FORM 5

QUARTERLY LISTING STATEMENT

Name of Listed Issuer: **SIXTY SIX CAPITAL INC.** (the Issuer").

Trading Symbol: **SIX**

This Quarterly Listing Statement must be posted on or before the day on which the Issuer's unaudited interim financial statements are to be filed under the *Securities* Act, or, if no interim statements are required to be filed for the quarter, within 60 days of the end of the Issuer's first, second and third fiscal quarters. This statement is not intended to replace the Issuer's obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the Exchange Policies. If material information became known and was reported during the preceding quarter to which this statement relates, management is encouraged to also make reference in this statement to the material information, the news release date and the posting date on the Exchange website.

General Instructions

(a) Prepare this Quarterly Listing Statement using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.

(b) The term "Issuer" includes the Listed Issuer and any of its subsidiaries.

(c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

There are three schedules which must be attached to this report as follows:

SCHEDULE A: FINANCIAL STATEMENTS

Financial statements for the interim period ended March 31, 2023 are attached as Schedule A.

Financial statements are required as follows:

For the first, second and third financial quarters interim financial statements prepared in accordance with the requirements under Ontario securities law must be attached.

If the Issuer is exempt from filing certain interim financial statements, give the date of the exempting order.

SCHEDULE B: SUPPLEMENTARY INFORMATION

The supplementary information set out below must be provided when not included in Schedule A.

1. Related party transactions

All related party transactions have been disclosed in the Issuer's financial statements and MD&A for the interim period ended March 31, 2023. (Note 8.)

Provide disclosure of all transactions with a Related Person, including those previously disclosed on Form 10. Include in the disclosure the following information about the transactions with Related Persons:

(a) A description of the relationship between the transacting parties. Be as precise as possible in this description of the relationship. Terms such as affiliate, associate or related company without further clarifying details are not sufficient.
(b) A description of the transaction(s), including those for which no amount has been recorded.
(c) The recorded amount of the transactions classified by financial statement category.
(d) The amounts due to or from Related Persons and the terms and conditions relating thereto.
(e) Contractual obligations with Related Persons, separate from other contractual obligations.
(f) Contingencies involving Related Persons, separate from other contingencies.

2. Summary of securities issued and options granted during the period.

All securities issued and options granted by the Issuer have been disclosed in the Issuer's financial statement notes for the interim period ended March 31, 2023. (Note 7)

Provide the following information for the period beginning on the date of the last Listing Statement (Form 2A):

(a) summary of securities issued during the period,

Date of Issue	Type of Security (common shares, convertible debentures, etc.)	Type of Issue (private placement, public offering, exercise of warrants, etc.)	Number	Price	Total Proceeds	Type of Consideration (cash, property, etc.)	Describe relationship of Person with Issuer (indicate if Related Person)	Commission Paid

(b) summary of options granted during the period,

Date	Number	Name of Optionee if Related Person and relationship	Generic description of other Optionees	Exercise Price	Expiry Date	Market Price on date of Grant

3. Summary of securities as at the end of the reporting period.

A summary of securities has been provided in the financial statements for the interim period ended March 31, 2023. (on Page 5 and Note 7)

Provide the following information in tabular format as at the end of the reporting period:

(a) description of authorized share capital including number of shares for each class, dividend rates on preferred shares and whether or not cumulative, redemption and conversion provisions,

(b) number and recorded value for shares issued and outstanding,

(c) description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value, and

(d) number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer.

4. List the names of the directors and officers, with an indication of the position(s) held, as at the date this report is signed and filed.

David Rowe	- Chairman, CEO and Director
Alexander Johnstone	- CFO and Director
Richard Croft	- Director
Richard Patricio	- Director
Michael Hudson	- Director
Nick DeMare	- Assistant Corporate Secretary

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

Provide Interim MD&A if required by applicable securities legislation.

The MD&A for the interim period ended March 31, 2023 is attached as Schedule C.

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Quarterly Listing Statement.

2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.

3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).

4. All of the information in this Form 5 Quarterly Listing Statement is true.

Dated May 26, 2023

Alex Johnstone
Name of Director or Senior Officer

"*Alex Johnstone*"
Signature

CFO
Official Capacity

Issuer Details Name of Issuer **SIXTY SIX CAPITAL INC.**	For Quarter Ended **March 31, 2023**	Date of Report YY/MM/D **May 26, 2023**
Issuer Address **#1305 - 1090 West Georgia Street**		
City/Province/Postal Code **Vancouver, BC V6E 3V7**	Issuer Fax No. ( ) **604-683-1585**	Issuer Telephone No. ( ) **416-941-1071**
Contact Name **Alex Johnstone**	Contact Position **CFO**	Contact Telephone No. **44-7775-893-049**
Contact Email Address **alex.johnstone@blackgreencapital.com**	Web Site Address www.sixtysixcapital.com	

Schedule "A"

Financial Statements

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED MARCH 31, 2023

(inserted as following pages)

SIXTY SIX CAPITAL INC.

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED
MARCH 31, 2023

(Unaudited - Expressed in Canadian Dollars)

NOTICE OF NO AUDITOR REVIEW OF
CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

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

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

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

SIXTY SIX CAPITAL INC.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION
(Unaudited - Expressed in Canadian Dollars)

	Note	March 31, 2023 $	December 31, 2022 $
ASSETS			
Current assets			
Cash		28,935	41,174
Amounts receivable		1,292	1,269
Prepaid expenses		15,413	20,550
Investment in equity security	3	6,179,988	2,977,374
TOTAL ASSETS		6,225,628	3,040,367
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities		173,951	198,291
Advances	4	95,370	63,629
Amount due	6	1,036,826	1,019,975
Total current liabilities		1,306,147	1,281,895
Non-current liabilities			
Convertible debentures	5	6,508,523	6,389,321
Total non-current liabilities		6,508,523	6,389,321
TOTAL LIABILITIES		7,814,670	7,671,216
SHAREHOLDERS' EQUITY (DEFICIT)			
Share capital	7	35,078,289	35,078,289
Other reserves		(7,155,763)	(7,155,763)
Share option reserve		2,960,014	2,960,014
Accumulated other comprehensive loss		(167,720)	(167,720)
Retained earnings (deficit)		(32,303,862)	(35,345,669)
TOTAL SHAREHOLDERS' EQUITY (DEFICIT)		(1,589,042)	(4,630,849)
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIT)		6,225,628	3,040,367

Nature of Operations and Going Concern - see Note 1

These condensed consolidated interim financial statements were approved for issue by the Board of Directors on May 26, 2023 and are signed on its behalf by:

/s/ David Rowe
David Rowe
Director

/s/ Richard Croft
Richard Croft
Director

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

SIXTY SIX CAPITAL INC.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(Unaudited - Expressed in Canadian Dollars)

	Notes	Three Months Ended March 31, 2023 $	2022 $
Expenses			
Accounting and administration		7,300	6,700
Bank charges		69	52
Legal		1,831	2,232
Director and officer compensation	8(a)(i)	-	31,750
Office		587	395
Professional fees		-	4,687
Regulatory fees		8,288	7,619
Transfer agent		1,076	1,083
		19,151	54,518
Loss before other items		(19,151)	(54,518)
Other items			
Interest income		813	64
Interest expense		(120,943)	(118,973)
Unrealized gain (loss) on investment in equity security	3	3,202,614	(10,043,991)
Foreign exchange		(21,526)	19,236
		3,060,958	(10,143,664)
Net and comprehensive income (loss) for the period		3,041,807	(10,198,182)
Basic and diluted income (loss) per common share		$0.02	$(0.08)
Weighted average number of common shares outstanding		139,740,857	130,649,950

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

SIXTY SIX CAPITAL INC.

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIT)

(Unaudited - Expressed in Canadian Dollars)

	Three Months Ended March 31, 2023						
	Share Capital		Reserves				
	Number of Shares	Amount $	Other $	Share-Based Compensation $	Other Comprehensive Loss $	Retained Earnings (Deficit) $	Total Shareholders' Equity (Deficit) $
Balance at December 31, 2022	139,740,857	35,078,289	(7,155,763)	2,960,014	(167,720)	(35,345,669)	(4,630,849)
Net income for the period	-	-	-	-	-	3,041,807	3,041,807
Balance at March 31, 2023	139,740,857	35,078,289	(7,155,763)	2,960,014	(167,720)	(32,303,862)	(1,589,042)

	Three Months Ended March 31, 2022						
	Share Capital		Reserves		Other		
	Number of Shares	Amount $	Other $	Share-Based Compensation $	Comprehensive (Loss) $	Retained Earnings (Deficit) $	Total Shareholders' Equity $
Balance at December 31, 2021	130,649,950	34,890,714	(7,155,763)	2,921,835	(167,720)	403,839	30,892,905
Net loss for the period	-	-	-	-	-	(10,198,182)	(10,198,182)
Balance at March 31, 2022	130,649,950	34,890,714	(7,155,763)	2,921,835	(167,720)	(9,794,343)	20,694,723

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

SIXTY SIX CAPITAL INC.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS
(Unaudited - Expressed in Canadian Dollars)

	Three Months Ended March 31,	
	2023	2022
	$	$
Operating activities		
Net income (loss) for the period	3,041,807	(10,198,182)
Adjustments for:		
Unrealized (gain) loss on investment in equity securities	(3,202,614)	10,043,991
Foreign exchange	16,828	(19,360)
Interest expense	120,943	118,973
Changes in non-cash working capital items:		
Prepaid expenses	5,137	4,517
Accounts payable and accrued liabilities	(24,340)	36,407
Net cash used in operating activities	(42,239)	(13,654)
Financing activity		
Advances received	30,000	-
Net cash provided by financing activity	30,000	-
Net change in cash	(12,239)	(13,654)
Cash at beginning of period	41,174	104,551
Cash at end of period	28,935	90,897

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

1. Nature of Operations and Going Concern

Nature of Operations

Sixty Six Capital Inc is an investor and developer, active in Fin Tech. The Company's primary investment consists of 338,273 shares of Northern Data AG ("Northern Data") which is a leading infrastructure supplier for Bitcoin mining and other HPC infrastructure solutions. The Company is actively reviewing additional green energy investment and business opportunities within the Fin Tech space. The Company's registered office is located at 736 Granville St., Suite 1100, Vancouver, BC V6Z 1G3, Canada.

As at March 31, 2023 the Company had working capital of $4,919,481 and an accumulated deficit of $32,303,862. These condensed consolidated interim financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business operations for the foreseeable future. With the sale of its subsidiaries, the Company has curtailed its levels of corporate and administrative activities. However, until the Company is able to trade in the equity securities of Northern Data, management anticipates the Company will continue to require additional financing and continued shareholder support to maintain essential levels of administration and corporate expenses required for a publicly traded company and provide working capital to conduct due diligence on any business or acquisition opportunities as they arise. There can be no assurance that the Company will be successful in identifying a business opportunity or securing financing.

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

Statement of Compliance

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

Basis of Measurement

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

Subsidiaries

As at March 31, 2023 the Company has one wholly-owned subsidiary, Megamining Limited, incorporated in the United Kingdom.

3. Investment in Equity Security

	March 31, 2023 $	December 31, 2022 $
Northern Data common shares, at cost	49,065,239	49,065,239
Fair market value effect on shares of Northern Data	(42,885,251)	(46,087,865)
Total	6,179,988	2,977,374

3. Investment in Equity Security (continued)

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

During the three months ended March 31, 2023 the Company recorded an unrealized gain of $3,202,614 (2022 - loss of $10,043,991) on its investment in equity security.

4. Advances

	Three Months Ended March 31, 2023 $	Year Ended December 31, 2022 $
Balance, beginning of period	63,629	57,666
Advance received	30,000	-
Accrued interest	1,741	5,963
Balance, end of period	95,370	63,629

In November 2021 the Company received an advance from Mr. David Rowe, the Chairman and CEO of the Company. On February 25, 2023 Mr. Rowe advanced an additional $30,000 to the Company. The advance is payable on demand and the rate of interest is 10% per annum compounded and calculated monthly.

5. Convertible Debentures

	March 31, 2023 $	December 31, 2022 $
Principal	4,768,063	4,768,063
Accumulated interest	1,740,460	1,621,258
Non-current loans payable	6,508,523	6,389,321

The Company has received a number of loans and issued convertible debentures which bear interest at 10% per annum and are repayable between December 2025 and August 2027. During the three months ended March 31, 2023 the Company recognized $119,202 (2022 - $119,202) of interest expense.

The amount of the loans, at the option of each lender, will be convertible into common shares of the Company at the market price at time of such conversion in accordance with the policies of and subject to acceptance by the CSE. The value of the embedded derivative is considered to be $nil as the number of shares will be issued to equate to the amount of the original loan and so there is no upside or downside to the option for either party. The Company has a prepayment option. The value of the embedded derivative will depend on how significant the transaction costs incurred were on the issue of the loan notes. The transaction costs were nil and so this embedded derivative has no value.

6. Amount Due

The Company's previously owned Swedish subsidiary, Hydro66 Svenska AB ("Hydro AB"), had been under a tax review regarding parts of its recovered VAT for the period 2016-2020. The Company had given the buyer of Hydro66 Svenska AB an indemnity to be liable for tax rulings attributed to periods before the transaction date (March 4, 2021). The Swedish Tax Authorities expressed an intent to recover a portion of the VAT recovered by Hydro AB on grounds that Hydro AB is mining crypto currencies for its own use. The Company and Northern Data did not share the Swedish Tax Authorities opinion and an appeal was filed. On July 8, 2022 the Swedish Tax Authorities rendered their decision rejecting the appeal and, as a result SEK 19,858 205 was paid by Northern Data, of which the €1,213,544 escrowed funds were released to Northern Data and $1,036,826 (€708,125) remains payable to Northern Data as at March 31, 2023.

7. Share Capital

(a) *Authorized Share Capital*

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

(b) *Equity Financings*

Thee months ended March 31, 2023

No equity financings were conducted by the Company during the three months ended March 31, 2023.

Fiscal 2022

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

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

(c) *Share Option Plan*

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

No share options were granted during the three months ended March 31, 2023 and 2022.

A summary of the Company's share options at March 31, 2023 and 2022 and the changes for the three months ended on those dates, is as follows:

	2023		2022	
	Number of Options Outstanding	Weighted Average Exercise Price $	Number of Options Outstanding	Weighted Average Exercise Price $
Balance, beginning of period	13,974,083	0.13	12,770,000	0.21
Expired	-	-	(600,000)	0.38
Balance, end of period	13,974,083	0.13	12,170,000	0.20

7. Share Capital (continued)

The following table summarizes information about the share options outstanding and exercisable at March 31, 2023:

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

8. Related Party Disclosures

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

(a) *Transactions with Key Management Personnel*

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

(ii) See also Note 4.

(b) *Convertible Debentures*

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

9. Financial Instruments and Risk Management

General Objectives, Policies and Processes

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

Categories of Financial Assets and Liabilities

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

Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2 - Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
Level 3 - Inputs that are not based on observable market data.

9. Financial Instruments and Risk Management (continued)

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

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

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

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

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

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

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

	As at March 31, 2023			
	Within 6 Months $	Current 6-12 Months $	Non-Current 1 - 5 Years $	Non-Current Over 5 Years $
Accounts payables and accrued liabilities	173,951	-	-	-
Advances	95,370	-	-	-
Amount due	1,036,826	-	-	-
Convertible debentures	-	-	6,508,523	-
Total	1,306,147	-	6,508,523	-

	As at December 31, 2022			
	Within 6 Months $	Current 6-12 Months $	Non-Current 1 - 5 Years $	Non-Current Over 5 Years $
Accounts payables and accrued liabilities	198,291	-	-	-
Advances	63,629	-	-	-
Amount due	1,019,975	-	-	-
Convertible debentures	-	-	6,389,321	-
Total	1,281,895	-	6,389,321	-

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

Cash and Cash Equivalents

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

9. Financial Instruments and Risk Management (continued)

Risk Exposures

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

Credit Risk

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

Liquidity Risk

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

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

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

Market Risk

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

(a) Interest Rate Risk

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

(b) Foreign Currency Risk

The Company's functional currency is the Canadian dollar and major transactions are transacted in Canadian Dollars, Euros, US Dollars and Pounds Sterling. Management believes the foreign exchange risk related to currency conversions is minimal and therefore does not hedge its foreign exchange risk. At March 31, 2023 1 Canadian Dollar was equal to 0.68 Euro, 0.74 US Dollar and 0.60 Pounds Sterling.

	Euros	United States Dollars	Pounds Sterling	CDN $ Equivalent
Cash	-	1,082	854	2,886
Amounts receivable	-	-	775	1,292
Investment in equity securities	4,177,672	-	-	6,179,988
Accounts payable and accrued liabilities	-	-	(6,563)	(10,938)
Amount due	(708,125)	-	-	(1,036,826)
	3,469,547	1,082	(4,934)	5,136,402

9. Financial Instruments and Risk Management (continued)

Based on the net exposures as of March 31, 2023 and assuming that all other variables remain constant, a 10% fluctuation on the Canadian Dollar against the Euro, US Dollar and Pounds Sterling would result in the Company's net income or loss being approximately $444,000 higher (or lower).

(c) Equity Price Risk

The Company is exposed to equity risk due to the significance of its holding of 338,273 common shares of Northern Data. On March 31, 2023 these shares were valued at €12.35 each, for a total of €4,177,672. A change in the price of Northern Data shares by +/- €1, will impact the value of the Company's holding by €338,273.

A 10% fluctuation in the value of Northern Data common shares from the value at March 31, 2023 would result in the Company recording a gain or loss through unrealized loss or gain in fair value of investment in equity security of $618,000.

Capital Management

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern such that it can provide returns for shareholders and benefits for other stakeholders. The Company considers the items included in shareholders' equity as capital. The management of the capital structure is based on the funds available to the Company in order to maintain the Company in good standing with the various regulatory authorities. In order to maintain or adjust its capital structure, the Company may issue new shares, sell assets to settle liabilities or return capital to its shareholders. There has been no change to the Company's capital management strategy during the three months ended March 31, 2023 and the Company is not subject to any externally imposed capital requirements.

Schedule "C"

Management Discussion and Analysis

MD&A FOR THE THREE MONTHS ENDED MARCH 31, 2023

(inserted as following pages)

SIXTY SIX CAPITAL INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE MONTHS ENDED MARCH 31, 2023

This discussion and analysis of financial position and results of operation is prepared as at May 26, 2023 and should be read in conjunction with the unaudited condensed consolidated interim financial statements and the accompanying notes for the three months ended March 31, 2023, of Sixty Six Capital Inc. ("Six" or the "Company"). The following disclosure and associated financial statements are presented in accordance with International Financial Reporting Standards ("IFRS"). Except as otherwise disclosed, all dollar figures included therein and in the following management's discussion and analysis ("MD&A") are quoted in Canadian dollars.

Forward Looking Statements

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

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

Company Overview

The Company is a reporting issuer in British Columbia, Alberta, Saskatchewan, Ontario and Nova Scotia and trades on the Canadian Securities Exchange ("CSE") under the symbol "SIX" and on the OTCQB under the symbol "HYHDF". The Company's registered office is located at 736 Granville St., Suite 1100, Vancouver, BC V6Z 1G3, Canada.

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

Investment in Equity Security

	March 31, 2023 $	December 31, 2022 $
Northern Data common shares at cost	49,065,239	49,065,239
Fair market values effect on shares of Northern Data	(42,885,251)	(46,087,865)
	6,179,988	2,977,374

On March 4, 2021 the Company closed on the sale of certain of its subsidiaries and as partial consideration received 338,273 shares of Northern Data. The market closing price for Northern Data on March 4, 2021 was used to establish the cost of the shares. The carrying value of the Northern Data shares at March 31, 2023 and December 31, 2022 was also determined using quoted market values. The received shares were subject to a holding period which expired on March 4, 2023 and, thus, there are no further restrictions to the selling of the Northern Data shares.

Selected Financial Data

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

	Fiscal 2023	Fiscal 2022				Fiscal 2021		
Three Months Ended	**Mar 31 2023 $**	**Dec 31 2022 $**	**Sept 30 2022 $**	**Jun 30 2022 $**	**Mar 31 2022 $**	**Dec 31 2021 $**	**Sept 30 2021 $**	**Jun 30 2021 $**
Operations:								
Expenses	(19,151)	(93,957)	(48,092)	(64,576)	(54,454)	(72,364)	(99,519)	(854,624)
Other items	3,060,958	(2,743,172)	(5,565,802)	(17,035,727)	(10,143,728)	1,051,624	(3,606,788)	(11,734,066)
Net (loss) income	3,041,807	(2,837,129)	(5,613,894)	(17,100,303)	(10,198,182)	979,260	(3,706,307)	(12,588,690)
Other comprehensive (loss) income, net	Nil	Nil	Nil	Nil	Nil	(71,074)	Nil	Nil
Comprehensive (loss) income	3,041,807	(2,837,129)	(5,613,894)	(17,100,303)	(10,198,182)	908,186	(3,706,307)	(12,588,690)
Basic and diluted (loss) income per share	0.02	(0.02)	(0.04)	(0.13)	(0.08)	0.03	(0.04)	(0.10)
Balance Sheet:								
Working capital (deficit)	4,919,481	1,758,472	(1,272,940)	(142,498)	(78,733)	(22,825)	1,635,643	1,728,101
Total assets	6,225,628	3,040,367	5,540,241	11,855,073	28,976,013	39,113,933	38,181,587	41,760,951
Total non-current liabilities	(6,508,523)	(6,389,321)	(6,265,242)	(8,076,828)	(8,097,271)	(8,074,746)	(8,023,176)	(7,914,287)

Results of Operations

Three Months Ended March 31, 2023 Compared to Three Months Ended December 31, 2022

During the three months ended March 31, 2023 ("Q1/2023") the Company reported net income of $3,041,807 compared to a net loss of $2,837,129 for the three months ended December 31, 2022 ("Q4/2022"), an increase in income of $5,878,936. The increase in income is primarily due to the recognition of an unrealized gain of $3,202,614 in Q1/2023, compared to an unrealized loss of $2,350,834 in Q4/2022, due to the changes in the quoted stock price on the Company's holdings in the Northern Data Shares.

Three Months Ended March 31, 2023 Compared to Three months Ended March 31, 2022

During the three months ended March 31, 2023 ("Q1/2023") the Company reported net income of $3,041,807 compared to a net loss of $10,198,182 for the three months ended March 31, 2022 ("Q1/2022"), an increase in income of $13,239,989. The increase in income is primarily due to recognition of an unrealized gain of $3,202,614 in Q1/2023 compared to an unrealized loss of $10,043,991 in Q1/2022 due to the changes in the quoted stock price on the Company's holdings in the Northern Data Shares.

Financing Activities

No financing activities were conducted by the Company during Q1/2023 or Q1/2022.

Advances

In November 2021 the Company received an advance from Mr. Rowe, the Chairman and CEO of the Company. On February 25, 2023 Mr. Rowe advanced an additional $30,000 to the Company. The advances are payable on demand and the rate of interest is 10% per annum compounded and calculated monthly. As at March 31, 2023 $95,370 of advances and accrued interest remained outstanding.

Convertible Debentures

The Company has received several loans and issued convertible debentures which bear interest at 10% per annum and are repayable between December 2025 and August 2027. During the three months ended March 31, 2023 the Company recognized $119,202 of interest expense. As at March 31, 2023 $4,768,063 of principal and $1,740,460 of interest remained unpaid.

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

Amounts Due

The Company's previously owned Swedish subsidiary, Hydro66 Svenska AB ("Hydro AB"), had been under a tax review regarding parts of its recovered VAT for the period 2016-2020. The Company had given the buyer of Hydro66 Svenska AB an indemnity to be liable for tax rulings attributed to periods before the transaction date (March 4, 2021). The Swedish Tax Authorities expressed an intent to recover a portion of the VAT recovered by Hydro AB on grounds that Hydro AB is mining crypto currencies for its own use. The Company and Northern Data did not share the Swedish Tax Authorities opinion and an appeal was filed. On July 8, 2022 the Swedish Tax Authorities rendered their decision rejecting the appeal and, as a result SEK 19,858 205 was paid by Northern Data, of which the €1,213,544 escrowed funds were released to Northern Data and $1,036,826 (€708,125) remains payable to Northern Data as at March 31, 2023.

Financial Condition / Capital Resources

As at March 31, 2023 the Company had working capital of $4,919,481 and an accumulated deficit of $32,303,862. With the sale of its subsidiaries, the Company has curtailed its levels of corporate and administrative activities. Management anticipates the Company will sell certain of its investment in Northern Data to provide working capital in order to maintain essential levels of administration and corporate expenses required for a publicly traded company and provide working capital to conduct due diligence on any business or acquisition opportunities as they arise. There can be no assurance that the Company will be successful in identifying a business opportunity or securing financing to complete any acquisition.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Proposed Transactions

The Company has no proposed transactions.

Financial Instruments and Risk Management

Categories of Financial Assets and Liabilities

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

Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2 - Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
Level 3 - Inputs that are not based on observable market data.

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

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

Amount receivables are initially measured at the amount of consideration that is unconditional. Book values and expected cash flows are reviewed by the Board and any impairment charged to the consolidated statement of comprehensive income in the relevant period.

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

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

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

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

	As at March 31, 2023			
	Current		Non-Current	
	Within 6 Months $	6-12 Months $	1 - 5 Years $	Over 5 Years $
Accounts payables and accrued liabilities	173,951	-	-	-
Advances	95,370	-	-	-
Amount due	1,036,826	-	-	-
Convertible debentures	-	-	6,508,523	-
Total	1,306,147	-	6,508,523	-

	As at December 31, 2022			
	Current		Non-Current	
	Within 6 Months $	6-12 Months $	1 - 5 Years $	Over 5 Years $
Accounts payables and accrued liabilities	198,291	-	-	-
Advances	63,629	-	-	-
Amount due	1,019,975	-	-	-
Convertible debentures	-	-	6,389,321	-
Total	1,281,895	-	6,389,321	-

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

Changes in Accounting Policies

There are no changes in accounting policies. A detailed summary of the Company's significant accounting policies is included in Note 3 to the December 31, 2022 audited annual financial statements.

Related Party Disclosures

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

(a) *Transactions with Key Management Personnel*

(i) During Q1/2023 and Q1/2022 the Company incurred the following compensation amounts to its key management personnel:

	2023 $	2022 $
David Rowe, director, Chairman & CEO	-	9,000
Alex Johnstone, director, CFO and Corporate Secretary	-	6,000
Richard Croft, director	-	6,000
Michael Hudson, director	-	4,500
Richard Patricio, director	-	4,500
Nick DeMare[(1)], former Corporate Secretary	-	2,250
	-	32,250

(1) Mr. DeMare resigned as corporate secretary effective December 11, 2022.

Effective November 1, 2022 the Company determined to cease to provide compensation to its directors and officers of the Company. As at March 31, 2023 $139,750 (December 31, 2022 - $139,750) remained unpaid.

(ii) In November 2021 the Company received an advance from Mr. David Rowe. On February 25, 2023 Mr. Rowe advanced an additional $30,000 to the Company. The advances are payable on demand and the rate of interest is 10% per annum compounded and calculated monthly. As at March 31, 2023 principal and accrued interest totalling $95,370 remained outstanding to Mr. Rowe.

(b) *Convertible Debentures*

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

Outstanding Share Data

The Company's authorized share capital is unlimited common shares without par value. As at May 26, 2023 there were 139,740,857 issued and outstanding common shares and 13,974,083 share options outstanding, exercisable at prices ranging from $0.05 per share to $0.18 per share.