



**Nasdaq Statement of Corporate Governance Differences**

As a “foreign private issuer” under the U.S. Securities Exchange Act of 1934, as amended, Hive Blockchain Technologies Ltd. (“HIVE” or the “Company”) is permitted, pursuant to Nasdaq Stock Market Rule 5615(a)(3), to follow its home country practice in lieu of certain Nasdaq corporate governance standards provided HIVE discloses and describes the differences between its corporate governance practices and those required by Nasdaq. Below we describe the differences between Nasdaq Stock Market Rules and the applicable home country requirement. References to a “Rule” below are references to the referenced rule in the Nasdaq Stock Market Rules.

**AUDIT COMMITTEE COMPOSITION AND CHARTER**

<i>Nasdaq Corporate Governance Standard</i>	<i>Home County Practice</i>
<p>Rule 5605(c)(2) requires that each issuer must certify that it has, and will continue to have, at least one member of the audit committee who has past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual’s financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities.</p>	<p>The Company's Audit Committee Charter requires that at least one member who has a background in finance or accounting, and that all members of the Audit Committee either be or work towards becoming “financially literate,” meaning that the individual has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.</p>
<p>Rule 5605(c)(1) requires that the formal written audit committee charter of an issuer specify the audit committee’s responsibility for ensuring its receipt from the outside auditors of a formal written statement delineating all relationships between the auditor and the Company, actively engaging in a dialogue with the auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the auditor and for taking, or recommending that the full board take, appropriate action to oversee the independence of the outside auditor.</p>	<p>The Company's Audit Committee Charter provides for the Audit Committee’s responsibility verify the independence of the external auditors, including to pre-approve the retention of its external auditor for services to be rendered to the Company.</p>

**NOMINATIONS COMMITTEE CHARTER AND INDEPENDENT DIRECTOR OVERSIGHT OF DIRECTOR NOMINATIONS**

<i>Nasdaq Corporate Governance Standard</i>	<i>Home County Practice</i>
Rule 5605(e)(1) requires independent director involvement in the selection of director nominees, by having a Nominations Committee comprised solely of independent directors, or by having director nominees recommended by a majority of its independent directors meeting in executive session. Rule 5605(e)(2) requires issuers to adopt a formal written charter or board resolution, as applicable, addressing the nominations process as such related matters may be required under the US federal securities laws.	The Company has adopted a Corporate Governance Committee Charter. The Corporate Governance Committee is responsible, among other things, for identifying and recommending qualified individuals for nomination to the Board of Directors; and providing such assistance as the Chair of the Board, if independent, or alternatively the lead director of the Board, may require. The Company follows applicable Canadian laws, that do not require that independent director oversight of director nominations.

**COMPENSATION COMMITTEE COMPOSITION**

<i>Nasdaq Corporate Governance Standard</i>	<i>Home County Practice</i>
Rule 5605(d)(2) requires that each issuer must certify that it has and will continue to have, a compensation committee of at least two members each of whom shall be an “Independent Director.”	The Company follows applicable Canadian laws and regulations, which do not mandate that the compensation committee be comprised of Independent Directors.

**COMPENSATION COMMITTEE CHARTER**

<i>Nasdaq Corporate Governance Standard</i>	<i>Home County Practice</i>
Rule 5605(d)(1) requires the formal written compensation committee charter of an issuer to specify that the chief executive officer may not be present during voting or deliberations on his or her compensation.	The Charter of the Compensation Committee of the Company does not specify whether the chief executive officer may be present during voting or deliberations on their compensation.
Rule 5605(d)(2) requires the formal written compensation committee charter of an issuer to specify that the compensation committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser to the compensation committee only after taking into consideration the specific factors enumerated in Rule 5605(d)(3)(D).	The Charter of the Compensation Committee of the Company provides that the Compensation Committee can, after discussion with the Board engage at the expense of the Company, any external professional or other advisors which it determines necessary in order to carry out its duties, but does not specify the factors to be considered as required by Rule 5605(d)(3)(D).

**EXECUTIVE SESSIONS**

<i>Nasdaq Corporate Governance Standard</i>	<i>Home County Practice</i>
Rule 5605(b)(2) requires that “Independent Directors” must have regularly scheduled meetings at which only “Independent Directors” are present.	At each board meeting, the independent directors of the Company may meet without senior executives of the Company or any non-independent directors.

**CODE OF CONDUCT**

<i>Nasdaq Corporate Governance Standard</i>	<i>Home County Practice</i>
Under Rule 5610, a listed issuer must adopt a code of conduct applicable to all directors, officers and employees, which shall be publicly available.	The Company has adopted a Code of Business Conduct and Ethics that applies to all directors, officers and employees, consistent with home country practices. This code is also our “code of conduct” within the meaning of NASDAQ Rule 5610. The full text of the Code of Business Conduct and Ethics is available at our website: <a href="https://hiveblockchain.com">https://hiveblockchain.com</a>

**QUORUM REQUIREMENTS**

<i>Nasdaq Corporate Governance Standard</i>	<i>Home County Practice</i>
Rule 5620(c) provides that the minimum quorum requirement for a meeting of shareholders is 33 1/3% of the outstanding common voting shares.	The Company is subject to the Business Corporations Act (British Columbia), which permits the Company to specify a quorum requirement in its memorandum or articles. Under the Company’s articles, quorum for the transaction of business at any meeting of shareholders is at least two shareholders.

**SHAREHOLDER APPROVALS**

<i>Nasdaq Corporate Governance Standard</i>	<i>Home County Practice</i>
<i>Approval of Equity Compensation Plans</i>  Section 5635 the Rules requires shareholder approval to be obtained in connection with the undertaking of certain actions. The circumstances under which shareholder approval is required under the NASDAQ Marketplace Rules are not identical to the circumstances under which shareholder approval is required under the laws of Canada and under the rules of the Toronto Stock Exchange. For example, but without limitation, Section 5635 requires shareholder approval of most equity compensation plans and material revisions to such plans. This requirement covers plans that provide for the delivery of both newly issued and treasury securities. The TSX rules provide that only the creation of or certain material amendments to equity compensation plans that provide for new issuances of securities are subject to shareholder approval.	The Registrant follows the TSX rules with respect to the requirements for shareholder approval of potential transactions, including, without limitation, shareholder approval of equity compensation plans and material revisions to such plans.

**PROXY SOLICITATIONS**

<i>Nasdaq Corporate Governance Standard</i>	<i>Home County Practice</i>
Under Rule 5620(b), a listed company that is not a limited partnership must solicit proxies and provide proxy statements for all meetings of shareholders, and also provide copies of such proxy solicitation materials to Nasdaq.	The Company is a "foreign private issuer" as defined in Rule 3b-4 under the Exchange Act, and the equity securities of the Company are accordingly exempt from the proxy rules set forth in Sections 14(a), 14(b), 14(c) and 14(f) of the Exchange Act. The Company solicits proxies in accordance with applicable rules and regulations in Canada.