



HUT 8 MINING CORP.
130 King Street W.
Toronto, Ontario
M5X 1E3

NOTICE OF ANNUAL AND SPECIAL MEETING

NOTICE IS HEREBY GIVEN THAT an annual and special meeting (the “**Meeting**”) of the shareholders of Hut 8 Mining Corp. (“**Hut 8**” or the “**Company**”) will be held at Chitiz Pathak LLP, located at 77 King Street West, Suite 700, Toronto, Ontario, M5K 1G8, on May 13, 2019 at 10:00 a.m. (Toronto time) for the following purposes:

1. to receive and consider Hut 8’s audited financial statements for the fiscal year-ending December 31, 2018 (“**Fiscal 2018**”), together with the report of the auditors thereon;
2. to elect the directors of the Company who will serve until the end of the next annual meeting of shareholders of the Company;
3. to appoint DMCL LLP as auditors and to authorize the directors to fix their remuneration;
4. to consider and, if deemed appropriate, to pass a resolution approving the amendment and restatement of the Company’s Omnibus Long-Term Incentive Plan, as more particularly described in the accompanying management information circular dated April 8, 2019; and
5. to transact such further or other business as may properly come before the Meeting and any adjournments thereof.

The accompanying management information circular provides additional information relating to the matters to be considered at the Meeting. Also accompanying this notice is a form of proxy. Any adjournment of the Meeting will be held at a time and place to be specified at the Meeting. Only Hut 8 shareholders of record at the close of business on April 8, 2019, will be entitled to receive notice of and vote at the Meeting. If you are unable to attend the Meeting in person, please complete, sign and date the enclosed form of proxy and return the same in the enclosed return envelope provided for that purpose within the time and to the location set out in the form of proxy accompanying this notice. If you are a non-registered shareholder of Hut 8 and receive these materials through your broker or through another Intermediary, please complete and return the materials in accordance with the applicable instructions. Failure to do so may result in your shares not being eligible to be voted by proxy at the Meeting.

DATED this 8th day of April, 2019.

ON BEHALF OF THE BOARD OF DIRECTORS

“Andrew Kiguel”

Andrew Kiguel
Director and Chief Executive Officer
Toronto, Ontario

GLOSSARY OF DEFINED TERMS

In this Information Circular, the following capitalized words and terms shall have the following meanings:

BCBCA	The <i>Business Corporations Act</i> (British Columbia) and the regulations prescribed thereunder, as amended from time to time.
Business Combination	The business combination between Hut 8 and Oriana which became effective March 2, 2018, all as further detailed in the filing statement of Oriana dated March 1, 2018 and available on SEDAR at www.sedar.com .
CEO	Chief Executive Officer.
CFO	Chief Financial Officer.
Computershare	Computershare Trust Company.
DMCL	Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants.
Hut 8 or the Company	Hut 8 Mining Corp., a Company existing under the BCBCA.
Hut 8 Board	The board of directors of Hut 8.
Hut 8 DSUs	Deferred Share Units of the Company, issued under the Omnibus Plan.
Hut 8 Named Executive Officers or NEO	The named executive officers of Hut 8, as provided in “ <i>Compensation of Executive Officers and Directors</i> ”.
Hut 8 Nominees	Proposed nominees to sit on the Hut 8 Board
Hut 8 Options	Stock options granted to directors, officers, employees and consultants of Hut 8 to acquire Hut 8 Shares, in accordance with the terms of the Omnibus Plan.
Hut 8 RSUs	Restricted Share Units of the Company, issued under the Omnibus Plan.
Hut 8 Shareholders	At the relevant time, holders of Hut 8 Shares.
Hut 8 Shares	Common shares in the capital of Hut 8.
Hut 8 Warrants	Warrants for common shares in the capital of Hut 8
IFRS	International Financial Reporting Standards.
Information Circular	This management information circular sent to the Hut 8 Shareholders in connection with the Meeting.
Intermediary	As defined in “ <i>General Proxy Information – Non-Registered Holders and Delivery Matters</i> ”.
Meeting	The annual and special meeting of Hut 8 Shareholders to be held at Chitiz Pathak LLP, located at 77 King Street West, Suite 700, Toronto, Ontario, M5K 1G8, on May 13, 2019 at 10:00 a.m. (Toronto time).
NI 52-110	National Instrument 52-110 – <i>Audit Committees</i> .
OBO	An objecting beneficial owner, as defined in NI 54-101.
Omnibus Plan	The Omnibus Long-Term Incentive Plan originally approved by the Hut 8 Shareholders on February 15, 2018.
Oriana	Oriana Resources Corporation, a company incorporated under the BCBCA on June 9, 2011.

Person	Any individual, firm, partnership, joint venture, venture capital fund, association, trust, trustee, executor, administrator, legal personal representative, estate group, body corporate, Company, unincorporated association or organization, Governmental Authority, syndicate or other entity, whether or not having legal status.
Proxy Submission Deadline	As defined in “General Proxy Information – Appointment and Revocation of Proxies”.
Record Date	April 8, 2019, being the date for determining registered Hut 8 Shareholders entitled to receive notice of and vote at the Meeting.
RTO	Has the same meaning as “Business Combination”.
Special Resolution	A special resolution required to be approved by not less than two-thirds ($\frac{2}{3}$) of the votes cast by those Hut 8 Shareholders who (being entitled to do so) vote in person or by proxy at the Meeting.
TSX	Toronto Stock Exchange.
TSXV	TSX Venture Exchange.
VIF	Voting Information Form.



HUT 8

INFORMATION CIRCULAR

for the

ANNUAL GENERAL AND SPECIAL MEETING

of

Hut 8 Mining Corp.

to be held on

Monday, May 13, 2019

Hut 8 Mining Corp.
MANAGEMENT INFORMATION CIRCULAR
For the Annual General and Special Meeting of Shareholders to be held on May 13, 2019

Management Solicitation

This Information Circular is furnished in connection with the solicitation by management of Hut 8 of proxies to be used at the Meeting referred to in the accompanying Notice of Annual and Special Meeting of Shareholders (the "Notice") to be held on May 13, 2019, at the time and place and for the purposes set forth in the Notice.

Solicitation of Proxies

The solicitation is made by the management of the Company and will be made primarily by mail, but proxies may also be solicited personally or by telephone by regular employees of the Company at nominal cost. The cost of solicitation by management will be borne by the Company. The information contained herein is given as of April 8, 2019, unless indicated otherwise.

Appointment and Revocation of Proxies

The Persons named in the enclosed form of proxy are directors and/or officers of the Company. Each shareholder has the right to appoint a Person or company, who need not be a shareholder of the Company, other than the Persons named in the enclosed form of proxy, to represent such shareholder at the Meeting or any adjournment thereof. Such right may be exercised by inserting such Person's name in the blank space provided and striking out the names of management's nominees in the enclosed form of proxy or by completing another proper form of proxy.

All proxies must be executed by the shareholder or his or her attorney duly authorized in writing or, if the shareholder is a company, by an officer or attorney thereof duly authorized. The completed form of proxy must be deposited at the office of Computershare, 100 University Avenue, 8th Floor, Toronto, Ontario, Canada M5J 2Y1 (the mailing address for Computershare), before 5:00 p.m. (Toronto time) on May 9, 2019 (the "Proxy Submission Deadline").

A shareholder who has given a proxy has the power to revoke it as to any matter on which a vote has not already been cast pursuant to the authority conferred by such proxy and may do so either:

1. not later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of holding the Meeting or adjournment thereof at which the proxy is to be used, by delivering another properly executed form of proxy bearing a later date and depositing it as aforesaid;
2. by depositing an instrument in writing revoking the proxy executed by him or her:
 - (a) with Computershare at its office denoted herein at any time up to and including the Proxy Submission Deadline, or not later than 48 hours prior to any adjournment(s) of the Meeting at which the proxy is to be used; or
 - (b) with the Chair of the Meeting on the day of the Meeting, prior to the commencement of the Meeting or any adjournment thereof; or
3. in any other manner permitted by law.

Exercise of Discretion by Proxies

Shares represented by properly executed proxies in favour of the Persons named in the enclosed form of proxy **will be voted or withheld from voting in accordance with the instructions of the shareholder on any ballot that may be called for** and, where the Person whose proxy is solicited specifies a choice with respect to the matters identified in the proxy, **the shares will be voted or withheld from voting in accordance with the specifications so made. Where shareholders have properly executed proxies in favour of the Persons named in the enclosed**

form of proxy and have not specified in the form of proxy the manner in which the named proxies are required to vote the shares represented thereby, such shares will be voted in favour of the passing of the matters set forth in the Notice. The enclosed form of proxy confers discretionary authority with respect to amendments or variations to the matters identified in the Notice and with respect to other matters that may properly come before the Meeting. At the date hereof, management of the Company knows of no such amendments, variations or other matters to come before the Meeting. However, if any other matters which at present are not known to management of the Company should properly come before the Meeting, the proxy will be voted on such matters in accordance with the best judgment of the named proxies.

Non-Registered Holders and Delivery Matters

These securityholder materials are being sent to both registered and non-registered owners of the securities. However, only registered shareholders, or the Persons they appoint as their proxies, are permitted to vote at the Meeting. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding on your behalf. By choosing to send these materials to you directly, the Company (and not the Intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you and (ii) executing your proper voting instructions.

If you have received the Company's form of proxy, you may return it to the Computershare: (i) by regular mail in the return envelope provided or (ii) by fax at 1-866-249-7775 (toll free within Canada and the U.S.) or 416-263-9524 (international).

The OBOs and other beneficial holders receive a VIF from an Intermediary by way of instruction of their financial institution. Detailed instructions of how to submit your vote will be on the VIF.

In either case, the purpose of this procedure is to permit non-registered holders to direct the voting of the shares they beneficially own. Should a non-registered holder who receives either form of proxy wish to vote at the Meeting in person, the non-registered holder should strike out the Persons named in the form of proxy and insert the non-registered holder's name in the blank space provided. Non-registered holders should carefully follow the instructions of their Intermediary including those regarding when and where the form of proxy or VIF is to be delivered.

The Company is not using the "notice and access" provisions of NI 54-101 in connection with the delivery of the Meeting materials in respect of the Meeting. The Company is not sending such Meeting materials directly to Non-Objecting Beneficial Owners in accordance with NI 54-101, and it intends to pay for intermediaries to deliver such Meeting materials to OBOs.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

Except as otherwise disclosed in this Information Circular, none of the directors or executive officers of the Company, none of the Hut 8 Nominees, none of the Persons who have been directors or executive officers of the Company since the commencement of the Company's last completed financial year and none of the associates or affiliates of any of the foregoing Persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting, other than the proposed amendment and confirmation of the Omnibus Plan, in connection with which the directors and executive officers of the Company may have been granted and/or may be entitled to receive Awards.

VOTING SECURITIES AND PRINCIPAL HOLDERS

Each shareholder of record at the close of the Record Date will be entitled to vote at the Meeting or at any adjournment thereof, either in person or by proxy. As of the Record Date, the only voting securities issued by the Company are Hut 8 Shares, of which there were 90,108,118 issued and outstanding. Each share carries the right to one vote. The outstanding shares are listed on the TSXV under the symbol "HUT".

To the knowledge of the directors and executive officers of the Company as of the Record Date, no Person beneficially owns, controls or directs, directly or indirectly, 10% or more of the outstanding shares, other than as set forth below.

Name	Number of Shares Beneficially Owned, Controlled or Directed (Directly or Indirectly)	Percentage of Issued and Outstanding Shares as of the Record Date
Bitfury Holding BV	42,849,802	47.6%

BUSINESS OF THE MEETING

Financial Statements

The Hut 8 Shareholders will receive and consider the audited financial statements of the Company for the fiscal year-ending December 31, 2018, together with the auditor's report thereon.

Election of Directors

Under the constating documents of the Company, the Hut 8 Board is to consist of a minimum of three and a maximum of ten directors, to be elected annually. Shareholders will be invited to elect six directors at the Meeting. Each director holds office until the next annual meeting or until his or her successor is duly elected or appointed unless his or her office is vacated earlier in accordance with the Company's by-laws. On any ballot that may be called for in the election of directors, the Persons named in the enclosed form of proxy intend to cast the votes to which the Hut 8 Shares represented by such proxy are entitled for the Hut 8 Nominees, unless the shareholder who has given such proxy has directed that the Hut 8 Shares be otherwise voted or withheld from voting in respect of the election of directors. Management does not contemplate that any of the Hut 8 Nominees will be unable to serve as a director, but if that should occur for any reason prior to the Meeting, the Persons named in the enclosed form of proxy reserve the right to vote for other Hut 8 Nominees at their discretion.

Hut 8 Nominees

The following table sets out the names of management’s nominees for election as directors, each nominee’s principal occupation, business or employment, the year they began as a director of the Company, the number of Common Shares of Hut 8 beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at the date of this Circular.

Name and Municipality of Residence	Principal Occupations For Last Five Years	Year began as a director of Corporation	Shares Held or Beneficially Owned
Bill Tai San Francisco, USA	Partner Emeritus, CRV; Director, Bitfury Group Limited; Investor; Director	2018	708,453 ⁽¹⁾
Andrew Kiguel Toronto, Canada	CEO and Founder, Hut 8; Managing Director, GMP Securities	2018	538,183 ⁽²⁾
Valery Vavilov Tbilisi, Georgia	CEO, Founder, Bitfury Group Limited	2018	1,500,000 ⁽³⁾
Joseph Flinn Halifax, Canada	CFO, Seaboard Transportation Group, President of Clarke Transport and Clarke North Canada; President Sysco Canada’s Eastern Division	2018	Nil
Gerri Sinclair Vancouver, Canada	Director, TMX; Director, Vancouver Airport Authority; Director, ThinkData	2018	17,000
Dennis Mills Toronto, Canada	Founder and President, Toronto Partners Inc.; Director, CGX Energy Inc.; Director, Pacific Rubiales Energy Corp.	2018	Nil

(1) 40,000 of Mr. Tai’s Hut 8 Shares are held through XTC Unicorn Fund I, LLC.

(2) 400,000 of Mr. Kiguel’s Hut 8 Shares are held through 1138029 BC Ltd.

(3) 1,500,000 of Mr. Vavilov’s Hut 8 Shares are held through V3 Holding Limited.

(4) 6,000,000 of Mr. Novogratz’ Hut 8 Shares, and his Warrants are held through Galaxy Digital LP.

The following is a brief description of the director nominees:

Andrew Kiguel – *CEO, Director*

As one of the co-founders of Hut 8, Andrew played a key role in the formation, structure and financing of the Company. Prior to Hut 8, he served as Managing Director in investment banking at GMP Securities, with a focus on blockchain and technology. Andrew has extensive experience in providing investment banking services to numerous public and private entities, including raising equity and debt capital in excess of \$5 billion through his career.

Bill Tai – *Director*

Bill is a Director of Bitfury and co-founder Chairman of data science company Treasure Data. He is an early seed investor behind high profile start-ups including Canva, Color Genomics, Tweetdeck/Twitter, Wish.com and Zoom Video. Mr. Tai is a Partner Emeritus for CRV after establishing their Silicon Valley office. Previously he founded several successful technology companies and served as a Director of seven publicly listed companies. He holds a BSEE with Honors from the University of Illinois and an MBA from Harvard.

Valery Vavilov – *Director*

Valery Vavilov is an original founding member of Bitfury and serves as Bitfury's CEO. Mr. Vavilov is a seasoned entrepreneur with an eye for market opportunities and over 15 years of experience in information technology and business management. Mr. Vavilov has a proven track record in building successful companies and high-performing teams. Prior to that, he held numerous technology and business leadership positions at 212.ua, Advideo.ua, Allroll, and Uzdevumi. MS Riga Transport & Telecommunication University.

Joseph Flinn – *Director*

Joseph Flinn joins Hut 8 following 12 years of senior leadership at Sysco Corporation, where he played an integral role as both Chief Financial Officer of Sysco Canada, and President of Sysco Canada's Eastern Division, and 2 years as President of Clarke Freight Transportation Group, a major national freight carrier. Mr. Flinn holds a business degree from Saint Mary's University and is a chartered professional accountant. Currently Mr. Flinn is the CFO of Seaboard Transportation Group, a major international bulk transportation group of companies.

Gerri Sinclair – *Director*

Gerri Sinclair's career includes more than 25 years of experience in mobile and digital media technologies, entrepreneurial business, and government policy. Ms. Sinclair was the founder and CEO of NCompass Labs, the Internet digital content management company acquired by Microsoft in 2001. Ms. Sinclair then joined Microsoft as their Country Manager for Canada for MSN. She holds a Ph.D. in Renaissance drama as well as an honorary Doctor of Science in Computing Science from the University of British Columbia. Ms. Sinclair also serves as a Senior Innovation Strategist at Ryerson University in Toronto, and at Telefonica's Advanced Multimedia Research Lab in Barcelona, Spain. In addition to being a member of the Toronto Montreal Stock Exchange board of directors, she is currently a director of the Vancouver Airport Authority (YVR), as well as on the board of directors of ThinkData, a small Toronto-based start-up in the field of Big Data.

Dennis Mills – *Director*

Dennis Mills is the Founder and President of Toronto Partners Inc. since 2013, is a director of CGX Energy Inc., and was a director of Pacific Rubiales Energy Corp. from 2012 to 2016. Mr. Mills was Vice Chairman and Chief Executive Officer of MI Developments Inc. from 2004 to 2011, and a Vice-President at Magna International from 1984 to 1987. Mr. Mills served as a Member of Parliament in Canada from 1988 to 2004 and was the Senior Communications Advisor to the Prime Minister of Canada, The Right Honourable Pierre Elliott Trudeau (1980-1984).

Cease Trade Orders

To the knowledge of the Company and based upon information provided by the Hut 8 Nominees, none of the Hut 8 Nominees is, as at the date of this Information Circular, or has been, within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that, while such person was acting in that capacity (or after such person ceased to act in that capacity but resulting from an event that occurred while that person was acting in such capacity), was subject to a cease trade order, an order similar to a cease trade order, or an order that denied the company access to any exemption under securities legislation, in each case, for a period of more than 30 consecutive days.

Bankruptcies

Except as disclosed below, to the knowledge of the Company and based upon information provided by the Hut 8 Nominees, none of the Hut 8 Nominees:

- (a) is, as at the date of this Information Circular, or has been within 10 years before the date of the Circular, a director or executive officer of any company (including the 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; or
- (b) has, within the last 10 years before the date of this Information Circular, 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 proposed director.

Securities Penalties or Sanctions

To the knowledge of the Company and based upon information provided by the Hut 8 Nominees, none of the Hut 8 Nominees has been subject to: (a) 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; or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

The management representatives named in the attached form of proxy intend to vote the Hut 8 Shares represented by such proxy in favour of the election of the Hut 8 Nominees set forth in this Information Circular unless a shareholder specifies in the proxy that his or her Hut 8 Shares are to be withheld from voting in respect of such resolution.

Appointment and Remuneration of Auditors

DMCL have been the Company's auditors since January 8, 2019. The Hut 8 Board recommends that DMCL continue as the Company's auditors and hold office until the close of the next annual meeting of shareholders.

Prior to DMCL's engagement, MNP LLP served as auditors for the Company for the 2018 and 2017 fiscal years.

In the past, the directors have negotiated with the auditors of the Company on an arm's length basis in determining the fees to be paid to the auditors. Such fees have been based on the complexity of the matters in question and the time incurred by the auditors. The directors believe that the fees negotiated in the past with the auditors of the Company were reasonable and, in the circumstances, would be comparable to fees charged by other auditors providing similar services.

In order to appoint DMCL as auditors of the Company to hold office until the close of the next annual meeting and authorize the directors to fix the remuneration thereof, a majority of the votes cast at the Meeting must be voted in favour thereof.

The Hut 8 Board unanimously recommends that the Hut 8 Shareholders vote in favour of appointing DMCL as auditors of the Company and authorizing the directors to fix the remuneration of the auditors. The management representatives named in the attached form of proxy intend to vote in favour of the appointment of DMCL as the auditors of the Company and in favour of authorizing the directors to fix the remuneration of the auditors, unless a shareholder specifies in the proxy that his or her Hut 8 Shares are to be withheld from voting in respect of the appointment of auditors and the fixing of their remuneration.

Approval of Amended and Restated Omnibus Plan

At the Meeting, the Hut 8 Shareholders will be asked to, if deemed appropriate, pass a resolution approving the amendment and restatement of the Company's Omnibus Plan, as more particularly described herein. See: *Summary of the Omnibus Plan*.

The shareholders of the Company initially approved the Omnibus Plan on February 15, 2018. As of the Record Date, the Company had outstanding Hut 8 Options to purchase 965,000 Hut 8 Shares, of which 800,000 have been granted to officers and directors of the Company. Also, as of the Record Date, the Company had outstanding 1,262,626 Hut 8 RSUs, all of which have been granted to officers and directors of the Company.

The executive officers, along with the Company's directors, employees and consultants, are eligible to participate in the Omnibus Plan, which is comprised of Hut 8 Options, Hut 8 RSUs and Hut 8 DSUs issued pursuant to the Omnibus Plan. The purpose of the Omnibus Plan is to promote greater alignment of interests between employees and shareholders, and to support the achievement of the Company's longer-term performance objectives, while providing a long-term retention element.

The Hut 8 Board is responsible for administering the Omnibus Plan, and the Compensation and Governance Committee makes recommendations to the Hut 8 Board in respect of matters relating to the Omnibus Plan.

Currently, pursuant to Section 2.4(2) of the Omnibus Plan, the total number of Hut 8 Shares reserved and available for the grant and issuance of RSUs and DSUs are 1,200,000 Hut 8 Shares (the "**Reserved Amount**"). The Company wishes to increase the Reserved Amount to 3,000,000 Hut 8 Shares (the "**Proposed Reserved Amount**"), pursuant to Section 7.2 of the Omnibus Plan. This proposed change has been recommended in order to provide the Company with the flexibility necessary to be able to competitively incentivize and reward members of the Hut 8 Board, Hut 8 Named Executive Officers, employees and consultants. A complete copy of the proposed resolution approving the amendment and restatement of the Omnibus Plan is set out in Schedule B, and a complete copy of the Amended and Restatement Omnibus Plan, which includes only the change described above (the Proposed Reserved Amount), is attached hereto as Schedule C. The increase to the Reserved Amount is subject to approval of the TSXV.

The Hut 8 Board unanimously recommends that the Hut 8 Shareholders vote in favour of increasing the Reserved Amount to the Proposed Reserved Amount. The management representatives named in the attached form of proxy intend to vote in favour of increasing the Reserved Amount to the Proposed Reserved Amount, unless a shareholder specifies in the proxy that his or her Hut 8 Shares are to be withheld from voting in respect of the increase the Reserved Amount to the Proposed Reserved Amount.

DIRECTOR COMPENSATION

The Company's director compensation program is designed to attract and retain global talent to serve on the Hut 8 Board, taking into account the risks and responsibilities of being an effective director. The Company's objective regarding director compensation is to follow best practices with respect to retainers, the format and weighting of the cash and incentive components of compensation, and the implementation of share ownership guidelines. The Company believes that these approaches have helped to attract, and will help to attract and retain, strong members for the Hut 8 Board who will be able to fulfill their fiduciary responsibilities without competing interests.

The chart below outlines the Hut 8 Board compensation program for Fiscal 2018.

Type of Fee for Board of Directors	Amount ⁽¹⁾
Chair and Lead Director ⁽²⁾	\$10,000/year
Committee Member ⁽³⁾	\$5,000/year
Board Member ⁽⁴⁾	\$40,000/year

- (1) Represents compensation paid per year to each director.
- (2) Such compensation to be paid to members that are either the chair of the board or the lead director.
- (3) Such compensation to be paid to members that sit on a committee of the Board of Directors.
- (4) Directors are also reimbursed for applicable travel and other out-of-pocket expenses incurred in executing their duties as directors. To the extent that the Company requests a director to provide advisory or consulting services, they are compensated at rates comparable to what such directors charge for comparable services to arm's-length parties.

Director Compensation Table

The following table sets out information concerning the Fiscal 2018 compensation earned by, paid to, or awarded to each director who is not a NEO.

Name	Fees Earned (\$) ⁽¹⁾	Share-based awards (\$) ⁽²⁾	Option-based awards (\$) ⁽³⁾	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Valery Vavilov	8,315	25,000	Nil	Nil	Nil	Nil	33,315
Bill Tai	16,644	25,000	Nil	Nil	Nil	Nil	41,644
Gerri Sinclair	45,808	Nil	202,825	Nil	Nil	Nil	248,634
Dennis Mills	45,808	Nil	202,825	Nil	Nil	Nil	248,634
Joseph Flinn	9,370	9,370	78,577	Nil	Nil	Nil	97,317
Michael Novogratz ⁽⁴⁾	8,315	25,000	Nil	Nil	Nil	Nil	33,315
Jeffrey Mason ⁽⁵⁾	25,973	Nil	507,143	Nil	Nil	Nil	533,117

- (1) Amounts reflect the cash compensation received.
- (2) Amounts reflect the fair value of shares issued or RSUs recognized in the year.
- (3) Amounts reflect the option-based awards recognized in the covered year. The fair value was determined in accordance with IFRS 2, "Share-based payments" using the Black-Scholes stock option pricing model.
 - Gerri Sinclair and Dennis Mills and Jeffrey Mason's option-based award was granted on March 5, 2018, consisting of 115,000 stock options, 115,000 stock options, and 365,000 stock options respectively. Each set of stock options expire in five years. The grant price equaled \$5.00 and the fair value assigned to these stock options under the Black-Scholes model was \$3.10 per option, an expected life of 5 years, a volatility rate of 75.0%, an average risk-free rate of 2.14%, and a dividend rate of 0%.
 - Joseph Flinn's option-based award was granted on September 14, 2018, consisting of 115,000 stock options which expire in five years. The grant price equaled \$5.00 and the fair value assigned to these stock options under the Black-Scholes model was \$2.51 per option, an expected life of 5 years, a volatility rate of 121.4%, an average risk-free rate of 2.31%, and a dividend rate of 0%.
- (4) Michael Novogratz is not a Hut 8 Nominee for this Information Circular.
- (5) Jeffrey Mason was replaced on the Hut 8 Board by Joseph Flinn on August 8, 2018.

Outstanding Option-Based and Share-Based Awards

The following table sets out, for each director who is not also a NEO, information concerning all option-based and share-based awards outstanding as at December 31, 2018.

Name	Option-Based Awards				Share-Based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of share-based awards not paid out or distributed (\$)
Valery Vavilov	Nil	n/a	n/a	n/a	Nil	Nil	Nil
Bill Tai	Nil	n/a	n/a	n/a	Nil	Nil	Nil
Michael Novogratz	Nil	n/a	n/a	n/a	Nil	Nil	Nil
Dennis Mills	115,000	5.00	Mar. 5, 2023	Nil	Nil	Nil	Nil
Gerri Sinclair	115,000	5.00	Mar. 5, 2023	Nil	Nil	Nil	Nil
Joseph Flinn	115,000	5.00	Aug. 14, 2023	Nil	Nil	Nil	Nil

Incentive Plan Awards – Value Vested or Earned During Fiscal 2018

Name	Option-based awards – Value vested during Fiscal 2018 (\$)	Share-based awards – Value vested during Fiscal 2018 (\$)	Non-equity incentive plan compensation – Value earned during Fiscal 2018 (\$)
Valery Vavilov	Nil	25,000	8,315
Bill Tai	Nil	25,000	16,644
Michael Novogratz	Nil	25,000	8,315
Dennis Mills	118,728	Nil	45,808
Gerri Sinclair	118,728	Nil	45,808
Joseph Flinn	48,109	9,370	9,370
Jeffrey Mason	376,824	Nil	25,973

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The Company's approach to executive compensation has been to provide suitable compensation for executives that is internally equitable, externally competitive and reflects individual achievement. The Company attempts to maintain compensation arrangements that will attract and retain highly qualified individuals who are able and capable of carrying out the objectives of the Company.

The table below sets out the name of each of the current executive officers of Hut 8, the principal occupation or employment of each of them for the past five years and the approximate number of Hut 8 Shares that each has advised are beneficially owned or subject to his or her control or direction (directly or indirectly).

Name and Province of Residence	Principal Occupations for Last Five Years	Number of Hut 8 Shares Beneficially Owned, Controlled or Directed
Andrew Kiguel <i>Toronto, Canada</i>	<ul style="list-style-type: none">• CEO of Hut 8 (2018 to Present)• Managing Director of GMP Securities (2000 to 2018)	538,183 ⁽¹⁾
Jimmy Vaiopoulos <i>Toronto, Canada</i>	<ul style="list-style-type: none">• CFO of Hut 8 (2018 to present)• CFO of TSXV-listed solar solutions provider (2015 to 2018)• KPMG LLP (2010 to 2015)	4,167

(1) 400,000 of Mr. Kiguel's Hut 8 Shares are held through 1138029 BC Ltd.

The Company's compensation arrangements for Hut 8's Named Executive Officers may, in addition to salary, include compensation in the form of bonuses and, over the longer term, benefits arising from the grant of Hut 8 Options and Hut 8 RSUs pursuant to the Omnibus Plan. The Company takes into consideration matters such as the existing securities held by Hut 8 Named Executive Officers at the time of subsequent grants and the basis for each individual grant in respect of the Company's overall compensation goals for the individual, in determining the quantum or terms of each subsequent grants.

The Hut 8 Board establishes and reviews the Company's overall compensation philosophy and its general compensation policies with respect to officers, including the corporate goals and objectives and the annual performance objectives relevant to such officers. The Hut 8 Board evaluates each officer's performance in light these goals and objectives and, based on its evaluation, determines and approves the salary, bonus, options and other benefits for such officers. In determining compensation matters, the Hut 8 Board may consider a number of factors, including the Company's performance, the value of similar incentive awards to officers performing similar functions at comparable companies, the awards given in prior periods and other factors it considers relevant.

The Company also continuously adjusts its compensation strategy and programs to attract and retain the best people and to ensure that they are always incentivized to achieve results that are consistent with the corporate strategic plan.

Option-Based Awards

Stock option grants are made on the basis of the number of stock options currently held, position, overall individual performance, anticipated contribution to the Corporation's future success and the individual's ability to influence corporate and business performance. The purpose of granting such stock options is to assist the Corporation in compensating, attracting, retaining and motivating the officers of the Corporation and to closely align the personal interests of such persons to the interests of the shareholders.

The recipients of incentive stock options and the terms of the stock options granted are determined from time to time by the Board. The exercise price of the stock options granted is generally determined by the market price at the time of grant.

Restricted Share Unit Awards

Restricted share units are made on the basis of other types of compensation currently paid or other types of equity held, position, overall individual performance, contribution to the Corporation's future success and the individual's ability to influence corporate and business performance. The Corporation adopted the RSU Plan to encourage directors, officers, employees and consultants of the Corporation to work towards and participate in the growth and development of the Corporation.

The recipients of RSUs are determined from time to time by the Board. The Board will set a performance period for the RSUs, and once the RSUs are granted, they will vest according to a vesting schedule approved by the Board throughout the performance period. The value of the RSUs is determined on the vesting date(s), and the price per share is computed on the basis of the closing price of shares of the day prior to the vesting date.

Summary Compensation Table

The following table sets out information concerning the compensation earned by, paid to, or awarded to the persons determined to be NEOs during Fiscal 2018.

Name and Principal Position	Fiscal Year	Salary ⁽¹⁾ (\$)	Share-based Awards ⁽²⁾ (\$)	Option-based Awards ⁽³⁾ (\$)	Non-equity Incentive Plan Compensation (\$)		Pension value (\$)	All Other compensation (\$)	Total compensation (\$)
					Annual incentive plan ⁽⁴⁾	Long-term incentive plans			
Andrew Kiguel ⁽⁷⁾ <i>Chief Executive Officer</i>	2018	356,410	2,291,668 ⁽⁵⁾	Nil	206,250	Nil	Nil	98,875 ⁽⁶⁾	2,919,888
Jimmy Vaiopoulos ⁽⁸⁾ <i>Chief Financial Officer</i>	2018	72,500	5,000	38,401	48,630	Nil	Nil	Nil	164,531
Sean Clark ⁽⁹⁾ <i>Interim Chief Executive Officer</i>	2018 2017	62,500 20,833	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	62,500 20,833

(1) Amounts reflect the base salary received for each NEO.

(2) Amounts reflect the fair value of shares issued or RSUs recognized in the year.

(3) Amounts reflect the option-based awards recognized in the covered year. The fair value was determined in accordance with IFRS 2, "Share-based payments" using the Black-Scholes stock option pricing model.

- Jimmy Vaiopoulos' option-based award was granted on September 28, 2018, consisting of 90,000 stock options which expire in five years. The grant price equaled \$3.00 and the fair value assigned to these stock options under the Black-Scholes model was \$2.44 per option, an expected life of 5 years, a volatility rate of 121.4%, an average risk-free rate of 2.30%, and a dividend rate of 0%.

(4) Annual performance related bonus of up to 75% of base salary.

(5) These RSUs are non-cash share based awards that had not vested as at December 31, 2018. These share awards are subject to change ahead of their first vesting date in Q2-2019.

(6) A portion of Andrew Kiguel's compensation package is one bitcoin per month which occurred in 2018 between April to December. In addition to this, Andrew Kiguel received \$33,315 in director fees for fiscal 2018.

(7) Andrew Kiguel began employment with Hut 8 on April 2, 2018.

(8) Jimmy Vaiopoulos began employment with Hut 8 on July 10, 2018.

(9) For the 2018 fiscal year, Sean Clark was an employee of Hut 8 from January 1 to March 31.

Incentive Plan Awards

The following table sets forth information with respect to the Hut 8 Options and Share based awards held by the NEOs which were outstanding as of December 31, 2018.

Name and Principal Position	Option-Based Awards				Share-Based Awards		
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-the-Money Options (\$)	Number of Shares or Units of Shares That Have Not Vested (#)	Market or Payout Value of Share-Based Awards That Have Not Vested ⁽¹⁾ (\$)	Market or Payout Value of Vested Share-Based Awards Not Paid Out or Distributed (\$)
Andrew Kiguel <i>Chief Executive Officer</i>	Nil	n/a	n/a	Nil	1,262,626	1,767,676	Nil
Jimmy Vaiopoulos <i>Chief Financial Officer</i>	90,000	3.00	28-Sep-2023	Nil	Nil	Nil	Nil
Sean Clark <i>Chief Executive Officer</i>	Nil	n/a	n/a	Nil	Nil	Nil	Nil

(1) Based on Hut 8's share price on December 31, 2018 of \$1.40.

Executive Employment Agreements

On April 1, 2018 the Company entered into an employment agreement with Andrew Kiguel, setting forth the terms and conditions of his employment, which provides for his base salary, annual bonus, bitcoin grant, and Hut 8 RSUs, and includes, among other things, provisions regarding confidentiality, and waiver of intellectual property rights. The employment agreement with Mr. Kiguel provides for the termination of Mr. Kiguel's employment for reasons of cause, early termination, and without cause or for good reason. In the event that Mr. Kiguel's employment is terminated without cause or for good reason, Mr. Kiguel is entitled to (i) reimbursements for business expenses properly incurred to the date of termination, (ii) any bonus awarded in respect of the year preceding the year of termination, but not yet paid, (iii) the bonus at target for the year in which Mr. Kiguel's employment terminates on a pro-rated basis, (iv) payment of Mr. Kiguel's base salary for a period of twelve months following the date of termination, (v) the bonus at target, representing Mr. Kiguel's entitlement during the twelve months following the date of termination, (vi) the continuation of all of Mr. Kiguel's benefits and perquisites only for the minimum statutory notice period, and (vii) long term incentive or other equity awards to be determined in accordance with the terms of the Omnibus Plan. Where the termination occurs in connection with a change of control of the Company, and within twelve months following the closing of such change of control transaction, the Company or any successor terminates Mr. Kiguel's employment without cause or Mr. Kiguel terminates his employment for either (a) the relocation of Mr. Kiguel's principal workplace to a location that is more than one-hundred kilometers from his then current principal workplace, (b) a reduction of 10% or more in Mr. Kiguel's base salary, or (c) a material diminution in Mr. Kiguel's job duties, responsibilities or authority, then Mr. Kiguel is entitled to the entitlements listed from (i) to (vii) above.

On June 8, 2018, the Company entered into an employment agreement with Jimmy Vaiopoulos, setting forth the terms and conditions of his employment, which provides for his base salary and annual bonus, and in which includes, among other things, eligibility for the Company's group insurance benefits program. The employment agreement with Mr. Vaiopoulos provides for the termination of Mr. Vaiopoulos' employment for any reason other than cause, upon notice of termination (or pay in lieu thereof) and severance pay (if applicable) in accordance with applicable employment standards legislation, with vacation pay calculated to the end of the statutory notice period; continuation of Mr. Vaiopoulos' benefits for such periods as may be required pursuant to applicable employment

standards legislation, and any portion of his salary and accrued vacation pay, if any, that shall have been earned by Mr. Vaiopoulos prior to the termination but not yet paid.

EQUITY COMPENSATION PLANS

Securities Authorized for Issuance Under Equity Compensation Plans

Set forth below is a summary of securities issued and issuable under all equity compensation plans of the Company as at December 31, 2018.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options	Weighted-Average Exercise Price of Outstanding Options	Number of Securities to be Issued Upon Vesting of RSUs	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans
Equity compensation plans approved by securityholders	965,000	\$4.63	1,262,626	6,295,160
Equity compensation plans not approved by securityholders	N/A	N/A	N/A	N/A
Total	965,000	\$4.63	1,262,626	6,295,160

Summary of the Omnibus Plan

The shareholders of the Company initially approved the Omnibus Plan on February 15, 2018. As of the Record Date, the Company had outstanding Hut 8 Options to purchase 965,000 Hut 8 Shares, of which 800,000 have been granted to officers and directors of the Company. Also, as of the Record Date, the Company had outstanding 1,262,626 Hut 8 RSUs, all of which have been granted to officers and directors of the Company.

The executive officers, along with the Company’s directors, employees and consultants, are eligible to participate in the Omnibus Plan, which is comprised of Hut 8 Options and Hut 8 RSUs issued pursuant to the Omnibus Plan. The purpose of the Omnibus Plan is to promote greater alignment of interests between employees and shareholders, and to support the achievement of the Company’s longer-term performance objectives, while providing a long-term retention element.

The Hut 8 Board is responsible for administering the Omnibus Plan, and the Compensation and Governance Committee makes recommendations to the Hut 8 Board in respect of matters relating to the Omnibus Plan.

The Omnibus Plan allows for a variety of equity-based awards that provide different types of incentives to be granted to the Company’s directors, executive officers, employees and consultants. The Omnibus Plan facilitates the granting of Hut 8 Options, RSUs or DSUs (collectively, the “**Awards**”) representing the right to receive one Hut 8 Share (and in the case of RSUs and DSUs, one Hut 8 Share, the cash equivalent of one Hut 8 Share, or a combination thereof) in accordance with the terms of Omnibus Plan. The following discussion is qualified in its entirety by the text of the Omnibus Plan.

Under the terms of the Omnibus Plan, the Hut 8 Board, or if authorized by the Hut 8 Board, the Compensation and Governance Committee, may grant awards to eligible participants. Awards may be granted at any time and from time to time in order to: (a) increase participants’ interest in the Company’s welfare; (b) provide incentives for participants to continue their services; and (c) reward participants for their performance of services. Participation in the Omnibus Plan is voluntary and, if an eligible participant agrees to participate, the grant of Awards will be evidenced by a grant agreement with each such participant. The interest of any participant in any Award is not assignable or transferable, whether voluntary, involuntary, by operation of law or otherwise, except upon the death of the participant.

The Omnibus Plan provides that appropriate adjustments, if any, will be made by the Hut 8 Board in connection with a reclassification, reorganization or other change of Hut 8 Shares, consolidation, distribution, merger or

amalgamation, in the Hut 8 Shares issuable or amounts payable to preclude a dilution or enlargement of the benefits under the Omnibus Plan. In the event that a participant receives Hut 8 Shares in satisfaction of an Award during a black-out period, such participant shall not be entitled to sell or otherwise dispose of such Hut 8 Shares until such black-out period has expired.

The maximum number of Hut 8 Shares reserved for issuance, in the aggregate, under the Omnibus Plan is 10% of the aggregate number of Hut 8 Shares issued and outstanding. The aggregate number of Hut 8 Shares (i) issued to insiders under the Omnibus Plan or any other proposed or established share-based compensation arrangement within any one-year period and (ii) issuable to insiders at any time under the Omnibus Plan or any other proposed or established share-based compensation arrangement, shall in each case not exceed 10% of the aggregate number of issued and outstanding Hut 8 Shares (on a non-diluted basis), or such other number as may be approved by the TSXV and the shareholders of the Company from time to time. The aggregate number of Hut 8 Shares issued to any one participant under the Omnibus Plan within any one-year period shall not exceed 5% of the aggregate number of issued and outstanding Hut 8 Shares (on a non-diluted basis). The aggregate number of Hut 8 Shares (i) issued to consultants under the Omnibus Plan within any one-year period and (ii) issuable to persons retained to provide investor relations activities under the Omnibus Plan within any one-year period, shall in each case not exceed 2% of the aggregate number of issued and outstanding Hut 8 Shares (on a non-diluted basis).

Unless the Hut 8 Board decides or the grant agreement specifies otherwise, the Omnibus Plan provides that Hut 8 Options will vest as to 16.7% (1/6) every six month interval following the date of such grant for those participants who have provided their services to the Company for at least one year. For those participants who have provided their services to the Company for less than one year, Hut 8 Options will vest as to 33.3% (1/3) one year from the date of grant, and 16.7% (1/6) vesting every six months thereafter. The exercise price of any Hut 8 Option shall be fixed by the Hut 8 Board when such Hut 8 Option is granted, but shall not be less than the closing price of the Hut 8 Shares on the TSXV on the day prior to the date of grant (the “**Market Value**”). A Hut 8 Option shall be exercisable during a period established by the Hut 8 Board which shall commence on the date of the grant and shall terminate no later than ten years after the date of the granting of the award or such shorter period as the Hut 8 Board may determine. The Omnibus Plan will provide that the exercise period shall automatically be extended if the date on which it is scheduled to terminate shall fall during a black-out period. In such cases, the extended exercise period shall terminate 10 business days after the last day of the blackout-period.

With respect to Hut 8 RSUs, unless otherwise approved by the Hut 8 Board and except as otherwise provided in a participant’s grant agreement or any other provision of the Omnibus Plan, Hut 8 RSUs will vest as to 1/3 each on the first, second and third anniversary date of their grant. With respect to Hut 8 DSUs, unless otherwise approved by the Hut 8 Board and except as otherwise provided in a participant’s grant agreement or any other provision of the Omnibus Plan, Hut 8 DSUs will vest 50% on the date that is six months from the date of grant and 50% on the anniversary of the date of grant.

The following table describes the impact of certain events upon the rights of holders of Awards under the Omnibus Plan, including termination for cause, termination other than for cause and death, subject to the terms of a participant’s employment agreement:

Event Provisions	Provisions
Termination for cause	Immediate forfeiture of all vested and unvested Awards.
Resignation	Forfeiture of all unvested Awards and the earlier of the original expiry date and 90 days after resignation to exercise vested Awards or such longer period as the Hut 8 Board may determine in its sole discretion.
Termination other than for cause	Subject to the terms of the grant or as determined by the Hut 8 Board, upon a participant's termination without cause the number of Awards that may vest is subject to pro-rata over the applicable performance or vesting period.
Retirement	Upon the retirement of a participant's employment with the Company, any unvested Awards held by the participant as at the termination date will continue to vest in accordance with its vesting schedule, and all vested Awards held by the participant at the termination date may be exercised until the earlier of the expiry date of the Awards or three years following the termination date, provided that if the participant breaches any post-employment restrictive covenants in favour of the Company (including non-competition or non-solicitation covenants), then any Awards held by such participant, whether vested or unvested, will immediately expire and the participant shall pay to the Company any "in-the-money" amounts realized upon exercise of Awards following the termination date.
Death.....	All unvested Awards will vest and may be exercised within 180 days after death.

In connection with a change of control of the Company, the Hut 8 Board will take such steps as are reasonably necessary or desirable to cause the conversion or exchange or replacement of outstanding Awards into, or for, rights or other securities of substantially equivalent (or greater) value in the continuing entity, provided that the Hut 8 Board may accelerate the vesting of Awards if: (i) the required steps to cause the conversion or exchange or replacement of Awards are impossible or impracticable to take or are not being taken by the parties required to take such steps (other than the Company); or (ii) the Company has entered into an agreement which, if completed, would result in a change of control and the counterparty or counterparties to such agreement require that all outstanding Awards be exercised immediately before the effective time of such transaction or terminated on or after the effective time of such transaction. If a participant is terminated without cause or resigns for good reason during the 12 month period following a change of control, or after the Company has signed a written agreement to effect a change of control but before the change of control is completed, then any unvested Awards will immediately vest and may be exercised within 30 days of such date.

The Hut 8 Board may, in its sole discretion, suspend or terminate the Omnibus Plan at any time, or from time to time, amend, revise or discontinue the terms and conditions of the Omnibus Plan or of any Award granted under the Omnibus Plan and any grant agreement relating thereto, subject to any required regulatory and TSXV approval, provided that such suspension, termination, amendment, or revision will not adversely alter or impair any Award previously granted except as permitted by the terms of Omnibus Plan or as required by applicable laws.

The Hut 8 Board may amend the Omnibus Plan or any Award at any time without the consent of a participant provided that such amendment shall: (a) not adversely alter or impair any Award previously granted except as permitted by the terms of the Omnibus Plan; (b) be in compliance with applicable law and subject to any regulatory approvals including, where required, the approval of the TSXV; and (c) be subject to shareholder approval, where required by law, the requirements of the TSXV or the Omnibus Plan, provided however that shareholder approval shall not be required for the following amendments and the Hut 8 Board may make any changes which may include but are not limited to:

- amendments of a general housekeeping or clerical nature that, among others, clarify, correct or rectify any ambiguity, defective provision, error or omission in the Omnibus Plan;
- changes that alter, extend or accelerate the terms of vesting or settlement applicable to any Awards; and
- a change to the eligible participants under the Omnibus Plan,

provided that the alteration, amendment or variance does not:

- increase the maximum number of Hut 8 Shares issuable under the Omnibus Plan, other than an adjustment pursuant to a change in capitalization;
- reduce the exercise price of the Awards; or
- amend the amendment provisions of the Omnibus Plan.

At the Meeting, shareholders will be asked to consider and, if deemed fit, pass a resolution amending, the Omnibus Plan to increase maximum number of Hut 8 Shares reserved for the issuance of RSUs. Pursuant to Section 7.2 of the Omnibus Plan, this amendment will require the approval of a majority of Hut 8 Shareholder voting at a duly called meeting of such shareholders, excluding votes of insiders to whom options or Awards may be granted under the Omnibus Plan.

CORPORATE GOVERNANCE

Statement of Corporate Governance Practices

The Guidelines address matters such as the constitution and independence of boards, the functions to be performed by boards and their committees and the effectiveness and education of board members. NI 58-101 requires a venture issuer who solicits a proxy from a security holder for the purpose of electing directors to include specified corporate governance disclosure in its management information circular. Set out below is a description of the Company's approach to corporate governance in relation to the Guidelines.

The Hut 8 Board

NI 58-101 defines an "independent director" as a director who has no direct or indirect material relationship with the Company. A "material relationship" is in turn defined as a relationship which could, in the view of the Hut 8 Board, be reasonably expected to interfere with such member's independent judgment.

Upon completion of the Business Combination on March 2, 2018, the Hut 8 Board was comprised of seven members, of which three were considered to be an "independent director" within the meaning of NI 58-101. Effective August 8, 2018, Mr. Joseph Flinn joined the Hut 8 Board, replacing Jeffrey Mason who resigned.

Mr. Kiguel is not considered to be "independent" as a result of his current position as an officer of the Company. Mr. Vavilov and Mr. Tai are not considered to be "independent" as a result of their roles with Bitfury. Mr. Novogratz is not considered to be "independent" as a result of his role with Galaxy.

The Hut 8 Board believes that it functions independently of management. To enhance its ability to act independently of management, the Hut 8 Board may meet in the absence of members of management and the non-independent directors or may excuse such Persons from all or a portion of any meeting where a potential conflict of interest arises or where otherwise appropriate.

Directorships

As at the Record Date, the Company has two directors who are directors of other reporting issuers (or equivalent in a foreign jurisdiction).

Name of Director	Other Reporting Issuer (or Equivalent in a Foreign Jurisdiction)
Dennis Mills	CGX Energy Inc.
Gerri Sinclair	TMX Group Ltd.

Orientation and Continuing Education

While the Company currently has no formal orientation and education program for new directors, the Hut 8 Board provides new directors with sufficient information (such as recent annual reports, prospectus, proxy solicitation materials and various other operating, property and budget reports) to ensure that new directors are familiar with the Company's business and the procedures of the Hut 8 Board. In addition, new directors are encouraged to visit and meet with management on a regular basis. The Company also encourages continuing education of its directors and officers where appropriate to ensure that they have the necessary skills and knowledge to meet their respective obligations to the Company.

Ethical Business Conduct

The Hut 8 Board monitors the ethical conduct of the Company and ensures that it complies with applicable legal and regulatory requirements, such as those of relevant securities commissions and stock exchanges. The Hut 8 Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law, as well as the restrictions placed by applicable corporate legislation on the individual director's participation in decisions of the Hut 8 Board in which the director has an interest, have been sufficient to ensure that the Hut 8 Board operates independently of management and in the best interests of the Company.

Nomination of Directors

The Compensation and Governance Committee performs the functions of a nominating committee and is therefore responsible for appointing and assessing directors. The Hut 8 Board believes that this has been a practical approach to date. On August 8, 2018 Mr. Flinn joined the Board. While there are no specific criteria for Hut 8 Board membership, the Company places a priority on prior experience as a senior executive and/or director of reporting issuer and a particular knowledge of areas germane to the Company's activities and market sector. As such, nominations are considered from the recruitment efforts of Company management and supported if necessary by external recruitment professionals as well as by the efforts of the directors themselves.

Compensation

The Compensation and Governance Committee functions as the compensation committee of the Company for the purpose of annually reviewing the adequacy and form of compensation of directors and officers to ensure that such compensation reflects the responsibilities, time commitment and risks involved in being an effective director and/or officer.

Hut 8 Board Committees

The Hut 8 Board currently has two standing committees: the Audit Committee and the Compensation and Governance Committee.

Assessments

The Hut 8 Board assesses, on an annual basis, the contributions of the Hut 8 Board as a whole and each of the individual directors, in order to determine whether each is functioning effectively.

INDEBTEDNESS OF EXECUTIVE OFFICERS AND DIRECTORS

No individual who is, or at any time during the most recently completed financial year of the Company was, a director, executive officer, employee or former director, executive officer or employee of the Company, a Hut 8 Nominee, or any of their associates, is indebted to the Company or any subsidiary of the Company as of the Record Date or was so indebted at any time during the last completed fiscal year of the Company, nor have any such individuals been or are they currently indebted to another entity where such indebtedness is or has been the subject of a guarantee, support agreement, letter of credit or other similar arrangement provided by the Company or any subsidiary of the Company.

AUDIT COMMITTEE

NI 52-110 requires the Company to annually disclose in its management information circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor, as set forth below.

Audit Committee Charter

The Company's audit committee is governed by an audit committee charter, the text of which is attached as Schedule "A" to this Information Circular.

Composition of the Audit Committee

The Company's Audit Committee is currently comprised of three individuals: Joseph Flinn, Dennis Mills, and Gerri Sinclair. All three members are considered to be "independent" within the meaning of NI 52-110 and, as a result, the Audit Committee fully complies with the requirements of Policy 3.1 of the TSXV. Each member of the Audit Committee is considered to be "financially literate" which includes the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues of the Company.

Member	Relevant Experience
Current Audit Committee	
Joseph Flinn	<ul style="list-style-type: none"> - CFO of Seaboard Transportation Group, a major international bulk transportation group of companies. - Two years as President of Clarke Freight Transportation Group, a major national freight carrier - 12 years of senior leadership at Sysco Corporation, including CFO of Sysco Canada, and President of Sysco Canada's Eastern Division
Gerri Sinclair	<ul style="list-style-type: none"> - 25 years experience in mobile and digital media technologies, entrepreneurial business, and government policy - Founder and CEO of NCompass Labs, acquired by Microsoft in 2001 - Country Manager for Canada for MSN
Dennis Mills	<ul style="list-style-type: none"> - Founder and President of Toronto Partners Inc. since 2013 - Vice Chairman and CEO of MI Developments Inc. from 2004 to 2011 - Member of Parliament in Canada from 1988 to 2004 - Vice President at Magna International from 1984 to 1987

Audit Fees

The following chart summarizes the aggregate fees estimated to be billed by the external auditors of the Company for professional services rendered to the Company for audit and non-audit related services for Fiscal 2018. As at the Record Date, the Fiscal 2018 audit was ongoing and the estimated fees are subject to change.

Type of Work	Fiscal 2018
Audit Fees ⁽¹⁾	\$150,000
Audit-Related Fees ⁽²⁾	Nil
Tax Advisory Fees ⁽³⁾	Nil
All Other Fees ⁽⁴⁾	Nil
Total	\$150,000

- (1) Aggregate fees estimated to be billed for the Company's annual financial statements and services normally provided by the auditor in connection with the Company's statutory and regulatory filings.
- (2) Aggregate fees estimated to be billed for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements and are not reported as "Audit Fees", including: assistance with aspects of tax accounting, attest services not required by state or regulation and consultation regarding financial accounting and reporting standards.
- (3) Aggregate estimated to be fees billed for tax compliance, advice, planning and assistance with tax for specific transactions.
- (4) Aggregate estimated to be fees billed for products and services provided by the Company's external auditor, other than the services reported in Audit Fees, Audit-Related Fees and Tax Fees.

Exemption

The Company is relying on the exemption provided by Section 6.1 of NI 52-110 which provides that the Company, as a "venture issuer", is not required to comply with Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of NI 52-110.

OTHER BUSINESS

Management of the Company is not aware of any other business to come before the Meeting other than as set forth in the Notice of Annual Meeting. If any other business properly comes before the Meeting, it is the intention of the persons named in the form of proxy to vote the Hut 8 Shares represented thereby in accordance with their best judgment on such matter.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at www.sedar.com. Financial information is contained in the Company's audited financial statements and management's discussion and analysis for the year ended December 31, 2018. In addition, a Hut 8 Shareholder may obtain copies of the Company's financial statements and management's discussion and analysis by contacting the Company by mail at 130 King Street West, Suite 1800, Toronto, ON, M5X 1E3 or by telephone at 647-256-1992.

APPROVAL

The Hut 8 Board has approved the contents of this Information Circular and the sending thereof to our shareholders, directors and auditor.

DATED as at the 8th day of April, 2019.

ON BEHALF OF THE BOARD OF DIRECTORS

“Andrew Kiguel”

Andrew Kiguel
Director and Chief Executive Officer

Toronto, Ontario

SCHEDULE A

AUDIT COMMITTEE CHARTER

Section 1 **Mandate**

The mandate of the Audit Committee (the “**Committee**”) of the board of directors (the “**Board**”) of the Company is to:

- (a) assist the Board in fulfilling its oversight responsibilities in respect of:
 - (i) the quality and integrity of the Company’s financial statements, financial reporting processes and systems of internal controls and disclosure controls regarding risk management, finance, accounting, and legal and regulatory compliance;
 - (ii) the independence and qualifications of the Company’s external auditors;
 - (iii) the review of the periodic audits performed by the Company’s external auditors and the Company’s internal accounting department; and
 - (iv) the development and implementation of policies and processes in respect of corporate governance matters;
- (b) provide and establish open channels of communication between the Company’s management, internal accounting department, external auditor and directors;
- (c) prepare all filings and disclosure documents required to be prepared by the Committee and/or the Board pursuant to all applicable federal, provincial and state securities legislation and the rules and regulations of all securities commissions having jurisdiction over the Company;
- (d) review and confirm the adequacy of procedures for the review of all public disclosure of financial information extracted or derived from the Company’s financial statements, and to periodically assess the adequacy of those procedures; and
- (e) establish procedures for:
 - (i) the receipt, retention and treatment of complaints or concerns received by the Company regarding accounting, internal accounting controls or auditing matters, including, but not limited to, concerns about questionable accounting or auditing practices; and
 - (ii) the confidential, anonymous submission by employees of the Company of such complaints or concerns.

The Committee will primarily fulfil its mandate by performing the duties set out in Article 7 hereof.

The Board and management of the Company will ensure that the Committee has adequate funding to fulfil its mandate.

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits, or to determine that the Company’s financial statements are complete and accurate or are in accordance with generally accepted accounting principles, accounting standards or applicable laws and regulations. This is the responsibility of Company’s management, internal accounting department and external auditors. Because the primary function of the Committee is oversight, the Committee will be entitled to rely on the expertise, skills and knowledge of the Company’s management, internal accounting department, external auditors and other external advisors and the integrity and accuracy of information provided to the Committee by such persons in carrying out its oversight responsibilities. Nothing in this Charter is intended to change or in any way limit the responsibilities and duties of Company’s management, internal accounting department or external auditors.

Section 2 **Composition**

The Committee will be comprised of members of the Board, the number of which will be determined from time to time by resolution of the Board. The composition of the Committee will be determined by the Board such that the membership and independence requirements set out in the rules and regulations, in effect from time to time, of any securities commissions (including, but not limited to, the Securities and Exchange Commission and the British Columbia Securities Commission) and any exchanges upon which the Company’s securities are listed (including,

but not limited to, the Toronto Stock Exchange and the NYSE American) are satisfied (the said securities commissions and exchanges are hereinafter collectively referred to as the “**Regulators**”).

Section 3 Term of Office

The members of the Committee will be appointed or re-appointed by the Board on an annual basis. Each member of the Committee will continue to be a member thereof until such member’s successor is appointed, or until such member resigns or is removed by the Board. The Board may remove or replace any member of the Committee at any time. However, a member of the Committee will automatically cease to be a member of the Committee upon either ceasing to be a director of the Board or ceasing to meet the requirements established, from time to time, by any Regulators. Vacancies on the Committee will be filled by the Board.

Section 4 Committee Chair

The Board, or if it fails to do so, the members of the Committee, will appoint a chair from the members of the Committee. If the chair of the Committee is not present at any meeting of the Committee, an acting chair for the meeting will be chosen by majority vote of the Committee from among the members present. In the case of a deadlock in respect of any matter or vote, the chair will refer the matter to the Board for resolution. The Committee may appoint a secretary who need not be a member of the Board or Committee.

Section 5 Meetings

The time and place of meetings of the Committee and the procedures at such meetings will be determined, from time to time, by the members thereof, provided that:

- (a) a quorum for meetings will be two members, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak to and hear each other. The Committee will act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. The Committee may also act by unanimous written consent in lieu of meeting;
- (b) the Committee may meet as often as it deems necessary, but will not meet less than once annually;
- (c) notice of the time and place of every meeting will be given in writing and delivered in pursuing or by facsimile or other means of electronic transmission to each member of the Committee at least 72 hours prior to the time of such meeting; and
- (d) the Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Committee will make regular reports of its meetings to the Board, directly or through its chair, accompanied by any recommendations to the Board approved by the Committee.

Section 6 Authority

The Committee will have the authority to:

- (a) retain (at the Company’s expense) its own legal counsel, accountants and other consultants that the Committee believes, in its sole discretion, are needed to carry out its duties and responsibilities;
- (b) conduct investigations that it believes, in its sole discretion, are necessary to carry out its responsibilities;
- (c) take whatever actions it deems appropriate, in its sole discretion, to foster an internal culture within the Company that results in the development and maintenance of a superior level of financial reporting standards, sound business risk practices and ethical behaviour; and
- (d) request that any director, officer or employee of the Company, or other persons whose advice and counsel are sought by the Committee (including, but not limited to, the Company’s legal counsel and the external auditors) meet with the Committee and any of its advisors and respond to their inquiries.

Section 7 **Specific Duties**

In fulfilling its mandate, the Committee will, among other things:

- (a) (i) select the external auditors, based upon criteria developed by the Committee; (ii) approve all audit and non-audit services in advance of the provision of such services and the fees and other compensation to be paid to the external auditors; (iii) oversee the services provided by the external auditors for the purpose of preparing or issuing an audit report or related work; and (iv) review the performance of the external auditors, including, but not limited to, the partner of the external auditors in charge of the audit, and, in its discretion, approve any proposed discharge of the external auditors when circumstances warrant, and appoint any new external auditors. Notwithstanding any other provision of this Charter, the external auditor will be ultimately accountable to the Board and the Committee, as representatives of the shareholders of the Company, and those representatives will have the ultimate authority and responsibility to select, evaluate and, where appropriate, replace the external auditor (or to nominate the external auditor to be proposed for shareholder approval);
- (b) periodically review and discuss with the external auditors all significant relationships that the external auditors have with the Company to determine the independence of the external auditors. Without limiting the generality of the foregoing, the Committee will ensure that it receives, on an annual basis, a formal written statement from the external auditors that sets out all relationships between the external auditor and the Company, and receives an opinion on the financial statements consistent with all professional standards that are applicable to the external auditors (including, but not limited to, those established by any securities legislation and regulations, the Canadian Institute of Chartered Professional Accountants – Chartered Accountants, Canadian generally accepted auditing standards and the standards of the Public Company Accounting Oversight Board (United States) and the American Institute of Certified Public Accountants, and those set out in the International Financial Reporting Standards as issued by the International Accounting Standards Board);
- (c) evaluate, in consultation with the Company’s management, internal accounting department and external auditors, the effectiveness of the Company’s processes for assessing significant risks or exposures and the steps taken by management to monitor, control and minimize such risks; and obtain, annually, a letter from the external auditors as to the adequacy of such controls;
- (d) consider, in consultation with the Company’s external auditors and internal accounting department, the audit scope and plan of the external auditors and the internal accounting department;
- (e) coordinate with the Company’s external auditors the conduct of any audits to ensure completeness of coverage and the effective use of audit resources;
- (f) assist in the resolution of disagreements between the Company’s management and the external auditors regarding the preparation of financial statements; and in consultation with the external auditors, review any significant disagreement between management and the external auditors in connection with the preparation of the financial statements, including management’s responses thereto;
- (g) after the completion of the annual audit, review separately with each of the Company’s management, external auditors and internal accounting department the following:
 - (i) the Company’s annual financial statements and related footnotes;
 - (ii) the external auditors’ audit of the financial statements and their report thereon;
 - (iii) any significant changes required in the external auditors’ audit plan;

- (iv) any significant difficulties encountered during the course of the audit, including, but not limited to, any restrictions on the scope of work or access to required information;
 - (v) the Company's guidelines and policies governing the process of risk assessment and risk management; and
- (h) other matters related to the conduct of the audit that must be communicated to the Committee in accordance with the standards of any regulatory body (including, but not limited to, securities legislation and regulations, the Canadian Institute of Chartered Professional Accountants - Chartered Accountants, International Financial Reporting Standards as issued by the International Accounting Standards Board, Canadian generally accepted auditing standards, the Public Company Accounting Oversight Board (United States), and the American Institute of Certified Public Accountants);
- (i) consider and review with the Company's external auditors (without the involvement of the Company's management and internal accounting department):
- (i) the adequacy of the Company's internal controls and disclosure controls, including, but not limited to, the adequacy of computerized information systems and security;
 - (ii) the truthfulness and accuracy of the Company's financial statements; and
 - (iii) any related significant findings and recommendations of the external auditors and internal accounting department, together with management's responses thereto;
- (j) consider and review with the Company's management and internal accounting department:
- (i) significant findings during the year and management's responses thereto;
 - (ii) any changes required in the planned scope of their audit plan;
 - (iii) the internal accounting department's budget and staffing; and
 - (iv) the internal auditor department's compliance with the appropriate internal auditing standards;
- (k) establish systems for the regular reporting to the Committee by each of the Company's management, external auditors and internal accounting department of any significant judgments made by management in the preparation of the financial statements and the opinions of each as to appropriateness of such judgments;
- (l) review (for compliance with the information set out in the Company's financial statements and in consultation with the Company's management, external auditors and internal accounting department, as applicable) all filings made with Regulators and government agencies, and other published documents that contain the Company's financial statements before such filings are made or documents published (including, but not limited to: (i) any certification, report, opinion or review rendered by the external auditors; (ii) any press release announcing earnings (especially those that use the terms "pro forma", "adjusted information" and "not prepared in compliance with generally accepted accounting principles"); and (iii) all financial information and earnings guidance intended to be provided to analysts, the public or to rating agencies);
- (m) prepare and include in the Company's annual proxy statement or other filings made with Regulators any report from the Committee or other disclosures required by all applicable federal, provincial and state securities legislation and the rules and regulations of Regulators having jurisdiction over the Company;
- (n) review with the Company's management: (i) the adequacy of the Company's insurance and fidelity bond coverage, reported contingent liabilities and management's assessment of

contingency planning; (ii) management's plans in respect of any changes in accounting practices or policies and the financial impact of such changes; (iii) any major areas in that, in management's opinion, have or may have a significant effect upon the financial statements of the Company; and (iv) any litigation or claim (including, but not limited to, tax assessments) that could have a material effect upon the financial position or operating results of the Company;

- (o) at least annually, review with the Company's legal counsel and accountants all legal, tax or regulatory matters that may have a material impact on the Company's financial statements, operations and compliance with applicable laws and regulations;
- (p) review and update periodically a Code of Ethics and Business Conduct for the directors, officers and employees of the Company; and review management's monitoring of compliance with the Code of Ethics and Business Conduct;
- (q) review and update periodically the procedures for the receipt, retention and treatment of complaints and concerns by employees received by the Company regarding accounting, internal accounting controls or auditing matters, including, but not limited to, concerns regarding questionable accounting or auditing practices;
- (r) consider possible conflicts of interest between the Company's directors and officers and the Company; and approve for such parties, in advance, all related party transactions;
- (s) review policies and procedures in respect of the expense accounts of the Company's directors and officers, including, but not limited to, the use of corporate assets;
- (a) Monitor and periodically review the Whistleblower Policy of the Company and associated procedures for:
 - (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters;
 - (ii) the confidential, anonymous submission by directors, officers and employees of the Company of concerns regarding questionable accounting or auditing matters; and
 - (iii) if applicable, any violations of applicable law, rules or regulations that relate to corporate reporting and disclosure, or violations of the Company's Code of Conduct;
- (t) review and approve the Company's hiring policies regarding employees and partners, and former employees and partners, of the present and former external auditors of the Company;
- (u) direct and supervise the investigation into any matter brought to its attention within the scope of the Committee's duties. Perform such other duties as may be assigned to it by the Board from time to time or as may be required by applicable law; and
- (v) perform such other functions, consistent with this Charter, the Company's constituting documents and governing laws, as the Committee deems necessary or appropriate.

Section 8 Review of Charter

The Committee shall periodically review and assess the adequacy of this Charter and recommend any proposed changes to the Board for consideration.

SCHEDULE B

OMNIBUS LONG-TERM INCENTIVE PLAN RESOLUTION

In order to be effective, the following ordinary resolution requires approval by a majority of the votes duly cast in person or by proxy by the Hut 8 Shareholders at the Meeting.

BE IT RESOLVED as an ordinary resolution of the Hut 8 Shareholders of the Company that:

1. The amended and restated omnibus long-term plan (the “**Omnibus Plan**”) of the Company, substantially in the form as set forth in Appendix “C” of the Company’s management information circular dated April 8, 2019 (the “**Information Circular**”) is renewed and approved as the omnibus long-term incentive plan of the Company; and
2. Any director or officer of the Company be and he or she is hereby authorized and directed, on behalf of the Company, to execute and deliver all such documents and to do all such other acts or things as he or she may determine to be necessary or advisable to give effect to this resolution.

It is the intention of the Company proxyholders named in the accompanying form of proxy, if not expressly directed to the contrary in the proxy, to vote FOR the ordinary resolution authorizing the approval of the Omnibus Plan.

SCHEDULE C

AMENDED AND RESTATED OMNIBUS LONG-TERM INCENTIVE PLAN

See attached