
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 25, 2025

Hut 8 Corp.

(Exact name of registrant as specified in its charter)

Delaware
(State or other Jurisdiction of
incorporation)

001-41864
(Commission
File Number)

92-2056803
(IRS Employer
Identification No.)

1101 Brickell Avenue, Suite 1500, Miami, Florida
(Address of Principal Executive Offices)

33131
(Zip Code)

Registrant's Telephone Number, Including Area Code: (305) 224 6427

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	HUT	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 4.01 Changes in Registrant's Certifying Accountant.*(a) Dismissal of Previous Independent Registered Public Accounting Firm*

On March 25, 2025, the Audit Committee (the "Committee") of the Board of Directors of Hut 8 Corp. (the "Company") dismissed Raymond Chabot Grant Thornton LLP ("RCGT") as the Company's independent registered public accounting firm.

The reports of RCGT on the Company's financial statements for each of the two most recent fiscal years ended December 31, 2024 and 2023 did not contain an adverse opinion or disclaimer of opinion, and were not qualified or modified as to uncertainty, audit scope, or accounting principles.

During the Company's two most recent fiscal years ended December 31, 2024 and 2023 and the subsequent interim period through March 25, 2025, there were no "disagreements" (as that term is described in Item 304(a)(1)(iv) of Regulation S-K promulgated under the Securities Exchange Act of 1934, as amended ("Regulation S-K") and the related instructions) with RCGT on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of RCGT, would have caused it to make reference to the subject matter of the disagreements in connection with its reports.

During the Company's two most recent fiscal years ended December 31, 2024 and 2023 and the subsequent interim period through March 25, 2025, there were no "reportable events," as defined in Item 304(a)(1)(v) of Regulation S-K, except for the material weaknesses in the Company's internal control over financial reporting previously reported in Part II, Item 9A "Controls and Procedures" in the Company's Annual Report on Form 10-K for the year ended December 31, 2024. The material weaknesses related to the operating effectiveness of (i) the Company's control pertaining to the review of the calculation of the deferred tax provision for Bitcoin held in an international jurisdiction and (ii) the Company's control pertaining to the review of a complex accounting transaction related to its BITMAIN miner purchase agreement. The material weaknesses were discussed with the Committee, and the Company has authorized RCGT to respond fully to inquiries of KPMG concerning the material weaknesses.

The Company provided RCGT with a copy of the foregoing disclosures and requested that RCGT furnish a letter addressed to the Securities and Exchange Commission stating whether or not it agrees with the statements made herein, as specified by Item 304(a)(3) of Regulation S-K. A copy of RCGT's letter, dated March 31, 2025, is filed as Exhibit 16.1 to this Current Report on Form 8-K.

(b) Engagement of New Independent Registered Public Accounting Firm

On March 25, 2025, the Committee approved the appointment of KPMG LLP ("KPMG") as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2025.

During the Company's two most recent fiscal years ended December 31, 2024 and 2023 and the subsequent interim period through March 25, 2025, neither the Company nor anyone on its behalf consulted with KPMG regarding: (i) the application of accounting principles to a specific transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company's financial statements, and neither a written report or oral advice was provided to the Company that KPMG concluded was an important factor considered by the Company in reaching a decision as to any accounting, auditing, or financial reporting issue, (ii) any matter that was the subject of a "disagreement" within the meaning of Item 304(a)(1)(iv) of Regulation S-K and the related instructions, or (iii) any reportable event within the meaning of Item 304(a)(1)(v) of Regulation S-K.

Item 9.01 Financial Statements and Exhibits.

Exhibit No. Description

16.1	<u>Letter of Raymond Chabot Grant Thornton LLP to the Securities and Exchange Commission, dated March 31, 2025.</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HUT 8 CORP.

(Registrant)

Date: March 31, 2025

By: */s/ Sean Glennan*

Name: Sean Glennan

Title: Chief Financial Officer

March 31, 2025

**Raymond Chabot
Grant Thornton LLP**
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600 De La Gauchetière Street West
Montréal, Quebec
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T 514-878-2691

Office of the Chief Accountant
Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Dear Sir or Madam:

We have read Item 4.01 of the Current Report on Form 8-K of Hut 8 Corp. dated March 25, 2025, and we agree with the statements concerning our firm contained therein.

We have no basis to agree or disagree with other statements of the registrant contained in such Form 8-K.

/s/ Raymond Chabot Grant Thornton LLP

Montreal, Canada