liability (Unobservable inputs reflect management's assumptions on how market participants would price the asset or liability based on the information available).

Valuation of Assets that use Level 2 Inputs ("Level 2 Assets"). The fair value of Level 2 assets would use the quoted price from the exchanges which the Company most frequently uses, with no adjustment.

The Company is exposed, in varying degrees, to a variety of financial related risks. The fair value of the Company's financial instruments, including cash, amounts receivable, investments, and accounts payable and accrued liabilities approximates their carrying value due to their short-term nature. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts as at March 31, 2021. The majority of cash is deposited in bank accounts held primarily with one major bank in Canada so there is a concentration of credit risk. This risk is managed by using a major bank that is a high credit quality financial institution as determined by rating agencies.

For the custody of its digital currencies, the Company uses the services of two financial institutions through custodial agreements, one financial institution located in Liechtenstein and another in the United States.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk by maintaining cash balances to ensure that it is able to meet its short term and long-term obligations as and when they fall due. The Company manages company-wide cash projections centrally and regularly updates projections for changes in business and fluctuations cause in digital currency prices and exchange rates.

23. Financial Instruments and Risk Management (continued…)

Foreign currency risk

Currency risk relates to the risk that the fair values or future cash flows of the Company's financial instruments will fluctuate because of changes in foreign exchange rates. Exchange rate fluctuations affect the costs that the Company incurs in its operations as well as the currency in which the Company has historically raised capital.

The Company's presentation currency is the US dollar and major purchases are transacted in US dollars, while all financing equity to date has been completed in Canadian dollars. As the Company operates in an international environment, some of the Company's financial instruments and transactions are denominated in currencies other than an entity's functional currency. A portion of the Company's general and administrative costs are incurred mainly in currencies separate from each entity's functional currency, such as Swiss Francs, the Euro, the Swedish Krona, the Norwegian Krone, and Icelandic Krona. The fluctuation of these currencies in relation to the US dollar will consequently impact the profitability of the Company and may also affect the value of the Company's assets and liabilities and the amount of shareholders' equity.

The Company's net monetary position in the significant foreign currencies as of March 31, 2021 is summarized below with the effect on comprehensive income of a 10% fluctuation of each currency relative to the functional currency of the entity holding it to the USD dollar:

	Net Monetary Position March 31, 2021 (USD$ equivalent)	Impact of 10% variance in foreign exchange rate (in foreign currency)
US Dollars	38,849,027	3,531,730
Canadian Dollars	321,373	23,204
Euros	2,433	259
Swiss Francs	(69,278)	6,677
Swedish Krona	2,443,606	25,456
Norwegian Krone	(2,800,814)	29,819
Icelandic Krona	684,920	493

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to interest rate risk is limited and only relates to its ability to earn interest income on cash balances at variable rates. Changes in short term interest rates will not have a significant effect on the fair value of the Company's cash account.

Price Risk

Price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk or foreign currency risk. The Company is not exposed to any significant price risks with respect to its financial instruments.

24. Digital Currency and Risk Management

Digital currencies are measured using Level 2 inputs (Note 10).

Digital currency prices are affected by various forces including global supply and demand, interest rates, exchange rates, inflation or deflation and the global political and economic conditions. The profitability of the Company is directly related to the current and future market price of coins; in addition, the Company may not be able liquidate its inventory of digital currency at its desired price if required. A decline in the market prices for coins could negatively impact the Company's future operations. The Company has not hedged the conversion of any of its coin sales or future mining of digital currencies.

Digital currencies have a limited history and the fair value historically has been very volatile. Historical performance of digital currencies are not indicative of their future price performance. The Company's digital currencies currently consist of Ethereum, Ethereum Classic, and Bitcoin. The table below shows the impact of the 25% variance in the price of each of these digital currencies on the Company's earnings before tax, based on their closing prices at March 31, 2021.

	Impact of 25% variance in price
Ethereum	$ 9,608,671
Ethereum Classic	1,286
Bitcoin	4,749,386

25. Capital Management

The Company manages its capital to maintain its ability to continue as a going concern and to provide returns to shareholders and benefits to other stakeholders. The capital structure of the Company consists of equity comprised of issued share capital and reserves.

The Company manages its capital structure and makes adjustments to it in light of economic conditions. The Company, upon approval from its Board of Directors, will balance its overall capital structure through new share issues or by undertaking other activities as deemed appropriate under the specific circumstances.

The Company is not subject to externally imposed capital requirements and the Company's overall strategy with respect to capital risk management remains unchanged from the year ended March 31, 2020.

26. Loss on Sale of Subsidiary

On March 31, 2021, the Company completed the sale of the net assets of Boden Technologies AB:

Consideration:		
Cash	$	10
Receivable[1]		1,821,454
		1,821,464
Less: Net assets derecognized		(25,263,683)
Loss on disposal	**$**	**(23,442,219)**

1) Receivable is conditional upon ruling by the by the Swedish Tax Authority related to an ongoing value added tax process. If the ruling is favourable then the amounts will be received; otherwise the amounts will not be collectible. Management has assessed the collectibity using a probability model under a range of scenarios and this receivable reflects the results of that process.

		March 31, 2021
Assets		
Current assets		
Cash and equivalents	**$**	**464,123**
Amounts receivable and prepaids		**7,693,866**
		8,157,989
Receivable from Bikupa		18,361,495
Data centre equipment		-
Deposits		-
Investment in sublease		-
Right of use asset		-
Total assets	**$**	**26,519,484**
Liabilities and equity		
Current liabilities		
Accounts payable and accrued liabilities	**$**	**1,255,801**
Lease liability		-
Total liabilities		**1,255,801**
Net Assets	**$**	**25,263,683**

As part of the sale, the Company incurred a loan payable of $18,361,495 to Boden, of which $1,223,702 is current. The loan payble has an amortization term of 15 years under which annual principal and interest payments are required. Interest is set at the Swedish Government Borrowing Rate +1% . The loan payable is contingently forgiven based on a favourable ruling from the Swedish Tax Authority on the ongoing value tax assessment.

27. Segmented Information

The Company operates in one segment, the mining and sale of digital currencies. External revenues are attributed by geographical location, based on the country from which services are provided.

March 31, 2021	Canada	Sweden	Iceland	Switzerland	Norway	Bermuda	Total
Income from digital currency mining	$ 22,602,105	$ -	$ -	$ 624,475	$ -	$ 43,471,344	$ 66,697,924

March 31, 2020	Canada	Sweden	Iceland	Switzerland	Norway	Total
Income from digital currency mining	$ 24,869,473	$ -	$ -	$ 4,350,370	$ -	$ 29,219,843

The Company's non-current tangible assets are located in the following jurisdictions:

March 31, 2021	Canada	Sweden	Iceland	Switzerland	Norway	Bermuda	Total
Data centre equipment	$ 5,519,758	$ 12,849,969	$ 3,229,076	$ -	$ -	$ -	$ 21,598,803
ROU Asset	1,928,889	1,049,395	-	-	-	-	2,978,284
	$ 7,448,647	$ 13,899,364	$ 3,229,076	$ -	$ -	$ -	$ 24,577,087

March 31, 2020	Canada	Sweden	Iceland	Switzerland	Norway	Total
Data centre equipment	$ -	$ 5,712,764	$ 702,936	$ -	$ -	$ 6,415,700
ROU Asset	-	2,240,274	-	-	-	2,240,274
	$ -	$ 7,953,038	$ 702,936	$ -	$ -	$ 8,655,974

28. Subsequent Events

Acquisition of GPU Atlantic Inc.

On April 15, 2021, the Company completed the acquisition of 100% of the common shares of GPU Atlantic. In consideration for 100% of GPU Atlantic, the Company paid total consideration of 5,000,000 common shares on closing valued at a total of $18.7 million (C$23.7 million). 1,000,000 of the common shares were allocated to a holdback and to GPU One earn-out upon delivery of certain earn-out conditions.

GPU Atlantic has a 50-megawatt data centre campus located in New Brunswick, Canada.

Current assets	$ 671,709
Data centre equipment	12,898,994
Land	662,910
Buiding	4,576,290
Sales taxes refunds	75,780
Intangible assets	3,947,481
Goodwill	10,469,997
Accounts payable	(3,198,591)
Long-term debt	(11,410,351)
Net Assets Acquired	$ 18,694,219
Consideration paid	18,694,219
Total Consideration	$ 18,694,219

The purchase price allocation for acquisitions reflects various fair value estimates which are subject to change within the measurement period. The primary areas of purchase price allocation that are subject to change relate to the fair values of certain tangible assets, the valuation of intangible assets acquired, and residual goodwill. Measurement period adjustments that the Company determines to be material will be applied retrospectively to the period of acquisition in the Company's consolidated financial statements and, depending on the nature of the adjustments, other periods subsequent to the period of acquisition could also be affected. The Company expects to finalize the accounting for the acquisition by March 31, 2022.

28. Subsequent Events (continued…)

Sale of Noregian Subsidiary Kolos

On May 10, 2021, the Company has sold its Norwegian subsidiary Kolos to the local municipality Narvik under a share purchase agreement. Under the agreement the Company transferred all of the shares of Kolos to the municipality of Narvik, along with a $200,000 payment.

Investment in DeFi

On April 21, 2021, the Company completed a share swap transaction with DeFi Technologies Inc. (“DeFi Technologies”), pursuant to which HIVE received 10,000,000 common shares of DeFi Technologies, in exchange for 4,000,000 common shares of the Company, valued at C$16 million.

The following discussion is management's assessment and analysis of the results of operations, cash flows and financial condition of HIVE Blockchain Technologies Ltd. ("HIVE" or the "Company") on a consolidated basis for the three months and year ended March 31, 2021, and should be read in conjunction with the accompanying audited consolidated financial statements and related notes for the year ended March 31, 2021. These documents and additional information regarding the business of the Company are available on the System for Electronic Document Analysis and Retrieval ("SEDAR") at www.sedar.com, and the Company's website at www.hiveblockchain.com. The preparation of financial data is in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and all figures are reported in United States dollars unless otherwise indicated.

During the period ended September 30, 2017, the Company changed its presentation currency to the United States dollar ("USD" or "$"). Accordingly, all comparative amounts have been presented in USD using the foreign exchange rate in effect at the date of the transactions. This Management's Discussion & Analysis contains information up to and including September 23, 2021.

BUSINESS OVERVIEW

HIVE Blockchain Technologies Ltd. is a growth oriented, TSX Venture Exchange ("TSXV") and Nasdaq's Capital Markets Exchange ("NASDAQ") listed company building a bridge from the blockchain sector to traditional capital markets. HIVE owns state-of-the-art green energy-powered data centre facilities in Canada, Sweden, and Iceland which produce newly minted digital currencies like Bitcoin and Ethereum continuously on the cloud. Our deployments provide shareholders with exposure to the operating margins of digital currency mining as well as a portfolio of crypto-coins. Currently, HIVE's cryptocurrency mining operations are all powered by green energy, either renewable hydroelectricity or geothermal energy, and consist of: 1) A Bitcoin mining operation at a leased facility in Quebec, Canada, currently equipped with approximately 3,100 new generation ASIC mining rigs with an aggregate operating hash rate of approximately 226 petahashes per second (PH/s), utilizing approximately 9 megawatts (MW) power but with available power capacity of 30 MW. Approximately 75% of the Bitcoin mining power is being utilized by HIVE for self-mining while HIVE is hosting the remaining 25% on behalf of an institutional client; 2) In Sweden, a leased facility equipped with approximately 13,000 custom and efficient GPU rigs with an aggregate operating hash rate of approximately 3,030 gigahashes per second (GH/s) currently mining Ethereum and utilizing approximately 14 MW power; and, 3) In Iceland, a leased facility equipped with approximately 4,400 custom and efficient GPU rigs with an aggregate operating hash rate of approximately 576 GH/s currently mining Ethereum and utilizing approximately 3.5 MW power. These operations provide shareholders with exposure to the operating margins of digital currency mining which the Company believes is currently the most profitable application of the Company's computing power.

The Company recognizes income from the provision of transaction verification services, known as 'cryptocurrency mining', for which the Company receives digital currencies and records them at their fair value on the date received.

FY 2021 Highlights

- Generated income from digital currency mining of $66.7 million, with a gross mining margin [1] of $39.2 million
- Mined 595 Bitcoin and over 96,300 Ethereum during the year ended March 31, 2021
- Earned net income of $42.5 million for the year
- Working capital increased by $86.6 million during the year ended March 31, 2021
- Digital currency assets of $57.5 million, as at March 31, 2021

[1] Non-IFRS measure. A reconciliation to its nearest IFRS measures is provided under "Reconciliations of Non-IFRS Financial Performance Measures" below.

The Company is a reporting issuer in each of the Provinces and Territories of Canada and is listed for trading on the TSXV, under the symbol "HIVE.V", as well as on the NASDAQ under "HIVE" and on the Open Market of the Frankfurt Stock Exchange under HBF. The Company's head office is located at Suite 855, 789 West Pender Street, Vancouver, BC, V6C 1H2, and the Company's registered office is located at Suite 2500, 700 West Georgia Street, Vancouver, BC, V7Y 1B3.

DEFINED TERMS

ASIC:	An ASIC (application-specific integrated circuit) is a microchip designed for a special application, such as a particular kind of transmission protocol or a hand-held computer. In the context of digital currency mining ASICs have been designed to solve specific hashing algorithms efficiently, including for Bitcoin mining.
Bitcoin or BTC	Bitcoin refers to the native token of the Bitcoin network which utilizes the SHA-256 algorithm. Bitcoin is a peer-to-peer payment system and the digital currency of the same name which uses open source cryptography to control the creation and transfer of such digital currency.
Bitcoin Network	The network of computers running the software protocol underlying Bitcoin and which network maintains the database of Bitcoin ownership and facilitates the transfer of Bitcoin among parties.
Blockchain	A Blockchain is an immutable, decentralized public transaction ledger which records transactions, such as financial transactions in cryptocurrency, in chronological order. Bitcoin and Ethereum are the largest examples of a public blockchain.
Ether or ETH or Ethereum:	Ether, ETH or Ethereum refers to the native token of the Ethereum Network which utilizes the ethash algorithm. Ethereum is a global, open-source platform for decentralized applications. Ethereum, ETH and Ether are used interchangeably to refer to the cryptocurrency.
Ethereum Classic:	Ethereum Classic refers to the native token of the Ethereum Classic Network.
GPU:	A GPU or Graphics Processing Unit, is a programmable logic chip (processor) specialized for display functions. GPUs have proven to be efficient at solving digital currency hashing algorithms.
Hashrate:	Hashrate is a measure of mining power whereby the expected income from mining is directly proportional to a miner's hashrate normalized by the total hashrate of the network.
Mining:	Mining refers to the provision of computing capacity (or hashing power) to secure a distributed network by creating, verifying, publishing and propagating blocks in the blockchain in exchange for rewards and fees denominated in the native token of that network (i.e. Bitcoin or Ethereum, as applicable) for each block generated.
Network Difficulty:	Network difficulty is a measure of how difficult it is to find a hash below a given target.
Proof of Work:	Under proof of work consensus miners performing computational work on the network update the ledger; miners are incentivized to protect the network and put forth valid transactions because they must invest in hardware and electricity for the opportunity to mine coins on the network. The success of a miner's business relies on the value of the currency remaining above the cost to create a coin.
Proof of Stake	Under proof of stake consensus stakers who have sufficiently large coin balances 'staked' on the network update the ledger; stakers are incentivized to protect the network and put forth valid transactions because they are heavily invested in the network's currency.
Revaluation of Digital Currencies:	Refers to the recognition of fair value adjustments to digital currency holdings based on available market prices at a point in time.
SHA-256:	SHA-256 is a cryptographic Hash Algorithm. A cryptographic hash is a kind of 'signature' for a text or a data file. SHA-256 generates an almost-unique 256-bit (32-byte) signature for a text. The most well-known cryptocurrencies that utilize the SHA-256 algorithm are Bitcoin and Bitcoin Cash.

OUTLOOK

Operations

The Company has been continuing to utilize cash flows generated from its Ethereum mining operations to upgrade and expand its Ethereum mining equipment and to support the scaling up of its recently acquired Bitcoin mining operations in Canada.

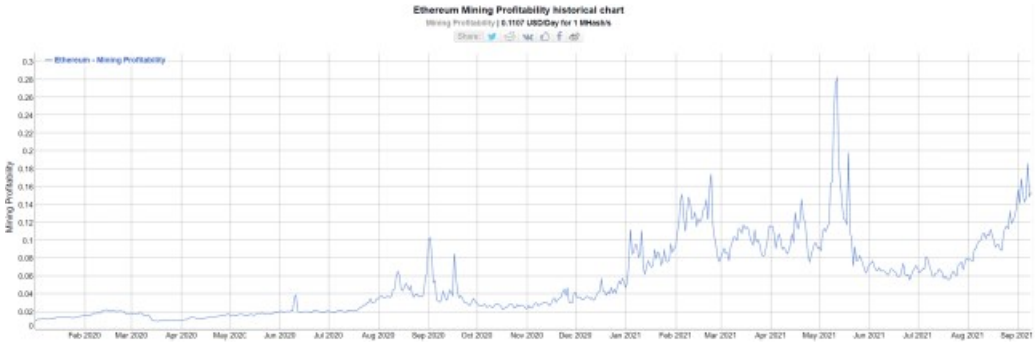
COVID-19 and Upgrade Program

As it relates to the continuing impact from the COVID-19 virus, through the past year HIVE has enacted various measures to protect its employees and partners and prevent disruption to operations because of COVID-19, in alignment with local governments as well as national and international agency recommendations. These include ceasing non-essential travel and having employees work remotely. The Company has reduced staff on site at its locations through aggressive work at home policies; however, the Company has been able to maintain full uptime of its cryptocurrency mining operations and its data centres and its supply chain continues to operate with only minimal disruption. The Company operates with a lean administrative structure and has few employees, as cryptocurrency mining is not a human capital-intensive industry. The Company's data centres are in sparsely populated areas near the Arctic Circle in Europe, in rural Quebec and New Brunswick. Most operations management can be accomplished remotely, and any necessary equipment maintenance can be achieved by minimal staff utilizing personal protective equipment and maintaining physical distancing. However, the Company continues to be at risk of operational inefficiencies directly related to COVID-19 because of difficulties in the mobility of the Company's technical employees within Europe. These mobility issues have alleviated somewhat but continue to be present. The Company continues to caution that current global uncertainty with respect to the spread of the COVID-19 virus and emerging variants and its effect on the broader global economy may have a significant negative effect on the Company. While the precise impact of the COVID-19 virus on the Company remains unknown, the rapid spread of the COVID-19 virus may have a material adverse effect on global economic activity and can result in volatility and disruption to global supply chains, operations, mobility of people and the financial markets, which could affect interest rates, credit ratings, credit risk, inflation, business, financial conditions, results of operations and other factors relevant to the Company.

HIVE has undertaken a program to upgrade and expand its GPU equipment to maintain its Ethereum mining industry footprint. HIVE had intended to complete this project by the end of calendar 2020, however the negative impact on the global supply chain related to the COVID-19 pandemic has presented challenges including increased shipping costs and obtaining equipment from China on a timely basis, which has extended this project into calendar 2021. Additionally, the Company faces uncertainty in the availability of equipment from suppliers as it relates to the Company's ASIC equipment. These continuing challenges are not just impacting our operations but are impacting all industries with one of the most vocal being the auto industry who because of a lack of semiconductors and microchips have had to cut back on car and truck production. In addition, the cost of air and sea freight have surged over 100%. The chip shortage, high shipping costs, and challenging logistical processes are a global effect associated with the COVID-19 pandemic.

Even though the COVID-19 pandemic affects have negatively impacted HIVE, we were resilient and committed to successfully complete 2 major acquisitions, and even with the global supply chain delays experienced we have been able to expand our footprint in Canada for green and clean coins.

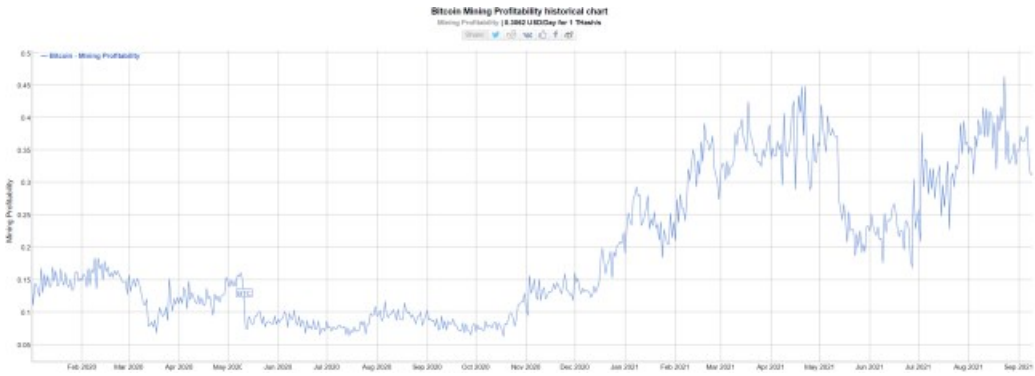
Ethereum Mining Industry Revenues of U.S. dollars per Day for each 1 Megahash per second of computing power; January 1, 2020 - September 10, 2021



Source: bitinfocharts.com

- Bitcoin market conditions for miners from July until the present are similar to the strongly favourable conditions from February to May 2021, where $/TH/day revenues were between 25 to 45 CAD cents. This is a result of the large decrease in Difficulty, as a large amount of the Bitcoin network hashrate came offline (with China banning cryptomining).
- Ongoing production and delivery delays continue to be experienced at some of the major mining equipment manufacturers, it is likely that network difficulty may rise significantly in the future if prices continue to increase, and the production and delivery delays are solved at the manufacturers and their latest generation of mining equipment is delivered to miners and put into production. It is questionable if all of the equipment that has been announced will be able to be delivered as reported. If Bitcoin price rises in step with the increase in Difficulty, Bitcoin mining market conditions would be preserved, otherwise the rise in Difficulty will negatively impact Bitcoin mining market conditions.

Bitcoin Mining Industry Revenues of U.S. dollars per Day for each 1 Terahash per second of computing power: January 1, 2020 - September 10, 2021



Source: bitinfocharts.com

Industry subject to evolving regulatory and tax landscape

Both the regulatory and tax landscape for digital companies is constantly evolving. This applies as well to the emerging blockchain, distributed ledger, technology industry and the mining, use, sale and holding of tokens, or digital currencies, related to blockchain technology networks.

Operating in an emerging industry, the Company must constantly adapt to significant changes in regulatory, tax and industry rules and guidelines and obtains regulatory and tax advice from external global experts in this regard. However, regulations and the rules, rates, interpretations, and practices related to taxes, including consumption taxes such as value added taxes (VAT), are also constantly changing. For example, in 2019, in the second quarter of fiscal 2020, the Company recorded a provision for potential VAT in Switzerland related to historical periods. However, subsequently, the Company obtained tax advice from major international tax lawyers and accountants that this amount was an overstatement and would not need to be paid and it was therefore reversed in the third quarter of fiscal 2020.

The Company's headquarters are in Vancouver, British Columbia, Canada and as such is subject to the jurisdiction of the laws of B.C. and Canada. The Company intends to manage its data centres and trading operations from Bermuda, to simplify tax expectations and extend its eligible trading window for its cryptocurrencies, as Bermuda is under the Atlantic Standard Time zone.

However, the Company also has assets in a variety of other countries and is subject to changes in political conditions and regulations within these markets. Changes, if any, in policies or shifts in political attitude could adversely affect the Company's operations or profitability.

Operations may be affected in varying degrees by government regulations and decisions with respect to, but not limited to, restrictions on price controls, currency remittance, income and consumption taxes, foreign investment, maintenance of claims, environmental legislation, land use, electricity use and safety. Additionally, cryptocurrency prices are highly volatile, can fluctuate substantially and are affected by numerous factors beyond the Company's control, including hacking, demand, inflation, and expectations with respect to the rate of inflation, global or regional political or economic events.

On-going and future regulatory or tax changes, actions or decisions may alter the nature of an investment in the Company or restrict the use of cryptocurrencies in a manner that adversely affects the Company's operations. The effect of any future regulatory change on the Company or any cryptocurrency that the Company may mine is impossible to predict, but such change could be substantial and adverse to the Company.

For example, governments may in the future curtail or outlaw, the acquisition, use or redemption of cryptocurrencies. Governments may also take regulatory action that may increase the cost and/or subject cryptocurrency companies to additional regulation or prohibit or severely restrict the right to acquire, own, hold, sell, use or trade cryptocurrencies or to exchange cryptocurrencies for fiat currency. By extension, similar actions by other governments, may result in the restriction of the acquisition, ownership, holding, selling, use or trading in the Company's common shares. Such a restriction could result in the Company liquidating its cryptocurrency inventory at unfavorable prices and may adversely affect the Company's shareholders.

The Company believes the present attitude to blockchain technology, and the digital currency mining industry is increasingly favourable in many countries, but conditions may change. Operations may be affected in varying degrees by government regulation with respect to restrictions on production, price controls, export controls, foreign exchange controls, income and other taxes, and environmental legislation.

GENESIS SETTLEMENT AGREEMENT

On June 28, 2019 the Company announced that they reached a settlement agreement with Genesis (the "Settlement Agreement") which positively resolved prior misunderstandings and disagreements. As part of the settlement the Company assumed responsibility for the operation of the Sweden and Iceland data centres from Genesis. As part of the agreement, for a period of three years, Genesis will be entitled to nominate one director to the HIVE board of directors provided it continues to hold no less than 10% of the Company's shares. To the best of the Company's knowledge, based on publicly available information on SEDI, Genesis remains a shareholder of HIVE, holding 8.43% on a non-diluted basis as at March 31, 2021, with 31,003,316 shares per public filings. Genesis is a provider of cryptocurrency mining hashpower services.

After the Settlement Agreement, the Company received invoices under the Master Services Agreement from Genesis which the Company is disputing on the basis, *inter alia*, that the Company believes Genesis is in breach of its obligations of general and preventative maintenance, monitoring, repair, in-warranty repair or replacement of defective equipment and components of the Company's equipment at the Iceland Facility.

Additionally, after the Settlement Agreement, the Company is disputing with Genesis the amounts owed to the Company under the Cloud Mining Agreement.

NORWAY ACQUISITION

In May 2018 the Company acquired Liv Eiendom AS ("Liv Eiendom") and Kolos Norway AS ("Kolos") for total consideration of $12.3 million.

The property was expected to provide access to low-cost power in a cold climate, sourced from green and renewable energy sources for future growth opportunities. However, in early December 2018 the Norwegian Parliament approved a legislative bill that cryptocurrency miners will no longer be subject to tax relief on power consumption at the same rate as other power-intensive industries.

Under the Norway agreement, as of March 31, 2021, the Company did not have rights to the land itself, but instead had the right to develop the land until certain provisions are met. These provisions include raising approximately $22 million (200 million Norwegian Krone) before March 2021 which if not done the local Ballangen municipality would have the right to take back the land. As a result, the land rights have been impaired, and the land has been written down to $nil for accounting purposes.

On May 10, 2021, the Company sold its Norwegian subsidiary Kolos to the local community under a share purchase agreement. Under the agreement the Company transferred all the shares to the municipality, along with a $200,000 payment.

BLOCKBASE STRATEGIC PARTNERSHIP

In August 2019, the Company entered into a strategic partnership with Blockbase Group DWC-LLC ("Blockbase") to replace Genesis as the facility operator for the Company's flagship Sweden operation, with an open-ended term. This transition was completed in November 2019. Under the agreement Blockbase will provide all things necessary for the configuration, management, operation, security, maintenance and support for the Company's Sweden facility. Blockbase's highly optimized software monitoring services are expected to enhance the efficiency of the Company's GPU mining operations while reducing costs. Additionally, HIVE has entered into direct agreements with suppliers such as the local electricity providers, which are now providing full transparency of costs at the Company's Swedish operations.

On June 1, 2020, the Company extended its partnership with Blockbase to be the facility operator for the Company's Iceland operation. HIVE will also work with Blockbase to undertake facility improvements and refurbish as necessary its mining rigs to improve mining efficiency

QUEBEC ACQUISITION

On April 8, 2020 the Company completed its acquisition of 9376-9974 Inc. ("9376") a dedicated cryptocurrency mining operation at a leased facility located in Lachute, Quebec from Cryptologic Corp. ("Cryptologic").

In consideration for 100% of the common shares of 9376, the Company paid total consideration of $3,738,809 consisting of:

(i) Issuance of 15,000,000 common shares on closing valued at a price of C$0.23 per common share for a total of $2,458,470 (C$3,450,000); and

(ii) Cash payment of $1,235,873 (C$1,734,315) and holdback of $44,466.

The allocation of the total purchase price to the net assets acquired is as follows:

Prepaid expenses	$	719,699
Data Centre Equipment (Note 11)		2,322,077
Right of use asset (Note 15)		2,469,327
Intangible asset*		872,545
Accounts Payable		(175,512)
Lease liability		(2,469,327)
Net assets acquired	**$**	**3,738,809**
Cash paid		1,235,873
Shares issued		2,458,470
Holdback payable		44,466
Total consideration	**$**	**3,738,809**

*Intangible asset relates to favourable supply arrangements acquired as part of the business acquisition and is being amortized over the term of the existing facility lease.

GPU ATLANTIC ACQUISITION

On April 15, 2021, the Company completed the acquisition of 100% of the common shares of GPU Atlantic. In consideration for 100% of GPU Atlantic, the Company paid total consideration of 5,000,000 common shares on closing valued at a total of $18.7 million (CS23.7 million). 1,000,000 of the common shares were allocated to a holdback and to GPU One earn-out upon delivery of certain earn-out conditions.

GPU Atlantic has a 50-megawatt data centre campus located in New Brunswick, Canada.

Current assets	$	671,709
Data Centre Equipment		12,898,994
Land		662,910
Building		4,576,290
Sales taxes refunds		75,780
Intangible assets		3,947,481
Goodwill		10,469,997
Accounts payable		(3,198,591)
Long-term debt		(11,410,351)
Net Assets Acquired	**$**	**18,694,219**
Consideration paid		18,694,219
Total Consideration	**$**	**18,694,219**

INVESTMENT IN DEFI

On April 21. 2021, the Company completed a share swap transaction with DeFi Technologies Inc. ("DeFi Technologies"), pursuant to which HIVE received 10,000,000 common shares of DeFi Technologies, in exchange for 4,000,000 common shares of the Company, valued at CS16 million.

CONVERTIBLE DEBENTURE

On January 12, 2021, the Company closed its non-brokered private placement of unsecured debentures (the "Debentures"), for aggregate gross proceeds of $15,000,000 with U.S. Global Investors, Inc. ("U.S. Global"). The Interim Executive Chairman of the Company is a director, officer and controlling shareholder of U.S. Global.

The Debentures will mature on the date that is 60 months from the date of issuance, bearing interest at a rate of 8% per annum. The Debentures will be issued at par, with each Debenture being redeemable by HIVE at any time, and convertible at the option of the holder into common shares (each, a "Share") in the capital of the Company at a conversion price of CAD$3.00 per Share. Interest will be payable monthly, and principal will be payable quarterly. In addition, U.S. Global will be issued 5.0 million common share purchase warrants (the "Warrants"). Each whole Warrant will entitle U.S. Global to acquire one common at an exercise price of CAD$3.00 per Share for a period of three years from closing.

AT-THE-MARKET EQUITY PROGRAM

On February 2, 2021, the Company entered into an equity distribution agreement ("Equity Distribution Agreement") with Canaccord Genuity Corp. Under the Equity Distribution Agreement, the Company may, from time to time, sell up to $100 million of common shares in the capital of the Company (the "ATM Equity Program"). The Company intends to use the net proceeds of the ATM Equity Program, principally for general corporate and working capital requirements, funding ongoing operations, to repay indebtedness outstanding from time to time, to complete future acquisitions, or for other corporate purposes.

To March 31, 2021, the Company issued 16,363,500 common shares (the "ATM Shares") pursuant to the ATM Equity Program for proceeds of C$81,726,582 ($64,543,080). The ATM Shares were sold at prevailing market prices, for an average price per ATM Share of C$4.99. Pursuant to the Equity Distribution Agreement, a cash commission of $1,842,480 on the aggregate gross proceeds raised was paid to the agent in connection with its services under the Equity Distribution Agreement.

Subsequent to the year ended March 31, 2021 to the date of this report, the Company issued 6,897,700 common shares (the "ATM Shares") pursuant to the ATM Equity Program for proceeds of C$26,808,163 ($21,484,385). The ATM Shares were sold at prevailing market prices, for an average price per ATM Share of C$3.94. Pursuant to the Equity Distribution Agreement, a cash commission of $638,489 on the aggregate gross proceeds raised was paid to the agent in connection with its services under the Equity Distribution Agreement.

CONSOLIDATED RESULTS OF OPERATIONS

Below is an analysis of the Company's income and gross mining margin:

	FY 2021	Q4 2021	Q3 2021	Q2 2021	Q1 2021
Income from digital currency mining	$ 66,697,924	$ 33,420,171	$13,707,879	$12,989,592	$ 6,580,282
Operating and maintenance	(16,573,050)	(5,726,129)	(3,078,934)	(3,780,716)	(3,987,271)
Depreciation	(10,938,466)	(5,035,231)	(2,476,592)	(1,796,774)	(1,629,869)
	39,186,408	22,658,811	8,152,353	7,412,102	963,142
Gross mining margin	50,124,874	27,694,042	10,628,945	9,208,876	2,593,011
Gross mining margin % (1)	75%	83%	78%	71%	39%
Gross margin %	59%	68%	59%	57%	15%
Revaluation gain of digital currencies (2)	24,725,838	16,090,102	6,315,970	993,902	1,325,864
Gain on sale of digital currencies	7,998,493	3,841,993	1,679,213	1,729,821	747,466
Hosting revenue	996,022	410,704	393,518	191,800	-
Share based compensation	(1,654,346)	(534,193)	(209,726)	(514,438)	(395,989)
General expenses	(5,142,145)	(3,102,849)	(911,076)	(183,660)	(944,560)
Foreign exchange gain (loss)	1,293,936	(367,219)	1,746,573	(302,943)	217,525
Realized gain on investments	6,639	-	6,639	-	-
Unrealized gain on investments	794,350	645,383	148,967	-	-
Change in fair value of derivative liability	(857,702)	(857,702)	-	-	-
Loss on sale of subsidiary	(23,442,219)	(23,442,219)	-	-	-
Finance expense	(1,214,224)	(871,941)	(111,918)	(115,611)	(114,754)
Tax expense	(151,366)	(151,366)	-	-	-
Net income from continuing operations	42,539,684	$ 14,319,504	$17,210,513	$ 9,210,973	$ 1,798,694
Gross mining margin per average MW	7,856,563	$ 1,144,382	$ 76,973	$ 418,966	$ 263,517

EBITDA (1)	$ 54,843,740	$ 20,378,042	$19,799,023	$11,123,358	$ 3,543,317
Adjusted EBITDA (1)	$ 56,072,169	$ 29,122,054	$13,692,779	$10,643,894	$ 2,613,442

(1) Non-IFRS measure. A reconciliation to its nearest IFRS measures is provided under "Reconciliations of Non-IFRS Financial Performance Measures" below.

(2) Revaluation is calculated as the change in value (gain or loss) on the coin inventory. When coins are sold, the net difference between the proceeds and the carrying value of the digital currency (including the revaluation), is recorded as a gain (loss) on the sale of digital currencies

Income from Digital Currency Mining

For the year ended March 31, 2021, income was $66.7 million, an increase of approximately 128% from the prior year. The increase was primarily due to an increase in cryptocurrency prices, the increased production of Bitcoin with the Quebec facility acquisition and the purchase of miners for that facility.

Gross Mining Margin and Gross Mining Margin %

For the year ended March 31, 2021, HIVE's gross mining margin percentage was 76% against 29% for the prior year.

The Company's gross mining margin from digital currency mining is partially dependent on various external network factors including mining difficulty, the amount of digital currency rewards and fees it receives for mining, and the market price of the digital currencies at the time of mining.

The average monthly Ethereum market data from April 2020 to March 2021 was as follows:

Ethereum	April 2020	May 2020	June 2020	July 2020	August 2020	September 2020	
Average price	$ 172	$ 208	$ 236	$ 259	$ 402	$ 368	
Average daily total miner revenue in ETH, i.e. fees plus newly minted coins	14,221	15,179	16,728	17,704	22,774	28,559	
Average daily hashrate	176,715	181,900	185,854	191,035	208,026	244,137	
Ethereum	**October 2020**	**November 2020**	**December 2020**	**January 2021**	**February 2021**	**March 2021**	**Average YTD F2021**
Average price	$ 376	$ 486	$ 622	$ 1,203	$ 1,700	$ 1,737	$ 648
Average daily total miner revenue in ETH, i.e. fees plus newly minted coins	18,430	17,843	19,130	22,350	28,672	25,570	20,597
Average daily hashrate	261,013	271,021	286,378	327,932	392,202	447,510	264,477

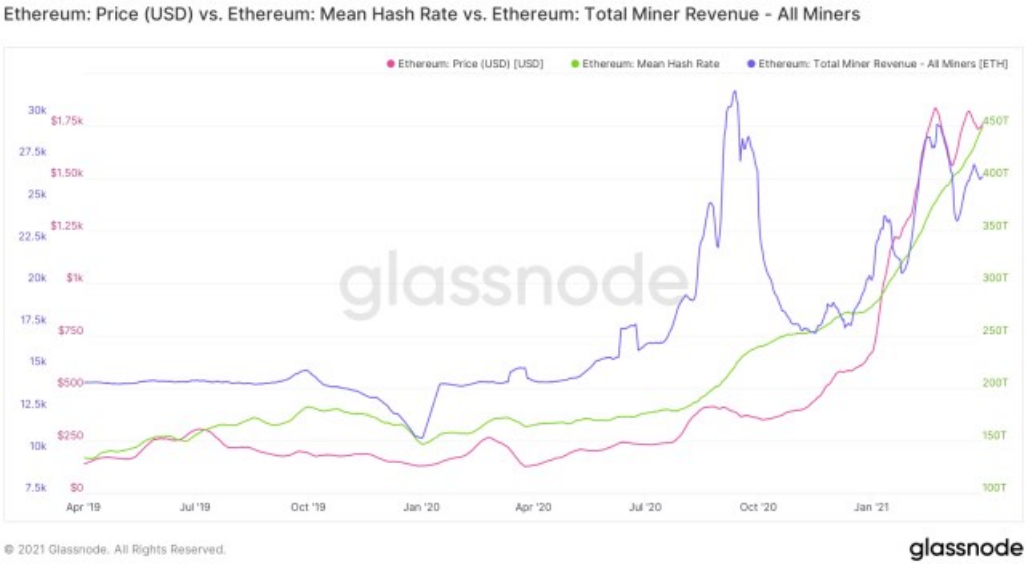
Sources: Coinmarketcap.com, Etherscan.io

The average monthly Ethereum market data from April 2019 to March 2020 was as follows:

Ethereum	April 2019	May 2019	June 2019	July 2019	August 2019	September 2019	
Average price	$ 166	$ 220	$ 275	$ 248	$ 200	$ 186	
Average daily total miner revenue in ETH, i.e. fees plus newly minted coins	14,046	14,149	14,151	14,096	14,048	14,547	
Average daily hashrate	149,143	160,617	164,734	175,553	179,542	186,922	
Ethereum	**October 2019**	**November 2019**	**December 2019**	**January 2020**	**February 2020**	**March 2020**	**Average F2020**
Average price	$ 179	$ 174	$ 138	$ 157	$ 239	160	**$ 195**
Average daily total miner revenue in ETH, i.e. fees plus newly minted coins	13,825	13,162	11,406	13,785	14,086	14,485	**13,816**
Average daily hashrate	189,222	182,435	164,738	163,885	174,724	177,576	**172,424**

Sources: Coinmarketcap.com, Glassnode.com, Etherscan.io

For your reference is an Ethereum price vs Ethereum miners' revenues in Ether block rewards and transaction fees vs network hash rate* chart for the 24-month period from April 2019 to March 2021:



Source: Glassnode.com

* Network Hash rate - The historical measure of the processing power of the Ethereum network.

The average monthly Bitcoin market data from April 2020 to March 2021 was as follows:

Bitcoin	April 2020	May 2020	June 2020	July 2020	August 2020	September 2020
Average price	$ 7,224	$ 9,263	$ 9,489	$ 9,590	$ 11,652	$ 10,660
Average daily total miner revenue in BTC, i.e. fees plus newly minted coins	1,908	1,283	990	1,007	1,020	1,026
Average daily difficulty (in millions)	14,920,681	15,713,352	14,873,312	16,650,895	17,066,713	18,108,004

Bitcoin	October 2020	November 2020	December 2020	January 2021	February 2021	March 2021	Average YTD F2021
Average price	$ 11,887	$ 16,646	$ 21,983	$ 34,762	$ 46,307	$ 54,998	$ 20,372
Average daily total miner revenue in BTC, i.e. fees plus newly minted coins	959	1,045	1,009	1,041	1,054	1,025	1,114
Average daily difficulty (in millions)	19,623,036	17,494,373	18,864,893	20,180,891	21,449,568	21,655,355	18,050,089

Sources: Coinmarketcap.com, Glassnode.com, Blockchain.com

The average monthly Bitcoin market data from April 2019 to March 2020 was as follows:

Bitcoin	April 2019	May 2019	June 2019	July 2019	August 2019	September 2019
Average price	$ 5,178	$ 7,310	$ 9,416	$ 10,669	$ 10,643	$ 9,814
Average daily total miner revenue in BTC, i.e. fees plus newly minted coins	1,897	2,044	2,006	1,986	1,929	1,962
Average daily difficulty (in millions)	6,377,107	6,690,415	7,499,080	8,743,312	9,941,023	11,529,335

Bitcoin	October 2019	November 2019	December 2019	January 2020	February 2020	March 2020	Average YTD F2020
Average Price	$ 8,412	$ 8,374	$ 7,284	$ 8,389	$ 9,631	$ 6,871	$ **8,499**
Average daily total miner revenue in BTC, i.e. fees plus newly minted coins	1,853	1,801	1,876	1,930	1,816	1,756	**1,905**
Average daily difficulty (in millions)	13,110,038	13,024,458	12,920,123	14,391,321	15,508,511	15,758,872	**11,291,133**

Sources: Coinmarketcap.com, Glassnode.com, Blockchain.com

For your reference is a Bitcoin price vs Bitcoin miners' revenues (in Bitcoin block rewards and transaction fees) vs block difficulty* chart for the 24-month period from April 2019 to March 2021:



Source: Glassnode.com

* Block Difficulty - A relative measure of how difficult it is to find a new block. The difficulty is adjusted periodically as a function of how much hashing power has been deployed by the network of miners.

The block reward is how new bitcoin is "minted" or brought into the economy. These rewards, which started at 50 Bitcoin at inception of the network in 2009, halve every 210,000 blocks, with the halving that occurred on May 11, 2020 resulting in a reward of 6.25 Bitcoin per block vs 12.5 immediately prior to the halving.

Total Assets

Total assets increased to $178.3 million as at March 31, 2021 from $29.1 million at March 31, 2020, primarily due to the increase in digital currencies by $54.0 million, increase in data centre equipment by $15.2 million, increase in long term deposits by $43.7 million and increase in cash by $35.2 million. The increase in cash was bolstered by the $15 million private placement in January 2021. The significant assets consisted of cash of $40.3 million, amounts receivable and prepaids of $8.8 million, digital currencies of $57.5 million, data centre equipment of $21.6 million, long term deposits of $45.5 million and right of use assets of $3.0 million.

Total Liabilities

Total liabilities increased to $43.9 million as at March 31, 2021 from $8.0 million as of March 31, 2020, primarily due to the increase in current liabilities by $2.6 million, issuance of convertible loans of $15.7 million, and increase in long term loans payable of $17.1 million.

RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED MARCH 31, 2021

During the three-month period ended March 31, 2021, the Company recorded net income before tax of $14.2 million (Q4 F2020 - $1.8 million).

Income:

- Income of $33.4 million from the mining of digital currencies, including 16,451 Ethereum and 189 Bitcoin.

Operating Expenses:

- Operating and maintenance costs were $5.7 million consisting of fees paid to suppliers including local electricity providers, as well as service provider Blockbase, and includes electricity, daily monitoring and maintenance and all other costs directly related to the maintenance and operation of the data centre equipment; and
- Depreciation for the quarter of $5.0 million related to the Company's data centre equipment and right of use assets.

Gain on sale of digital currencies:

- The Company continued to sell digital currencies and received proceeds of $12.8 million during the three-month period ended March 31, 2021; the Company recognized a gain on sale of $3.9 million in relation to the sale of digital currencies with a cost base of $8.9 million.

Revaluation of digital currencies:

- The Company recorded a gain of $16.1 million related to the quarterly revaluation of its portfolio of digital currencies.

General and Administrative Expenses:

- Management fees, salaries, and wages of $195,955 relating to head office and overseas management and director fees;
- Marketing fees and branding fees of $257,615 in relation to marketing programs carried out concurrent with the ongoing branding of the Company's business;
- Office and administration expenses of $1.8 million relating to general corporate expenditures for the Company's offices in Vancouver and Zug;
- Professional fees, advisory and consulting of $853,452 consisting of legal, auditing and tax fees indirectly related to the Company's current and future growth plans and consulting fees in relation to corporate development and strategy services; and
- Travel expenses of $3,864 incurred for visits to current and future sites and corporate development, to support the Company's growth plans as well as oversee current operations.

Loss on sale of subsidiary:

- The Company recorded a loss of $23.4 million related to the sale of the net assets of its subsidiary Boden Technologies AB.

Other items:

- Share based compensation expense of $785,399 in relation to the options and restricted share units vested in the period;
- Foreign exchange loss of $367,219; and
- Finance expense of $871,941.

FISCAL YEAR 2021 RESULTS OF OPERATIONS

During the year ended March 31, 2021, the Company recorded net income before tax of $42.7 million (2020 loss - $0.8 million).

Income:

- Income of $66.7 million from the mining of digital currencies, including 96,333 Ethereum, 88,689 Ethereum Classic and 595 Bitcoin.

Operating Expenses:

- Operating and maintenance costs were $16.6 million consisting of fees paid to suppliers including local electricity providers, as well as service provider Blockbase, and includes electricity, daily monitoring and maintenance and all other costs directly related to the maintenance and operation of the data centre equipment; and
- Depreciation for the year of $10.9 million related to the Company's data centre equipment and right of use assets.

Gain on sale of digital currencies:

- The Company continued to sell digital currencies and received proceeds of $46.4 million during the year ended March 31, 2021; the Company recognized a gain on sale of $8.0 million in relation to the sale of digital currencies with a cost base of $38.4 million.

Revaluation of digital currencies:

- The Company recorded a gain of $24.7 million related to the quarterly revaluation of its portfolio of digital currencies.

General and Administrative Expenses:

- Management fees, salaries, and wages of $598,629 relating to head office and overseas management and director fees;
- Marketing fees and branding fees of $466,429 in relation to marketing programs carried out concurrent with the ongoing branding of the Company's business;
- Office and administration expenses of $2.1 million relating to general corporate expenditures for the Company's offices in Vancouver and Zug;
- Professional fees, advisory and consulting of $2.0 million consisting of legal, auditing and tax fees indirectly related to the Company's current and future growth plans and consulting fees in relation to corporate development and strategy services; and
- Travel expenses of $10,462 incurred for visits to current and future sites and corporate development, to support the Company's growth plans as well as oversee current operations.

Loss on sale of subsidiary:

- The Company recorded a loss of $23.4 million related to the sale of the net assets of its subsidiary Boden Technologies AB.

Other items:

- Share based compensation expense of $1.7 million in relation to the options and restricted share units vested in the year;
- Foreign exchange gain of $1.3 million; and
- Finance expense of $1.2 million.

RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED MARCH 31, 2020

During the three-month period ended March 31, 2020, the Company recorded net income before tax of $1.8 million (Q4 F2019 loss - $70.7 million).

Income:

- Income of $3.1 million from the mining of digital currencies, including 24,313 Ethereum and 48,332 Ethereum Classic

Operating Expenses:

- Operating and maintenance costs were $1.4 million consisting of fees paid to suppliers including local electricity providers, as well as service providers Blockbase and to Genesis, and includes electricity, daily monitoring and maintenance and all other costs directly related to the maintenance and operation of the data centre equipment; and
- Depreciation for the quarter of $2.5 million related to the Company's data centre equipment, ASIC cloud mining rights, and right to use assets.

Gain on sale of digital currencies:

- The Company continued to sell digital currencies and received proceeds of $5.3 million during the three-month period ended March 31, 2020; the Company recognized a gain on sale of $1.1 million in relation to the sale of digital currencies with a cost base of $4.2 million.

Revaluation of digital currencies:

The Company recorded a gain of $1.5 million related to the quarterly revaluation of its portfolio of digital currencies.

General and Administrative Expenses:

- Management fees, salaries, and wages of $59,456 relating to head office and overseas management and director fees;
- Marketing fees and branding fees of $27,507 in relation to marketing programs carried out concurrent with the ongoing branding of the Company's business;
- Office and administration expenses of $173,246 relating to general corporate expenditures for the Company's offices in Vancouver and Zug;
- Professional fees, advisory and consulting of $623,014 consisting of legal, auditing and tax fees indirectly related to the Company's current and future growth plans and consulting fees in relation to corporate development and strategy services; and
- Travel expenses of $63,874 incurred for visits to current and future sites and corporate development, to support the Company's growth plans as well as oversee current operations.

Other items:

- Share based compensation expense of $315,540 in relation to the options and restricted share units vested in the period;
- Foreign Exchange gain of $1.6 million; and
- Finance expense of $157,574.

FISCAL YEAR 2020 RESULTS OF OPERATIONS

During the year ended March 31, 2020, the Company recorded a net loss before tax of $0.8 million (2019 loss - $138.0 million).

Income:

- Income of $29.2 million from the mining of digital currencies, including 71,660 Ethereum, 148,796 Ethereum Classic and 2,051 Bitcoin;

Operating Expenses:

- Operating and maintenance costs were $20.7 million consisting of fees paid to suppliers including local electricity providers, as well as service providers Blockbase and to Genesis, and includes electricity, daily monitoring and maintenance and all other costs directly related to the maintenance and operation of the data centre equipment and servicing under the cloud mining contract; and
- Depreciation of $6.3 million related to the Company's data centre equipment, ASIC cloud mining rights, and right of use asset.

Gain on sale of digital currencies:

- The Company continued to sell digital currencies and received proceeds of $34.4 million during the year ended March 31, 2020; the Company recognized a gain on sale of $1.4 million in relation to the sale of digital currencies with a cost base of $33.0 million.

Revaluation of digital currencies:

- The Company recorded a loss of $1.2 million related to the revaluation of its portfolio of digital currencies.

General and Administrative Expenses:

- Management fees, salaries, and wages of $761,373 relating to head office and overseas management and director fees;
- Marketing fees and branding fees of $95,848 in relation to marketing programs carried out concurrent with the ongoing branding of the Company's business;
- Office, administration and regulatory expenses of $1.2 million relating to general corporate expenditures for the Company's offices in Vancouver and Zug and regulatory costs;
- Professional fees, advisory and consulting of $2.0 million consisting of legal, auditing and tax fees indirectly related to the Company's current and future growth plans and consulting fees in relation to corporate development and strategy services; and
- Travel expenses of $307,582 incurred for visits to current and future sites and corporate development, to support the Company's growth plans as well as oversee current operations.

Other items:

- Share based compensation expense of $686,659 in relation to options and restricted share units vested in the year;
- Foreign exchange gain of $1.3 million;
- Realized gain on investment of $1.3 million; and
- Finance expense of $418,888.

SUMMARY OF QUARTERLY RESULTS

The following tables summarize the Company's financial information for the last eight quarters in accordance with IFRS:

	Q4 2021 $	Q3 2021 $	Q2 2021 $	Q1 2021 $
Income	33,420,171	13,707,879	12,989,592	6,580,282
Net income (loss)	14,319,504	17,210,513	9,210,973	1,798,694
Basic and diluted income (loss) per share	0.04	0.05	0.03	0.00

	Q4 2020 $	Q3 2020 $	Restated Q2 2020 $	Restated Q1 2020 $
Income	5,251,311	5,003,944	10,626,000	8,338,588
Net income (loss)	921,201	3,388,016	(11,526,822)	5,554,783
Basic and diluted income (loss) per share	0.00	0.01	(0.04)	0.02

LIQUIDITY AND CAPITAL RESOURCES

The Company commenced earning income from digital currency mining in mid-September 2017, however it has limited history and no assurances that historical performance will be indicative of future performance. The Company is reliant on external financing to take advantage of growth opportunities and its ability to continue as a going concern is dependent on the Company's ability to efficiently mine and liquidate digital currencies.

As at March 31, 2021, the Company had a working capital balance of $97.7 million (March 31, 2020 - $11.1 million) and currently has sufficient cash to fund its current operating and administrative costs.

The net change in the Company's cash position as at March 31, 2021 as compared to March 31, 2020 was an increase of $35.2 million as a result of the following cash flows:

- Cash provided by operating activities of $22.9 million;
- Cash used in investing activities of $66.9 million related to the Quebec acquisition, purchase of mining equipment, deposits on mining equipment, and cash divested from sale of subsidiary;
- Cash provided by financing activities of $78.3 million due to share offerings, the exercise of stock options, and the issuance of debenture, offset by lease payments and repayment of debenture; and
- Effect of exchange rate changes on cash resulted in an increase of $0.8 million.

OUTSTANDING SHARE DATA

At March 31, 2021 and at the date of this report, the following securities were outstanding:

Total Outstanding as of:	March 31, 2021	Date of this report:	Exercise price range:
Shares outstanding	367,712,036	384,342,813	
Restricted Share Units	1,784,000	1,266,500	
Stock options	13,554,196	14,113,619	C$0.27 - C$5.03
Warrants	6,250,000	6,250,000	C$1.24 - C$3.00

RECONCILIATIONS OF NON-IFRS FINANCIAL PERFORMANCE MEASURES

The Company has presented certain non-IFRS measures in this document. The Company believes that these measures, while not a substitute for measures of performance prepared in accordance with IFRS, provide investors an improved ability to evaluate the underlying performance of the Company. These measures do not have any standardized meaning prescribed under IFRS, and therefore may not be comparable to other issuers.

Gross Mining Margin:

The Company believes that, in addition to conventional measures prepared in accordance with IFRS, it is helpful to investors to use the gross mining margin to evaluate the Company's performance and ability to generate cash flows and service debt. The Gross mining margin is defined as the income from the mining of digital currencies less direct cash costs, being operating and maintenance costs. Accordingly, this measure does not have a standard meaning and is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS.

The following table provides illustration of the calculation of the gross mining margin for the last four quarters:

Calculation of Gross Mining Margin:	Q4 2021	Q3 2021	Q2 2021	Q1 2021
Income (1)	$ 33,420,171	$ 13,707,879	$ 12,989,592	$ 6,580,282
Less:				
Operating and maintenance costs:	(5,726,129)	(3,078,934)	(3,780,716)	(3,987,271)
Gross Mining Margin	**$ 27,694,042**	**$ 10,628,945**	**$ 9,208,876**	**$ 2,593,011**
Gross Mining Margin %	**83%**	**78%**	**71%**	**39%**

(1) As presented on the statements of income (loss) and comprehensive income (loss).

EBITDA & Adjusted EBITDA

The Company uses EBITDA and Adjusted EBITDA as a metric that is useful for assessing its operating performance on a cash basis before the impact of non-cash items and acquisition related activities.

EBITDA is net income or loss from operations, as reported in profit and loss, before finance income and expense, tax and depreciation and amortization.

Adjusted EBITDA is EBITDA adjusted for removing other non-cash items, including share-based compensation, non-cash effect of the revaluation of digital currencies and one-time transactions.

The following table provides illustration of the calculation of EBITDA and Adjusted EBITDA for the last four quarters:

Calculation of EBITDA & Adjusted EBITDA:	Q4 F2021	Q3 F2021	Q2 F2021	Q1 F2021
Net income	14,319,504	17,210,513	9,210,973	1,798,694
Add the impact of the following:				
Finance expense	871,941	111,918	115,611	114,754
Depreciation	5,035,231	2,476,592	1,796,774	1,629,869
Tax expense	151,366	-	-	-
EBITDA	**20,378,042**	**19,799,023**	**11,123,358**	**3,543,317**
Revaluation of digital currencies	(16,090,102)	(6,315,970)	(993,902)	(1,325,864)
Revaluation of derivative liability	857,702	-	-	-
Loss on sale of subsidiary	23,442,219	-	-	-
Share-based compensation	534,193	209,726	514,438	395,989
Adjusted EBITDA	**29,122,054**	**13,692,779**	**10,643,894**	**2,613,442**

(1) As presented on the statements of income (loss) and comprehensive income (loss).

RELATED PARTY TRANSACTIONS

The Company had the following related party transactions not otherwise disclosed in these financial statements:

(a) As at March 31, 2021, the Company had $49,288 (March 31, 2020 - $182,787) due to directors for the reimbursement of expenses included in accounts payable and accrued liabilities.

Key Management Compensation

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 consist of members of the Company's Board of Directors and corporate officers.

For the year ended March 31, 2021, key management compensation includes salaries and wages paid to key management personnel and directors of $743,684 (March 31, 2020 - $687,697) and share-based payments of $1,326,049 (March 31, 2020 - $450,436).

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The Company has prepared the consolidated financial statements in accordance with IFRS. Significant accounting policies are described in Note 5 of the Company's financial statements as at and for the year ended March 31, 2021.

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates.

The Company's significant judgements are detailed in Note 3 to the consolidated financial statements for the year ended March 31, 2021 and include: functional currency, classification of digital currencies as current assets, asset acquisitions, income from digital currency mining, and contingencies.

The Company's significant estimates are detailed in Note 4 to the consolidated financial statements for the year ended March 31, 2021 and include: determination of asset and liability fair values and allocation of purchase consideration, carrying value of assets, depreciation, deferred taxes, digital currency valuation and share-based compensation.

FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT

The Company is exposed, in varying degrees, to a variety of financial related risks. The fair value of the Company's financial instruments, including cash, amounts receivable and accounts payable and accrued liabilities approximates their carrying value due to their short-term nature. The type of risk exposure and the way in which such exposure is managed is provided in Note 24 to the consolidated financial statements for the year ended March 31, 2021.

DIGITAL CURRENCY AND RISK MANAGEMENT

Digital currencies are measured using level two fair values, determined by taking the rate from www.coinmarketcap.com.

Digital currency prices are affected by various forces including global supply and demand, interest rates, exchange rates, inflation or deflation and the global political and economic conditions. The profitability of the Company is directly related to the current and future market price of coins; in addition, the Company may not be able liquidate its inventory of digital currency at its desired price if required. A decline in the market prices for coins could negatively impact the Company's future operations. The Company has not hedged the conversion of any of its coin sales or future mining of digital currencies.

Digital currencies have a limited history and the fair value historically has been very volatile. Historical performance of digital currencies is not indicative of their future price performance. The Company's digital currencies currently consist of Ethereum, Ethereum Classic, and Bitcoin. The table below shows the impact of the 25% variance in the price of each of these digital currencies on the Company's earnings before tax, based on their closing prices at March 31, 2021.

	Impact of 25% variance in price
Ethereum	$ 9,608,671
Ethereum Classic	1,286
Bitcoin	4,749,386

RISKS AND UNCERTAINTIES

The Company faces several risks that are related to both the general cryptocurrency business as well as the Company's business model. The risk factors described below summarize and supplement the risk factors contained in the Company's continuous disclosure filings, and this MD&A, all of which are available on SEDAR at www.sedar.com, and should be read in conjunction with the more detailed risk factors outlined therein.

The Company is at risk due to the volatility/momentum pricing of any underlying digital currency mined by the Company and held in inventory - wide fluctuations in price, speculation, negative media coverage (highlighting for example, regulatory actions and lawsuits against industry participants) and downward pricing may adversely affect investor confidence, and ultimately, the value of the Company's digital currency inventory which may have a material adverse affect on the Company, including an adverse effect on the Company's profitability from current operations. The Company is also at risk due to the volatility of network hashrates (and lag between network hashrate and underlying cryptocurrency pricing), which may have an adverse effect on the Company's costs of mining. The Company is also at risk due to volatility in energy (electricity) pricing, a key factor in the Company's profitability of its mining operations, which is subject to, among other things, government regulation and natural occurrences which affect pricing.

The Company holds it digital currencies in cold storage solutions not connected to the internet. The Company may not be able to liquidate its digital currency inventory at economic values, or at all. Due to the infancy of the cryptocurrency industry, the Company may have restricted access to services available to more mainstream businesses (for example, banking services). The general acceptance and use of digital currencies may never gain widespread or significant acceptance, which may materially adversely affect the value of the Company's digital currency inventory and long-term prospects of current operations.

An additional risk to the Company arises because of the potential shift from the use of a proof of work validation model by the Ethereum network to a proof of stake model. The current proposal for Ethereum's shift to proof of stake has several unknown variables, including uncertainty over timing, execution and ultimate adoption; and there is not yet a definitive plan that is established and approved. As a result of these uncertainties, the Company cannot estimate the impact of a potential change to proof of stake on operations but may see its competitive advantages decrease over time; this may have a material adverse effect on the Company. The Company also faces risk relating to the impact of the timing and exchange rate fluctuations resulting from the remittance and receipt back of value added taxes where due, as well as risks related to the imposition and quantum of value added taxes in jurisdictions where the Company operates. Due to the newness of the industry, there exists the possibility that the tax treatment of digital currencies becomes less favourable, which could have a material adverse effect on the Company.

The Company may be required to sell its digital currency inventory in order to pay for its ongoing expenses (and in particular, expenses to maintain the Company's facilities), and such sales may not be available at economic values.

The Company has only been able to insure its mined digital currency for an amount of $1.0 million. Given the novelty of digital currency mining and associated businesses, insurance of this nature is generally not available, or uneconomical for the Company to obtain which leads to the risk of inadequate insurance cover. The occurrence of an event that is not covered or fully covered by the Company's existing insurance may have a material adverse affect on the Company. Additionally, while the Company takes measure to mitigate against losses of this nature, the Company's mined digital currency may be subject to loss, theft or restriction on access, including loss due to cybercrime (hacking).

In terms of regulatory risks, governments may take action in the future that prohibit or restrict the right to acquire, own, hold, sell, use or trade digital currencies or exchange digital currencies for fiat currency. Such restrictions, while impossible to predict, could result in the Company liquidating its digital currencies inventory at unfavorable prices which may have a material adverse affect on the Company. The Company has liquidated a portion of coins, partially to mitigate against the aforementioned risk.

The Company also has risks associated with the continually evolving tax and regulatory environments in the countries we operate, as described more fully under the heading "Industry subject to evolving regulatory and tax landscape" in the Outlook section above. Any final decisions by tax or regulatory agencies with jurisdiction over the Company may have a material adverse impact on the Company's financial position and operations

The Company cautions that current global uncertainty with respect to the spread of the COVID-19 virus and its effect on the broader global economy may have a significant negative effect on the Company. In particular, as a result of the uncertainty surrounding the impact of COVID-19 on global supply chains, including increased shipping costs and delays in obtaining equipment from China, the Company faces risks that the Company's program to update and expand the Company's GPU equipment will not complete as currently anticipated, which may cause material adverse effects on the Company's operations and results. Further, while the precise impact of the COVID-19 virus on the Company remain unknown, rapid spread of the COVID-19 virus may have a material adverse effect on global economic activity and can result in volatility and disruption to global supply chains, operations, mobility of people and the financial markets, which could affect interest rates, credit ratings, credit risk, inflation, business, financial conditions, results of operations and other factors relevant to the Company.

HIVE has undertaken a program to upgrade and expand its GPU equipment to maintain its Ethereum mining industry footprint. HIVE intended to complete this project by the end of 2020, however the negative impact on the global supply chain related to the COVID-19 pandemic has presented challenges including increased shipping costs and obtaining equipment from China on a timely basis, which has led to delays of the project into calendar 2021. Additionally, the Company faces uncertainty in the availability of equipment from suppliers as it relates to the Company's ASIC equipment.

CAUTION REGARDING FORWARD LOOKING INFORMATION

This Management Discussion and Analysis contains certain "forward-looking information" within the meaning of Canadian securities legislation. Forward-looking information is based on the beliefs, estimates and opinions of the Company's management on the date the statements are made, and they involve a number of risks and uncertainties. Consequently, there can be no assurances that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements.

Forward-looking information in this Management Discussion and Analysis includes information about the Company's use and profitability of the Company's computing power; plans for an aggressive growth and scaling up strategies; the Company's strategic partnership with Blockbase, including expected enhancements of the efficiency of the Company's GPU mining operations and reduced cost thereon; the Company's strategy to rapidly acquire, develop and operate data centres and potential growth of the Company's computing capacity; the Company's program to upgrade and expand its GPU equipment to maintain its Ethereum mining industry footprint, including timing thereon; expected electrical and mining capacity; the Company's plans to upgrade and expand its GPU equipment; the Company's plans to manage its data centres and trading operations from Bermuda; the value of the Company's digital currency inventory; the business goals and objectives of the Company, and other forward-looking information including but not limited to information concerning the intentions, plans and future actions of the Company.

The forward-looking information in this Management Discussion and Analysis reflects the current expectations, assumptions and/or beliefs of the Company based on information currently available to the Company. In connection with the forward-looking information contained in this Management Discussion and Analysis, the Company has made assumptions about the expected delivery time for GPU equipment; historical prices of digital currencies and the ability of the Company to mine digital currencies will be consistent with historical prices; and there will be no regulation or law that will prevent the Company from operating its business. The Company has also assumed that no significant events occur outside of the Company's normal course of business. Although the Company believes that the assumptions inherent in the forward-looking information are reasonable, forward-looking information is not a guarantee of future performance and accordingly undue reliance should not be put on such information due to the inherent uncertainty therein.

This Management Discussion and Analysis also contains "financial outlook" in the form of gross mining margins, which are intended to provide additional information only and may not be an appropriate or accurate prediction of future performance and should not be used as such. The gross mining margins disclosed in this Management Discussion and Analysis are based on the assumptions disclosed in this Management Discussion and Analysis, which assumptions are based upon management's best estimates but are inherently speculative and there is no guarantee that such assumptions and estimates will prove to be correct.

Risk factors that could cause future results to differ materially from those anticipated in these forward-looking statements and financial outlook are described in the Risk Factors contained in this Management Discussion and Analysis, and the Risk Factors contained the Company's various filings on SEDAR (www.sedar.com). Readers are cautioned not to place undue reliance on forward-looking information or financial outlook, which speak only as of the date hereof. We undertake no obligation to publicly release the results of any revisions to forward-looking information or financial outlook that may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events except as required by law.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

In connection with National Instrument ("NI") 52-109 (Certification of Disclosure in Issuer's Annual and Interim Filings) adopted in December 2008 by each of the securities commissions across Canada, the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the unaudited condensed interim financial statements and the audited annual financial statements and respective accompanying Management's Discussion and Analysis.

Additional information relating to the Company is available on SEDAR at www.sedar.com.

FURTHER INFORMATION

Additional information relating to the Company, including filings that the Company has made and may make in the future with applicable securities authorities, may be found on or through SEDAR at www.sedar.com or the Company's website at www.hiveblockchain.com. Additional information, including directors' and officers' remuneration and indebtedness, principal holders of Company's securities and securities authorized for issuance under equity compensation plans, is also contained in the Company's most recent management information circular for the most recent annual meeting of Shareholders of the Company. In addition to press releases, securities filings and public conference calls and webcasts, the Company intends to use its investor relations page on its website as a means of disclosing material information to its investors and others and for complying with its disclosure obligations under applicable securities laws. Accordingly, investors and others should monitor the website in addition to following the Company's press releases, securities filings, and public conference calls and webcasts. This list may be updated from time to time.

CERTIFICATION

I, Frank Holmes, certify that:

1. I have reviewed this Annual Report on Form 40-F of Hive Blockchain Technologies Ltd.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this report;

4. The issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the issuer and have:

   (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) evaluated the effectiveness of the issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) disclosed in this report any change in the issuer's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting; and

5. The issuer's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditors and the audit committee of the issuer's board of directors (or persons performing the equivalent functions):

   (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the issuer's ability to record, process, summarize and report financial information; and

   (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer's internal control over financial reporting.

Date: September 23, 2021

/s/ Frank Holmes
Name: Frank Holmes
Title: Chief Executive Officer

CERTIFICATION

I, Darcy Daubaras, certify that:

1. I have reviewed this Annual Report on Form 40-F of Hive Blockchain Technologies Ltd.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this report;

4. The issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the issuer and have:

   (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) evaluated the effectiveness of the issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) disclosed in this report any change in the issuer's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting; and

5. The issuer's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditors and the audit committee of the issuer's board of directors (or persons performing the equivalent functions):

   (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the issuer's ability to record, process, summarize and report financial information; and

   (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer's internal control over financial reporting.

Date: September 23, 2021

/s/ Darcy Daubaras
Name: Darcy Daubaras
Title: Chief Financial Officer

CERTIFICATION PURSUANT TO
18 U.S.C. §1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Hive Blockchain Technologies Ltd. (the "Company") on Form 40-F for the period ended March 31, 2021 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Frank Holmes, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

September 23, 2021

/s/ Frank Holmes
Name: Frank Holmes
Title: Chief Executive Officer
(Principal Executive Officer)

A signed original of this written statement required by Section 906 has been provided to Hive Blockchain Technologies Ltd. and will be retained by Hive Blockchain Technologies Ltd. and furnished to the Securities and Exchange Commission or its staff upon request.

CERTIFICATION PURSUANT TO
18 U.S.C. §1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Hive Blockchain Technologies Ltd. (the "Company") on Form 40-F for the period ended March 31, 2021 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Darcy Daubaras, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

September 23, 2021

/s/ Darcy Daubaras
Name: Darcy Daubaras
Title: Chief Financial Officer
(Principal Financial and Accounting Officer)

A signed original of this written statement required by Section 906 has been provided to Hive Blockchain Technologies Ltd. and will be retained by Hive Blockchain Technologies Ltd. and furnished to the Securities and Exchange Commission or its staff upon request.

DAVIDSON & COMPANY LLP Chartered Professional Accountants

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the use in this Annual Report on Form 40-F (the "Annual Report") of Hive Blockchain Technologies Ltd. ("the Company") of our report dated September 23, 2021 relating to the Company's consolidated financial statements for the years ended March 31, 2021 and 2020 which are filed as an exhibit to the Annual Report.

Davidson & Company LLP

Vancouver, Canada

Chartered Professional Accountants

September 23, 2021

A member of Nexia International

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