

SEC Form 3

**FORM 3**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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>NEW MARCUS</u> <hr/> (Last) (First) (Middle) <u>7900 CALLAGHAN ROAD</u> <u>SUITE 128</u> <hr/> (Street) <u>SAN ANTONIO TEXAS 78229</u> <hr/> (City) (State) (Zip)  <u>UNITED STATES</u> <hr/> (Country)	2. Date of Event Requiring Statement (Month/Day/Year) <u>04/01/2026</u>	3. Issuer Name and Ticker or Trading Symbol <u>HIVE Digital Technologies Ltd. [ HIVE ]</u>	
		3a. Foreign Trading Symbol <u>[HIVE]</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	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	6,000	D	
Common Stock	70,000	I	By ROI Capital Ltd. <sup>(1)</sup>

**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			

**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)	(2)	03/26/2028	Common Stock	50,000	\$7.17 <sup>(3)</sup>	D	
Options (right to buy)	(4)	09/18/2028	Common Stock	400,000	\$2.22 <sup>(5)</sup>	D	
Options (right to buy)	(6)	02/10/2030	Common Stock	100,000	\$1.04 <sup>(7)</sup>	D	
Options (right to buy)	(8)	07/06/2028	Common Stock	20,000	\$4.92 <sup>(9)</sup>	D	
Restricted Stock Units	(10)	(10)	Common Stock	100,000	\$0	I	By ROI Capital Ltd. <sup>(1)</sup>
Restricted Stock Units	(11)	(11)	Common Stock	100,000	\$0	I	By ROI Capital Ltd. <sup>(1)</sup>
Restricted Stock Units	(12)	(12)	Common Stock	100,000	\$0	I	By ROI Capital Ltd. <sup>(1)</sup>
Restricted Stock Units	(13)	(13)	Common Stock	100,000	\$0	I	By ROI Capital Ltd. <sup>(1)</sup>
Restricted Stock Units	(14)	(14)	Common Stock	100,000	\$0	I	By ROI Capital Ltd. <sup>(1)</sup>
Restricted Stock Units	(15)	(15)	Common Stock	100,000	\$0	I	By ROI Capital Ltd. <sup>(1)</sup>
Restricted Stock Units	(16)	(16)	Common Stock	100,000	\$0	I	By ROI Capital Ltd. <sup>(1)</sup>

**Explanation of Responses:**

- These securities are directly held by ROI Capital Ltd. ("ROI"). The New Family Trust (the "Trust") is the sole shareholder of ROI. Mr. New is a trustee of the Trust.
- These options were granted on March 26, 2018 and are fully vested as of the date hereof.
- Represents an exercise price of \$10.00 Canadian dollars, converted to U.S. dollars at the daily average exchange rate of \$1.00 to CAD\$1.3939 reported by the Bank of Canada on March 31, 2026.
- These options were granted on September 18, 2018 and are fully vested as of the date hereof.
- Represents an exercise price of \$3.10 Canadian dollars, converted to U.S. dollars at the daily average exchange rate of \$1.00 to CAD\$1.3939 reported by the Bank of Canada on March 31, 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\$1.3939 reported by the Bank of Canada on March 31, 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\$1.3939 reported by the Bank of Canada on March 31, 2026.
- Each Restricted Stock Unit ("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 and 62,750 have vested, with the remaining 37,500 vesting in 3 equal installments on May 5, 2026, August 5, 2026, and November 5, 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/ Jonathan Gardner, by POA from  
Reporting Person

04/01/2026

\*\* 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)