

**Form 51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1: Name and Address of Company**

Big Wind Capital Inc. (the “Company”)  
700 - 1620 Dickson Avenue  
Kelowna, BC, V1Y 9Y2

**Item 2: Date of Material Change**

November 24, 2017

**Item 3: News Release**

A news release announcing the material change was issued and disseminated on November 25, 2017 and filed on SEDAR ([www.sedar.com](http://www.sedar.com)).

**Item 4: Summary of Material Change**

The Company completed the second tranche of a non-brokered private placement of 3,290,247 common shares of the Company at a price of \$0.15 per common share for gross proceeds of \$493,537.

**Item 5.1: Full Description of Material Change**

See schedule “A”.

**Item 5.2: Disclosure for Restructuring Transactions**

Not applicable.

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

Not applicable.

**Item 7: Omitted Information**

No information has been omitted.

**Item 8: Executive Officer**

For further information, please contact  
Richard Matthews  
Telephone at 778-484-8028

**Item 9: Date of Report**

November 29, 2017

## SCHEDULE "A"

### **Big Wind Closes 2<sup>nd</sup> Tranche of Financing; Advances USD\$600,000 to Hill Top Security**

**KELOWNA, BRITISH COLUMBIA -Nov. 24, 2017 - Big Wind Capital Inc.**, ("Big Wind" or the "Company") (CSE:BWC)(OTC:BGWF) and **Hill Top Security Inc** ("Hill Top") are pleased to announce that, further to the terms of the previously announced letter of intent agreement, through which Big Wind will acquire various interests in Hill Top and its assets (the "Transaction"), Big Wind has closed the 2nd tranche of its non-brokered private placement of \$0.15 common shares and advanced a total of USD\$600,000 to Hill Top.

Dev Randhawa, CEO of Big Wind, commented, "*In the recent months, Hill Top has continued to enhance its patented, military-grade, cybersecurity platform, as well as its exciting cryptocurrency product, and this USD\$600,000 payment is an important step towards completing the existing binding LOI of July 4, 2017. With cybercrime now prolific across the world, cybersecurity has never been more important and with Hill Top's unique products, and highly-skilled team, we are well positioned to grow shareholder wealth in the rapidly-growing sector.*"

#### **Hill Top Security Highlights and Recent News**

- **Unique cybersecurity platform:** Hill Top has a patented, military-grade cybersecurity platform - originally developed for and currently used by the US government and big business - now being made available to the small and medium sized business (SMB) sector.
- **Strategic Partnership:** Hill Top recently partnered with GuardSight – a cybersecurity specialist with a strong customer base of Fortune 1000 companies,
- **Cryptocurrency product development:** Hill Top is at an advanced stage of development in developing its first crypto currency product for the mining and metals industry. The product, called MineCoin, will enable Hill Top to expand its current protection of company networks and communications to include the protection of company transactions.

- **Team with military background:** The platform has been developed by a team of security experts with substantial military and commercial experience, including the US Army, Marine Corps and Wall Street.

The Company has closed the second tranche of its previously announced non-brokered private placement of common shares of Big Wind, pursuant to which, Big Wind issued an additional 3,290,247 common shares for gross proceeds of CAD\$493,357. These common shares have a hold period that expires 8 months and a day after the date of distribution.

Completion of the Transaction is subject to a number of other conditions, including but not limited to acceptance by the Canadian Securities Exchange and entering into a definitive agreement. There can be no assurance that the Transaction will be completed as proposed or at all. Further details regarding the proposed Transaction will be provided in a news release, if and when the parties enter into a definitive agreement.

Both parties are completing the definitive agreement and intend to finalize and enter into the definitive agreement once all financial statements, MD&A, and pro forma have been completed.

**For further information, please contact:**

Big Wind Capital Inc. Richard Matthews rmatthews@dccnet.com 778 484 8028

***Forward-Looking Information***

*Certain statements included in this news release constitute forward-looking information or statements (collectively, "forward-looking statements"), including those identified by the expressions "anticipate", "believe", "plan", "estimate", "expect", "intend", "may", "should" and similar expressions to the extent they relate to the Company or its management or the negative thereof or similar variations. The forward-looking statements are not historical facts but reflect current expectations regarding future results or events. Events or circumstances may cause actual results to differ materially from those predicted, as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of the Company.*

*All information in this news release concerning Hill Top has been provided for inclusion herein by Hill Top. Although the Company has no knowledge that would indicate that any information contained herein concerning Hill Top is untrue or incomplete, the Company assumes no responsibility for the accuracy or completeness of any such information.*

*Investors are cautioned that, except as disclosed in the listing statement to be prepared in connection with the Transaction, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon.*

*Statements about the closing of the Transaction, expected terms of the Transaction, and the parties' ability to satisfy any and all other closing conditions, and receive necessary regulatory and CSE approvals in connection therewith, are all forward-looking information. Forward-looking statements are not guarantees of future performance and involve risks, uncertainties and assumptions which are difficult to predict. Factors that could cause the actual results to differ materially from those in forward-looking statements include, failure to obtain regulatory approval, the continued availability of capital and financing, and general economic, market or business conditions. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement. These statements should not be read as guarantees of future performance or results. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from those implied by such statements. Although such statements are based on management's reasonable assumptions, there can be no assurance that the Transaction will occur or that, if the Transaction does occur, it will be completed on the terms described above. Big Wind assumes no responsibility to update or revise forward-looking information to reflect new events or circumstances unless required by law. Readers should not place undue reliance on the Company's forward-looking statements.*

*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.*

*The CSE has not reviewed and does not accept responsibility for the adequacy or accuracy of this news release.*