

MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

Gallagher Security Corp. (formerly, Hilltop Cybersecurity Inc. (the “Company”)
700 - 1620 Dickson Avenue
Kelowna, BC
V1Y 9Y2

Item 2: Date of Material Change

June 20, 2019.

Item 3: News Release

The news release was disseminated on June 17, 2019 through a newswire distribution service and filed on SEDAR.

Item 4: Summary of Material Change

The Company completed a share consolidation on the basis of one (1) post-consolidation common share for every ten (10) pre-consolidation common shares and changed its name to “Gallagher Security Corp.”

Item 5: Full Description of Material Change

5.1 Full Description of Material Change

See attached as Schedule “A”, the news release dated June 17, 2019 and filed on SEDAR at www.sedar.com.

5.2 Disclosure for Restructuring Transaction

N/A.

Item 6: Reliance on subsection 7.1(2) of National Instrument 51-102

N/A.

Item 7: Omitted Information

N/A.

Item 8: Executive Officer

The following executive officer of the Company is knowledgeable about the material change disclosed in this report and may be contacted as follows:

Devinder Randhawa
Tel: 778-484-8028

Item 9: Date of Report

June 20, 2019

**Suite 700 – 1620 Dickson Ave
Kelowna, BC V1Y 9Y2**
info@hilltopcybersecurity.com
www.hilltopcybersecurity.com

**CSE SYMBOL: CYBX
OTC SYMBOL: CYBXF**



Hilltop Cybersecurity Announces Consolidation and Name Change

Vancouver, Canada, June 17, 2019 – Hilltop Cybersecurity Inc. (the “**Company**”) (CSE:CYBX) announces that the Company will be completing a share consolidation on the basis of one (1) post-consolidation common share for every ten (10) pre-consolidation common shares (the “**Consolidation**”). Effective at the commencement of trading on June 20, 2019 the Company will begin trading on the Canadian Securities Exchange on a post-consolidated basis under the new stock symbol “GLL”. The new CUSIP and ISIN are: 36358D103 and CA36358D1033, respectively. The Company will also undergo a name change in conjunction with the Consolidation. The new name of the Company will be: “Gallagher Security Corp.”

Currently there are 75,970,184 common shares issued and outstanding and after the Consolidation there will be approximately 7,597,018 common shares issued and outstanding. The Company will not be issuing fractional post-Consolidation common shares to shareholders in connection with the Consolidation. Where the Consolidation would otherwise result in a shareholder being entitled to a fractional common share, the number of post-Consolidation common shares issued to such holder of common shares shall be rounded up to the next greater whole number of common shares if the fractional entitlement is equal to or greater than 0.5 and shall be rounded down to the next lesser whole number of common shares if the fractional entitlement is less than 0.5. In calculating such fractional interests, all common shares held by a beneficial holder shall be aggregated.

After the Consolidation there will be approximately 1,346,637 warrants, 632,487 stock options, and 3,858,816 convertible shares issued and outstanding.

A letter of transmittal with respect to the Consolidation will be mailed to registered shareholders of the Company. All registered shareholders with physical certificates will be required to send their respective certificates representing pre-consolidated common shares along with a completed letter of transmittal to the Company’s transfer agent, Computershare Investor Services Inc. (“**Computershare**”), in accordance with the instructions provided in the letter of transmittal. Additional copies of the letter of transmittal can be obtained through Computershare. All shareholders who submit a duly completed letter of transmittal along with their respective pre-consolidated common share certificate(s) to Computershare, will receive a post-consolidation share certificate.

Shareholders who hold their common shares through a broker or other intermediary and do not have common shares registered in their name, will not need to complete a letter of transmittal.

For further information, please contact:

Hilltop Cybersecurity

info@hilltopcybersecurity.com

778-484-8028

About Hilltop Cybersecurity

Hilltop Cybersecurity (CSE:CYBX) (OTC:CYBXF) is a cybersecurity and cryptocurrency security specialist. The Company has developed a unique, patented, cybersecurity platform, designed to protect businesses from external and internal cyber attack, and has also patented its biometric security solution for cryptocurrencies.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities described herein in the United States. The securities described herein have not been registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities law and may not be offered or sold in the "United States", as such term is defined in Regulation S promulgated under the U.S. Securities Act, unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration requirements is available.

Forward Looking Information

This news release includes certain statements that constitute "forward-looking information" within the meaning of applicable securities law, including without limitation, statements that address the name change, ticker symbol change, and the Consolidation. Forward-looking statements address future events and conditions and are necessarily based upon a number of estimates and assumptions. These statements relate to analyses and other information that are based on forecasts of future results, estimates of amounts not yet determinable and assumptions of management. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, using words or phrases such as "expects" or "does not expect", "is expected", "anticipates" or "does not anticipate", "plans", "estimates" or "intends", or stating that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved), and variations of such words, and similar expressions are not statements of historical fact and may be forward-looking statements. Forward-looking statements are necessarily based upon a number of factors that, if untrue, could cause the actual results, performances or achievements of the Company to be materially different from future results, performances or achievements express or implied by such statements. Such statements and information are based on numerous assumptions regarding present and future business strategies and the environment in which the Company will operate in the future, including the price of zinc and other metals, anticipated costs and the ability to achieve goals. While such estimates and assumptions are considered reasonable by the management of the Company, they are inherently subject to significant business, economic, competitive and regulatory uncertainties and risks. In particular, there is no guarantee that the Name Change, or the Consolidation will be completed. Accordingly, actual results may differ materially from those currently anticipated in such statements. Factors that could cause actual results to differ materially from those in forward looking statements include continued availability of capital and financing and general economic, market or business conditions, the loss of key directors, employees, advisors or consultants and fees charged by service providers. Investors are cautioned that forward-looking statements are not guarantees of future performance or events and, accordingly are cautioned not to put undue reliance on forward-looking statements due to the inherent uncertainty of such statements. The forward-looking statements included in this news release are made as of the date hereof and the Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as expressly required by applicable securities legislation.

Neither the CSE nor its regulation services provides accepts responsibility for the adequacy or accuracy of this news release.