

SEC Form 3

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>HOLMES FRANK E</u> <hr/> (Last) (First) (Middle) 7900 CALLAGHAN ROAD SUITE 128 <hr/> (Street) SAN ANTONIO TEXAS 78229 <hr/> (City) (State) (Zip) UNITED STATES <hr/> (Country)	2. Date of Event Requiring Statement (Month/Day/Year) 03/30/2026	3. Issuer Name and Ticker or Trading Symbol <u>HIVE Digital Technologies Ltd. [HIVE]</u>	
		3a. Foreign Trading Symbol [HIVE]	5. If Amendment, Date of Original Filed (Month/Day/Year)
		4. Relationship of Reporting Person(s) to Issuer (Select all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Executive Chairman	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	425,000	D	

**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Options (right to buy)	(1)	09/14/2027	Common Stock	500,000	\$1.08 ⁽²⁾	D

**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Options (right to buy)	(3)	02/10/2030	Common Stock	100,000	\$1.05 ⁽⁴⁾	D	
Options (right to buy)	(5)	07/06/2028	Common Stock	20,000	\$4.94 ⁽⁶⁾	D	
Restricted Stock Units	(7)	(7)	Common Stock	250,000	\$0	D	
Restricted Stock Units	(8)	(8)	Common Stock	405,625	\$0	D	
Restricted Stock Units	(9)	(9)	Common Stock	500,000	\$0	D	
Restricted Stock Units	(10)	(10)	Common Stock	200,000	\$0	D	
Restricted Stock Units	(11)	(11)	Common Stock	400,000	\$0	D	
Restricted Stock Units	(12)	(12)	Common Stock	400,000	\$0	D	
Restricted Stock Units	(13)	(13)	Common Stock	400,000	\$0	D	
Restricted Stock Units	(14)	(14)	Common Stock	400,000	\$0	D	

Explanation of Responses:

- These options were granted on September 14, 2017 and are fully vested as of the date hereof.
- Represents an exercise price of \$1.50 Canadian dollars, converted to U.S. dollars at the daily average exchange rate of \$1.00 to CAD\$1.3875 reported by the Bank of Canada on March 27, 2026.
- These options were granted on February 10, 2020 and are fully vested as of the date hereof.
- Represents an exercise price of \$1.45 Canadian dollars, converted to U.S. dollars at the daily average exchange rate of \$1.00 to CAD\$1.3875 reported by the Bank of Canada on March 27, 2026.
- These options were granted on July 6, 2023 and are fully vested as of the date hereof.
- Represents an exercise price of \$6.86 Canadian dollars, converted to U.S. dollars at the daily average exchange rate of \$1.00 to CAD\$1.3875 reported by the Bank of Canada on March 27, 2026.
- Each Restricted Stock Unit ("RSU") represents the right to receive, at settlement, one share of common stock. The RSUs were issued on August 26, 2022 and are fully vested as of the date hereof.
- Each RSU represents the right to receive, at settlement, one share of common stock. The RSUs were issued on July 18, 2024 and are fully vested as of the date hereof.
- Each RSU represents the right to receive, at settlement, one share of common stock. The RSUs were issued on November 5, 2024. 312,50 RSUs are fully vested, and the remaining 187,500 vest in three equal installments of on each of May 5, 2026, August 6, 2026 and November 6, 2026.
- Each RSU represents the right to receive, at settlement, one share of common stock. The RSUs were issued on February 14, 2025 and are fully vested as of the date hereof.
- Each RSU represents the right to receive, at settlement, one share of common stock. The RSUs were issued on April 17, 2025 and will vest in one installment on April 17, 2026.
- Each RSU represents the right to receive, at settlement, one share of common stock. The RSUs were issued on July 8, 2025 and will vest in one installment on July 8, 2026.
- Each RSU represents the right to receive, at settlement, one share of common stock. The RSUs were issued on October 31, 2025 and will vest in one installment on October 31, 2026.
- Each RSU represents the right to receive, at settlement, one share of common stock. The RSUs were issued on March 16, 2026 and will vest in one installment on March 16, 2027.

Remarks:

The Board of Directors of HIVE Digital Technologies Ltd. (the "Company") has determined that the Company no longer qualifies as a foreign private issuer. As a result, effective April 1, 2026, the Company is required to comply with the reporting requirements and use the filing forms applicable to U.S. public companies under U.S. securities laws, including reports required under Section 16 of the U.S. Securities Exchange Act of 1934, as amended. The Reporting Person is filing this Form 3 in connection with this transition. Exhibit 24 Power of Attorney

/s/ Frank E. Holmes

03/30/2026

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

* Form 3: SEC 1473 (03-26)