

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

**Item 1. Name and Address of Company**

**HYDAWAY DIGITAL CORP.**  
204-252 West Esplanade,  
North Vancouver, BC V7M 0E9

(the "Company")

**Item 2. Date of Material Change**

February 25, 2026.

**Item 3. News Release**

The news release was issued on February 26, 2026 and disseminated via Cision/Newswire.

**Item 4. Summary of Material Change**

The Company announced that it has closed its previously announced non-brokered private placement financing of 4,800,000 units at a price of \$0.25 per Unit. The Company also disclosed the resulting related party transaction.

**Item 5. Full Description of Material Change**

The Company announced that it has closed its previously announced non-brokered private placement financing of 4,800,000 units ("Units") at a price of \$0.25 per Unit for gross proceeds of up to \$1,200,000 (the "Offering").

Each Unit consists of one common share of the Company (each a "Share") and one share purchase warrant (each a "Warrant"), with each Warrant exercisable at \$0.40 per Share for a period of one year from the date of issue. The Company has the right to accelerate the expiry date if, at any time, the Shares trade at a price equal to or greater than \$0.75 for 5 consecutive trading days ("5-Day Period"). In the event of acceleration, the expiry date will be accelerated to a date that is 30 days after the Company issues the acceleration notice through a news release, provided that the acceleration notice is issued within 10 business days after the end of the particular 5-Day Period.

The securities issued under the Offering are subject to restrictions on resale for a period of four months from the date of issue. In connection with the Offering, the Company paid a total of \$39,500 finders fee in cash. The proceeds of the Offering will be used to continue to develop the Company's GPU rental platform as well as for general working capital purposes.

Karl Kottmeier, the Chief Executive Officer and a director of the Company subscribed for 110,000 Units, contributing \$27,500 to the Offering, through a company, Madjak Management Ltd. This participation constitutes a "related party transaction" as defined under Multilateral Instrument 61-101 ("MI 61-101"). However, the Company expects to be exempt from formal valuation and minority shareholder approval requirements under Sections 5.5(a) and 5.7(a) of MI 61-101, as his participation does not exceed 25% of the Company's market capitalization.

Closing is subject to acceptance of the TSX Venture Exchange.

**Item 6. Reliance on Subsection 7.1(2) of National Instrument 51-102**

Not applicable.

**Item 7. Omitted Information**

None.

**Item 8. Executive Officer**

Karl Kottmeier  
Chief Executive Officer  
Phone number: 604.689.7422

**Item 9. Date of Report**

February 26, 2026.