

POSITION DESCRIPTION
CHAIR OF THE BOARD

The chair (the “**Chair**”) of the board of directors (the “**Board**”) of Hut 8 Mining Corp. (the “**Company**”) shall be appointed by the Board.

The duties and responsibilities of the Chair as they relate to the following matters shall be as follows:

1. Leadership and Governance

- (a) Providing overall leadership to enhance the effectiveness and performance of the Board, the committees of the Board, and individual directors of the Board (the “**Directors**”);
- (b) Working with the lead director of the Board (the “**Lead Director**”), and the other Directors to ensure the Board is provided with timely and relevant information as is necessary to effectively discharge its statutory duties and responsibilities;
- (c) Fostering ethical and responsible decision making by the Board, the committees of the Board and individual Directors;

2. Board Meetings

- (a) Ensuring the Board meets according to its regular schedule and otherwise as required;
- (b) Chairing the meetings of the Board, including requiring appropriate briefing materials to be delivered to the Board in a timely fashion, stimulating debate, providing adequate time for discussion of issues, facilitating consensus, encouraging full participation by individual Directors and ensuring clarity and due recording of decisions of the Board;
- (c) Preparing or causing to be prepared agendas for meetings of the Board in consultation with any chairs of the committees of the Board and the Lead Director, as appropriate;
- (d) Ensuring that the Board and its committees have the necessary resources to support their work, in particular, accurate, timely and relevant information;
- (e) Creating a cooperative atmosphere where Directors are encouraged to openly discuss, debate and question matters requiring their attention in a constructive and productive fashion;
- (f) Ensuring that the independent Directors meet in a separate in camera session, as deemed necessary or advisable by the Board;

3. Board Committees

- (a) Ensuring that the duties and responsibilities of the committees of the Board are carried out in accordance with the charters of such committees;
- (b) Assisting the committees of the Board in bringing their recommendations forward to the Board for consideration;

- (c) Assisting the Governance and Compensation Committee in identifying and assessing potential candidates for nomination as Directors;

4. Senior Executives

- (a) Ensuring the Board works in an open and productive manner with senior executives of the Company and receives appropriate and timely information, material and reports from senior executives of the Company in order to permit the Board to effectively discharge its duties and responsibilities;

5. Other Duties

- (a) Chairing meetings of the shareholders of the Company; and
- (b) Carrying out such other duties and responsibilities as the Board may request from time to time.

Dated: March 5, 2018
Approved by: Board of Directors of the Company

POSITION DESCRIPTION
LEAD DIRECTOR

The board of directors (the “**Board**”) of Hut 8 Mining Corp. (the “**Company**”) shall select one of the independent members of the Board to be appointed as the lead director (the “**Lead Director**”) of the Board. If the Board has a non-executive chair, then the role of the Lead Director will be filled by the non-executive chair of the Board.

The Lead Director shall facilitate the functioning of the Board independently of the senior executives of the Company and provide independent leadership to the Board and to the individual directors (the “**Directors**”) on the Board.

The duties and responsibilities of the Lead Director shall be as follows:

- (a) Work collaboratively with the chair of the Board (the “**Chair**”) and the chief executive officer of the Company with respect to Board governance and Board processes;
- (b) Provide independent leadership to enable the Board to effectively carry out its duties and responsibilities independently from the senior executives of the Company;
- (c) Provide advice, counsel and mentorship to the senior executives of the Company and fellow Directors;
- (d) In consultation with the Chair, work to facilitate an effective relationship between senior executives of the Company and the Directors;
- (e) Work with the Chair and other senior executives of the Company, as appropriate and as required, in assisting and monitoring progress of their respective mandates and duties;
- (f) Seek to ensure the proper flow of information to the Board;
- (g) Ensure that the independent Directors have the opportunity to meet separately without non-independent Directors and senior executives of the Company present, as applicable and as required;
- (h) Chair meetings of the Board when the Chair is not in attendance;
- (i) To the extent applicable, chair the meetings of the independent Directors and prepare the agendas for such meetings;
- (j) Be available, when appropriate and if requested, for consultation and direct communication with the shareholders of the Company for questions and discussions that are directed to the Lead Director or the independent Directors as a group; and
- (k) Carry out special assignments or any functions as requested by the Board or the independent Directors.

Dated: March 5, 2018
Approved by: Board of Directors of the Company

POSITION DESCRIPTION
CHAIR OF THE AUDIT COMMITTEE

The board of directors (the “**Board**”) of Hut 8 Mining Corp. (the “**Company**”) shall select one of the members of the Board who meets the criteria for independence established by National Instrument 52-110 – *Audit Committees* to be appointed as chair (the “**Chair**”) of the audit committee (the “**Audit Committee**”) of the Board.

The duties and responsibilities of the Chair shall be as follows:

- (a) Providing leadership to enable the Audit Committee to effectively carry out its duties and responsibilities as described in the charter of the Audit Committee, and as may otherwise be appropriate;
- (b) Chairing meetings of the Audit Committee and encouraging a free and open discussion at the meetings;
- (c) Assisting the Audit Committee and the individual members of the Audit Committee in understanding and discharging their respective duties and responsibilities;
- (d) Ensuring the Audit Committee meets as necessary or appropriate to fulfill its mandate;
- (e) Ensuring there is an effective relationship between the senior executives (including internal auditors of the Company, if any), the external auditors of the Company and the members of the Audit Committee;
- (f) Acting as liaison between the Audit Committee and each of the Company’s management and external auditor;
- (g) Establishing and overseeing procedures to govern the work of the Audit Committee and the discharge of the duties of the Audit Committee, including procedures relating to:
 - (i) the development of the agendas for meetings of the Audit Committee in consultation, as appropriate, with the chair and/or lead director of the Board, the President and Chief Executive Officer and the Chief Financial Officer of the Company and other senior executives of the Company;
 - (ii) the receipt of appropriate information from senior executives of the Company to enable the Audit Committee to effectively exercise its duties;
 - (iii) access to senior executives of the Company as the Audit Committee may require from time to time;
 - (iv) the tabling of items requiring the approval of the Audit Committee or the review and recommendation of Audit Committee for approval by the Board;
 - (v) the proper flow of information to the Audit Committee, including the adequacy and timing of information and materials that may be required by the Audit Committee; and

- (vi) the retention of appropriately qualified and independent external auditors, and other external advisors as appropriate and support of their independent functions; and
- (h) Discussing as necessary with the chair of the Governance and Compensation Committee the skills, experience and talents required for the members of the Audit Committee on an ongoing basis;
- (i) Overseeing the assessment of the performance of the Audit Committee;
- (j) Reporting to the Board, where appropriate, on matters reviewed and on any decisions or recommendations made by the Audit Committee;
- (k) Attending meetings of shareholders and responding to such questions from shareholders as may be put to the Chair; and
- (l) Carrying such other duties as may be requested by the Board from time to time.

Dated: March 5, 2018
Approved by: Board of Directors of the Company

POSITION DESCRIPTION
CHAIR OF THE GOVERNANCE AND COMPENSATION COMMITTEE

The board of directors (the “**Board**”) of Hut 8 Mining Corp. (the “**Company**”) shall select one of the members of the Board to be appointed as chair (the “**Chair**”) of the Governance and Compensation Committee (the “**Committee**”). In the discretion of the Board, the Chair shall be a member of the Board who meets the criteria for independence established by National Instrument 52-110 – *Audit Committees*.

The duties and responsibilities of the Chair shall be as follows:

- (a) Providing leadership to enable the Committee to effectively carry out its duties and responsibilities as described in the charter of the Committee, and as may otherwise be appropriate;
- (b) Chairing meetings of the Committee and encouraging a free and open discussion at the meetings;
- (c) Assisting the Committee and the individual members of the Committee in understanding and discharging their respective duties and responsibilities;
- (d) Ensuring the Committee meets as necessary or appropriate to fulfill its mandate;
- (e) Establishing the agendas for meetings of the Committee and overseeing the preparation of briefing materials for Committee meetings in consultation with the other members of the Committee and the chair of the Board, as appropriate;
- (f) Facilitating open communication with the senior executives of the Company to ensure that the Committee receives appropriate and timely information, materials and reports from senior executives and its advisors, if any, in order to permit the Committee to effectively discharge its duties and responsibilities;
- (g) Retaining, in consultation with the chair of the Board and as appropriate, expert consultants on behalf of the Committee;
- (h) Overseeing the assessment of the performance of the Committee;
- (i) Reporting to the Board, where appropriate, on matters reviewed and on any decisions or recommendations made by the Committee;
- (j) Attending meetings of shareholders and responding to such questions from shareholders as may be put to the Chair; and
- (k) Carrying such other duties as may be requested by the Board from time to time.

Dated: March 5, 2018
Approved by: Board of Directors of the Company

POSITION DESCRIPTION
PRESIDENT AND CHIEF EXECUTIVE OFFICER

The President and Chief Executive Officer (the “CEO”) of Hut 8 Mining Corp. (the “Company”) shall set the tone at the top, reporting to the board of directors (the “Board”) of the Company, and have overall responsibility for the leadership, strategic direction and business of the Company.

Working with the Board and the senior executives of the Company, the CEO shall provide the vision, leadership and direction to maximize long term shareholder value.

The CEO will be responsible for the day-to-day management of the business and affairs of the Company. The duties and responsibilities of the CEO, as they relate to the following matters, are as follows:

1. Leadership and Governance

- (a) Provide overall leadership to manage the Company in the best interests of its shareholders and the Company as a whole;
- (b) Provide leadership, in conjunction with the Board, in establishing the Company’s strategic direction, annual corporate plans and budgets;
- (c) Regularly work with the lead director of the Board and the other directors of the Board, to ensure that directors are being provided with timely and relevant information necessary to discharge their statutory duties and responsibilities;
- (d) Ensure that matters requiring decisions by the Board are brought to the Board’s attention in a timely fashion;
- (e) Devote substantially all of his or her working time to the business and affairs of the Company; and
- (f) Foster ethical and responsible decision making by management.

2. Strategic Planning

- (a) Ensure the development of a strategic plan for the Company to maximize shareholder value and recommend the plan to the Board for consideration; and
- (b) Ensure the implementation of the strategic plan approved by the Board and report to the Board in a timely fashion on progress.

3. Business and Organizational Management

- (a) Ensure the development of an annual corporate plan and budget that supports the strategic plan and recommend the plan and budget to the Board for consideration;
- (b) Manage the day-to-day business and affairs of the Company in accordance with the annual corporate plan and budget;
- (c) Supervise and evaluate the performance of the senior executives of the Company and approve their compensation;

- (d) Implement all policies adopted by the Board to ensure maintenance of high standards of business conduct and ethics, as well as full compliance with all applicable laws, rules and regulations and corporate reporting and disclosure requirements; and
- (e) Ensure the efficient acquisition and allocation of the financial, human and other resources required by the Company to implement and achieve its strategic plan and ensure the implementation of effective control, monitoring and performance standards and systems relative to the utilization of all corporate resources.

4. Other Duties

Carry out such other duties and responsibilities as the Board may request from time to time.

Dated: March 5, 2018
Approved by: Board of Directors of the Company