

SIXTY SIX CAPITAL INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE SIX MONTH PERIOD ENDED JUNE 30, 2026

This discussion and analysis of financial position and results of operation is prepared as at August 27, 2026 and should be read in conjunction with the unaudited financial statements and the accompanying notes for the six month period ended June 30, 2026 and 2025 of Sixty Six Capital Inc. ("Six" or the "Company"). The following disclosure and associated financial statements are presented in accordance with International Financial Reporting Standards ("IFRS"). Except as otherwise disclosed, all dollar figures included therein and in the following management's discussion and analysis ("MD&A") are quoted in Canadian dollars.

Forward Looking Statements

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

All of the Company's public disclosure filings, including its most recent management information circular, material change reports, press releases and other information, may be accessed via www.sedarplus.ca and readers are urged to review these materials.

Company Overview

The Company is a reporting issuer in British Columbia, Alberta, Saskatchewan, Ontario and Nova Scotia and trades on the Canadian Securities Exchange ("CSE") under the symbol "SIX" and on the OTCQB under the symbol "HYHDF". The Company's registered office is located at #600 - 890 West Pender Street, Vancouver, BC V6C 1J9, Canada.

The Company is currently an investor and developer active in Fin Tech. As at June 30 2026 the Company's investment portfolio consisted of 1,030,800 units of the Purpose Bitcoin CAD ETF (BTCC.B), equivalent to 144.4 BTC and 492,233.25 \$STABULL Tokens owned or due at June 30 2026 acquired via a Simple Agreement for Future Tokens (SAFT) in Stabull.finance, a decentralised swap facility. <https://stabull.finance>. The Company continues to review business and investments opportunities within the Fin Tech space, including investing in cryptocurrencies.

Investments

As at June 30, 2026 – calculations for Fiscal 2026				
	Number	Cost \$	Unrealized (Loss) Gain \$	Carrying Value \$
Purpose Bitcoin ETF CAD Non-Currency Hedged Units BTCC.B CAD\$	1,030,800	12,230,530	(309,328)	11,921,202
\$Stabull Tokens	492,233	760,918	(760,918)	-
Cryptocurrency	1,949	2,973	32	3,005
		<u>12,994,421</u>	<u>(1,070,214)</u>	<u>11,924,207</u>

As at June 30, 2025				
	Number	Cost \$	Unrealized (Loss) Gain \$	Carrying Value \$
Purpose Bitcoin ETF CAD Non-Currency Hedged Units BTCC.B CAD\$	901,000	6,929,420	11,707,108	18,636,528
Stabull_USDT	78,573	35,540	10,117	45,657
Stabull Vested Tokens	134,907	253,614	(168,935)	84,679
Deposit - Stabull.Finance	269,855	507,304	-	507,304
		<u>7,725,878</u>	<u>11,548,290</u>	<u>19,274,168</u>

- (a) The Company entered into a SAFT (simple agreement for future tokens) with Stabull.Finance to acquire a total of 290,476 \$STABULL tokens. The Company entered into a second SAFT with Stabull.Finance to acquire an additional 114,285.71 \$STABULL tokens.

On May 19 2025 the Stabull Token Generation event occurred with tokens listed on Probit Global for Trading. 134,907 \$STABULL tokens were received by Sixty-Six Capital Inc on May 19 2025. The remaining tokens expected from Stabull Finance will be received monthly over a two-year vesting period.

The Company also began trading in the open market and acquired additional \$STABULL tokens in the open market.

The Company wrote down its investment in the \$STABULL token in 2025.

- (b) As at June 30 2026 the Company's investments consisted of 1,030,800 units of the Purpose Bitcoin CAD ETF (BTCC.B), equivalent to 144.4 BTC and 492,233 \$Stabull Tokens. The Company will convert the Purpose Bitcoin CAD ETF (BTCC.B) to bitcoin as soon as reasonably possible.

Selected Financial Data

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

	Fiscal 2026		Fiscal 2025				Fiscal 2024	
Three Months Ended	Jun 30 2026 \$	Mar 31 2026 \$	Dec 31 2025 \$	Sept 30 2025 \$	Jun 30 2025 \$	Mar 31 2025 \$	Dec 31 2024 \$	Sept 30 2024 \$
Operations:								
Expenses	(231,128)	(222,187)	(275,182)	(220,857)	(731,887)	(50,656)	(286,085)	(68,754)
Other items	(1,665,604)	(3,783,873)	(6,466,719)	1,336,129	2,511,829	(2,296,731)	5,730,496	(109,257)
Net income (loss) and comprehensive income (loss)	(1,896,731)	(4,006,060)	(6,741,901)	1,115,272	1,779,943	(2,347,387)	5,444,411	(178,011)
Basic and diluted income (loss) per share	(0.01)	(0.02)	(0.03)	0.00	0.01	(0.02)	0.04	0.00
Balance Sheet:								
Working capital (deficit)	9,048,413	10,944,882	14,951,204	21,007,939	18,377,736	10,429,281	12,776,669	12,709,583
Total assets	12,091,769	13,952,789	17,984,010	25,457,315	19,795,352	16,725,199	19,305,612	13,233,285
Total non-current liabilities	0	0	0	16,932	2,022,160	457,721	457,721	5,572,307

Results of Operations

Six Months Ended June 30, 2026 Compared to Six Months Ended June 30, 2025

During the six months ended June 30, 2026 the Company reported a net loss of (\$5,902,791) compared to a net loss of (\$567,444) for the six months ended June 30, 2025, a fluctuation of (\$5,335,347). The fluctuation is primarily due to:

- (i) the recognition of an unrealized loss due to the changes in the quoted stock prices on the Company's investments of \$5,365,314 during the six month period in 2026 compared to an unrealized gain of \$890,982 during the six month period in 2025.
- (ii) recognition of a realized loss of \$nil during the six month period in 2026 compared to a realized loss of \$528,385 during the six month period in 2025.
- (iii) during the six month period ended on June 30, 2026 the Company incurred director and officer compensation of \$156,676 compared to \$50,000 incurred during the 2025 six month period.
- (iv) During the six month period ended on June 30, 2026 the Company accrued management fees of \$50,000 compared to \$nil during the 2025 six month period.
- (v) During the six month ended on June 30, 2026 the Company recorded share based compensation expense of \$nil for share options that were granted during the six month period ended on June 30, 2026 compared to share based compensation expense of \$648,728 for share options that were granted during the six month period ended on June 30, 2025.
- (vi) During the six month period ended on June 30, 2026 the Company recorded professional fees of \$124,433 compared to \$9,135 during the six months ended on June 30, 2025.
- (vii) During the six month period ended on June 30, 2026 the Company recorded legal fees of \$45,740 compared to \$5,072 during the six months ended on June 30, 2025.

Financing Activities

There were no financing activities during the six month period ended on 30 June 2026.

Convertible Debentures

The Company did not have any convertible debentures during the six month period ended on June 30, 2026.

Change in Reporting Frequency

On April 9, 2026 the Company announced that it had adopted semi-annual reporting in reliance on Coordinated Blanket Order 51-933 Exemptions to Permit Semi-Annual Reporting for Certain Venture Issuers. Accordingly the Company did not file interim financial statements for the three-month period ended March 31, 2026 and will not file interim financial statements for the nine-month period ending September 30, 2026. The Company will continue to file audited annual financial statements and interim financial statements for each six-month period ended June 30.

Financial Condition / Capital Resources

As at June 30, 2026 the Company had working capital of \$9,048,413 and an accumulated deficit of \$26,976,264. The Board believes the Company will be able to realize its assets and discharge its liabilities in the normal course of business operations for the foreseeable future.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Proposed Transactions

The Company has no proposed transactions.

Financial Instruments and Risk Management

General Objectives, Policies and Processes

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

Categories of Financial Assets and Liabilities

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

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

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

- (i) Cash;
- (ii) Investments;
- (iii) Accounts payable and accrued liabilities; and
- (iv) Brokerage margin account.

The Company's investment in units of the Purpose Bitcoin ETF (BTCC.B) is a redeemable unit of an investment trust and is not an equity instrument as defined in IAS32. Its contractual terms do not give rise to cash flows that are solely payments of principal and interest, and it is therefore classified and measured at fair value through profit or loss under IFRS9. Fair value is determined using Level 1 inputs, being the unadjusted quoted closing price of the units at each reporting date, and all changes in fair value are recognized in profit or loss in the period in which they arise. Cash, accounts payable and accrued liabilities and the brokerage margin account are measured at amortized cost. Their carrying values approximate fair value due to their short-term nature. Accounts payable and accrued liabilities

principally comprise amounts outstanding for trade purchases and ongoing costs. Book values and expected cash flows are reviewed by the Board and any impairment is charged to the condensed interim statement of comprehensive income (loss) in the relevant period.

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

	As at June 30, 2026			
	Current		Non-Current	
	Within 6 Months \$	6-12 Months \$	1 – 5 Years \$	Over 5 Years \$
Accounts payable and accrued liabilities	96,795	-	-	-
Brokerage Margin Account (Stephen Ave)	2,946,561	-	-	-
Total	3,043,356	-	-	-

	As at June 30, 2025			
	Current		Non-Current	
	Within 6 Months \$	6-12 Months \$	1 – 5 Years \$	Over 5 Years \$
Accounts payable and accrued liabilities	42,550	-	-	-
Brokerage Margin Account (Stephen Ave)			2,005,228	
Convertible debentures	267,689	600,000	16,932	-
Total	310,239	600,000	2,022,160	-

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

Cash and Cash Equivalents

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

Risk Exposures

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

Credit Risk

Credit risk is the risk that counter-party fails to discharge an obligation to the Company. The Company is exposed to credit risk on its cash and cash equivalents held at banks and on amounts held with its broker. The credit risk in respect of cash balances held with banks is remote as they are held only with major reputable financial institutions. The Company has no trade receivables and does not make credit sales.

Liquidity Risk

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

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

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

The Company's principal financial liability is the brokerage margin account, which is secured against its holding of Purpose Bitcoin ETF (BTCC.B) units and is repayable on demand. At June 30, 2026 borrowings under the facility were \$2,946,561 (December 31, 2025 – \$2,867,743) against cash balances of \$154,704 (December 31, 2025 – \$409,026). A sustained decline in the value of the secured collateral could require the Company to repay part of the borrowing or to provide additional collateral at short notice. Refer to (c) below.

Market Risk

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

(a) Interest Rate Risk

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

(b) Foreign Currency Risk

The Company's functional currency is the Canadian dollar and major transactions are transacted in Canadian Dollars and US Dollars. Management believes the foreign exchange risk related to currency conversions is minimal and therefore does not hedge its foreign exchange risk. At June 30, 2026 1 Canadian Dollar was equal to 0.70 US Dollar.

The only foreign currency assets at June 30, 2026 were cash equivalent to CAD 201 held in a US dollar account at a Canadian bank.

(c) Other Price Risk

Other price risk is the risk that the fair value of a financial instrument will fluctuate because of changes in market prices, other than those arising from interest rate risk or foreign currency risk. The Company holds no shares in any operating company and is therefore not exposed to equity price risk. It is, however, materially exposed to other price risk through its holding of 1,030,800 units of the Purpose Bitcoin ETF (BTCC.B), equivalent to 144.4 bitcoin, the value of which is determined by the price of bitcoin.

At June 30, 2026 this holding was carried at \$11,921,202 and represented 98.6% of the Company's total assets (December 31, 2025 – \$17,286,516 and 96.1%). The price of bitcoin has historically been subject to significant and rapid fluctuation and management expects this to continue. Because the units are not currency hedged, their Canadian dollar value is also affected by movements in the US dollar / Canadian dollar exchange rate, bitcoin being priced principally in US dollars.

Holding all other variables constant, a 10% increase or decrease in the quoted price of the units at June 30, 2026 would have decreased or increased the Company's net loss and shareholders' equity by approximately \$1,192,000 (December 31, 2025 – \$1,729,000).

This exposure is amplified by the Company's use of a brokerage margin facility. At June 30, 2026 borrowings of \$2,946,561 were secured against the units, a loan-to-value ratio of 24.7% (December 31, 2025 – 16.6%). A sustained decline in the price of bitcoin would increase this ratio and could require the Company to post additional collateral or to dispose of units at prevailing market prices in order to reduce the borrowing. The Company monitors the loan-to-value ratio and manages the exposure through the level of borrowing rather than through hedging instruments. The Company does not currently use derivative instruments to manage this exposure.

Changes in Accounting Policies

There are no changes in accounting policies. A detailed summary of the Company's material accounting policies is included in Note 3 of the audited financial statement for the fiscal year ended on December 31, 2025.

Change of Control

On February 17, 2026 the Company announced that K33 AB (publ) ("K33") had agreed to acquire 107,447,331 common shares of the Company from certain significant shareholders under a share purchase agreement dated February 15, 2026, as amended on February 27, 2026. The transaction completed on March 18, 2026, on which date K33 acquired those shares for total consideration of CAD\$4,678,961, representing 45.47% of the Company's issued and outstanding common shares on an undiluted and partially diluted basis. The shares were acquired from existing shareholders; no shares were issued from treasury and the Company received no proceeds from the transaction.

The Company issued news releases in respect of the transaction on February 17, 2026 and March 18, 2026. Early warning reports in respect of the acquisition and the corresponding dispositions have been filed on SEDAR+ by the parties to the transaction.

Control of the Company changed on completion. K33 is the Company's controlling shareholder and has been a related party of the Company since March 18, 2026.

In connection with the transaction's completion, Mr. David Rowe resigned as Chairman, Chief Executive Officer, and a director of the Company; Mr. Richard Croft resigned from his management position and as a director; and Mr. Alex Johnstone resigned as a director while continuing to serve as Chief Financial Officer, all effective March 18, 2026. Mr. Torbjørn Bull Jenssen was appointed Chief Executive Officer and a director, and Mr. Bendik Norheim Schei was appointed a director, each effective March 18, 2026. Mr. Chris Irwin continued in office as a director throughout the period. The Board of Directors comprises Mr. Jenssen, Mr. Schei and Mr. Irwin.

Following the change of control, the Company has confirmed its intention to hold direct bitcoin exposure. As disclosed under "Investments" above, the Company intends to convert its holding of Purpose Bitcoin ETF (BTCC.B) units into bitcoin held directly as soon as reasonably practicable.

Shareholders should note that K33's shareholding is sufficient to determine the outcome of most matters requiring shareholder approval, including the election of directors.

Related Party Disclosures

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

(a) Transactions with Key Management Personnel

- (i) During six month period ended on June 30, 2026 and 2025 the Company incurred the following compensation amounts to its key management personnel:

	2026 \$	2025 \$
David Rowe, Director, Chairman & CEO*	44,310	18,000
Alex Johnstone, Director, CFO	80,859	20,000
Richard Croft, Director*	31,507	12,000
	<u>156,676</u>	<u>50,000</u>

**resigned from their management position and as key Management Personnel effective March 18 2026.*

Following the change of control described above, Mr. David Rowe and Mr. Richard Croft ceased to be key management personnel of the Company effective March 18, 2026, and K33 AB (publ) became

a related party of the Company from that date. Refer to (c) below in respect of the management services agreement with K33.

The Company's key management personnel during the period also included Mr. Chris Irwin, a director throughout the period, and Mr. Torbjørn Bull Jenssen and Mr. Bendik Norheim Schei from March 18, 2026. No compensation was paid or payable to these individuals by the Company during the six months ended June 30, 2026. Executive management services provided by K33 from April 1, 2026 are the subject of the management services agreement described in (c) below.

(b) Convertible Debentures

The Company had no outstanding Debentures during the six month period ended on June 30, 2026.

(c) Management Services Agreement

On August 4, 2026 the Company entered into a management services agreement with K33 AB (publ), the Company's controlling shareholder, under which K33 provides executive management and related services in support of the Company's business and corporate affairs. The agreement is expressed to take effect from April 1, 2026 and provides for compensation of CAD\$200,000 per annum, payable in equal quarterly instalments of CAD\$50,000. Either party may terminate the agreement on 90 days' written notice.

K33 is a control person of the Company and the agreement is accordingly a related party transaction for the purposes of Multilateral Instrument 61-101. The Company relied on the exemptions from the formal valuation requirement in section 5.5(b) and from the minority approval requirement in section 5.7(1)(a) of MI 61-101, based on the Company not being listed on a specified market and the fair market value of the consideration not exceeding 25% of the Company's market capitalisation.

The agreement was executed after the reporting date but takes effect from April 1, 2026. An amount of \$50,000, being the instalment attributable to the period from April 1, 2026 to June 30, 2026, has accordingly been recognized in expenses for the six months ended June 30, 2026 and was included in accounts payable and accrued liabilities at that date.

(d) Call option

On August 21, 2026 the Company purchased a call option over bitcoin from K33 Holding AS, a subsidiary of K33 AB (publ), for a premium of US\$1,932,000.

(e) Short Term Loan Agreement

On August 25, 2026 K33 Holding AS purchased approximately BTC 24.9 at a cost of USD 2,000,000 for Sixty Six Capital Inc, this is a short term loan and is expected to be repaid prior to September 7, 2026. Sixty-Six will bear K33 Holding's actual third-party financing costs. K33 Holding charges no additional interest margin, fee, markup or other remuneration in connection with the financing or the BTC acquisition.

Outstanding Share Data

The Company's authorized share capital is unlimited common shares without par value. As at August 27, 2026 there were 236,278,421 issued and outstanding common shares and 2,437,265 share options outstanding, of which 1,591,900 are exercisable at a price of \$0.05 per share and 845,365 are exercisable at a price of \$0.06 per share.

See 'Change of Control' above in respect of K33's holding of 107,447,331 common shares.

Post Balance Sheet Events

On August 4, 2026 the Company entered into a management services agreement with K33 AB (publ), the Company's controlling shareholder, under which K33 provides executive management and related services in support of the

Company's business and corporate affairs. The agreement is expressed to take effect from April 1, 2026 and provides for compensation of \$200,000 per annum, payable in equal quarterly instalments of \$50,000, terminable by either party on 90 days' written notice. An amount of \$50,000, being the instalment attributable to the period from April 1, 2026 to June 30, 2026, has been recognized in these condensed interim financial statements.

On August 21, 2026, Sixty Six Capital Inc. purchased a call option from K33 Markets AS with a maturity date of August 21, 2027 to acquire up to 200 BTC. Sixty Six Capital Inc. paid a premium of USD 1,932,000 to acquire this option.