

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

Hilltop Cybersecurity Inc. (formerly, Big Wind Capital Inc.) (the “**Company**”)
700 – 1620 Dickson Avenue
Kelowna, British Columbia V1Y 9Y2

Item 2: Date of Material Change

February 14, 2018

Item 3: News Release

A news release announcing the material change was issued and disseminated on February 22, 2018 and filed on SEDAR (www.sedar.com), attached hereto as Schedule “A”.

Item 4: Summary of Material Change

The Company completed its previously announced transaction (the “**Transaction**”) with Hill Top Security, Inc. (“**HTSI**”), constituting a “fundamental change” of the Company within the meaning of the policies of the Canadian Securities Exchange (the “**Exchange**”) and additional tranches of an associated private placement.

On February 14, 2018 (the “**Closing Date**”), the Company completed the Transaction pursuant to an acquisition agreement made effective as of December 19, 2017 (the “**Acquisition Agreement**”) among the Company, HTSI and the shareholders of HTSI, whereby the Company acquired 25% of the common shares of HTSI (the “**HTSI Shares**”) for an aggregate cash payment of USD\$660,000 (15% of the HTSI Shares acquired from an existing shareholder for a cash payment of USD\$160,000 and an additional 10% of the HTSI Shares acquired by investing USD\$500,000 into HTSI). The Company will conduct the principal business of HTSI.

In connection with the Transaction, pursuant to the Acquisition Agreement, the Company and HTSI will use reasonable commercial efforts to complete a series of secondary transactions (together, the “**Second Acquisition**”) within ninety (90) days of the Closing Date, as more particularly described in the news release attached hereto as Schedule “A” and the Listing Statement (as hereinafter defined).

Effective on the closing of the Transaction, Richard Matthews resigned as a director of the Company and was replaced by Corby Marshall, who was also appointed Chief Executive Officer of the Company.

In connection with the Transaction and the Second Acquisition, immediately prior to the closing of the Transaction, the Company completed three additional tranches of a non-brokered private placement (the “**Private Placement**”), such that aggregate gross proceeds of \$5,100,000 were raised from all six tranches of the Private Placement completed between November 7, 2017 and February 13, 2018.

A listing statement describing the Company and HTSI, as well as the terms of the Transaction and the Second Acquisition, prepared in accordance with the policies of the Exchange, will be available on SEDAR at www.sedar.com once the Company receives final approval of the Transaction from the Exchange.

Item 5.1: Full Description of Material Change

See Schedule “A” as attached.

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 significant facts otherwise required to be disclosed in this report have been omitted.

Item 8: Executive Officer

The following executive officer of the Company is knowledgeable about the material change and may be contacted respecting the change:

Corby Marshall, CEO
Tel: 778-484-8028
E-mail: corby.marshall@hilltopsi.com

Item 9: Date of Report

February 22, 2018.

SCHEDULE “A”

HILLTOP CYBERSECURITY INC. (formerly, Big Wind Capital Inc.)

HILLTOP CYBERSECURITY CLOSES FINANCING AND TRANSACTION

Vancouver, B.C., February 22, 2018 – Hilltop Cybersecurity Inc., formerly Big Wind Capital Inc. (CSE: BWI) (the “**Company**”) announces the completion of its previously announced transaction (the “**Transaction**”) with Hill Top Security, Inc. (“**HTSI**”), constituting a “fundamental change” of the Company within the meaning of the policies of the Canadian Securities Exchange (the “**Exchange**”). It is expected that the Company’s common shares (the “**Common Shares**”) will resume trading on the Exchange under the symbol “CYBX” once the Exchange provides final approval following the “fundamental change”, and all final conditions of the Exchange are satisfied such that the Exchange publishes a final bulletin to announce the resumption of trading of the Common Shares.

Transaction

On February 14, 2018 (the “**Closing Date**”), the Company completed the Transaction pursuant to an acquisition agreement made effective as of December 19, 2017 (the “**Acquisition Agreement**”) among the Company, HTSI and the shareholders of HTSI, whereby the Company acquired 25% of the common shares of HTSI (the “**HTSI Shares**”) for an aggregate cash payment of USD\$660,000 (15% of the HTSI Shares acquired from an existing shareholder for a cash payment of USD\$160,000 and an additional 10% of the HTSI Shares acquired by investing USD\$500,000 into HTSI). The Company will conduct the principal business of HTSI, as described in brief below and in further detail in the Listing Statement (hereinafter defined).

Second Acquisition

In connection with the Transaction, pursuant to the Acquisition Agreement, the Company and HTSI will use reasonable commercial efforts to complete the following series of secondary transactions (together, the “**Second Acquisition**”) within ninety (90) days of the Closing Date:

- (i) HTSI will sell and issue 1,875 HTSI Shares to the Company, equal to 24% of the issued and outstanding HTSI Shares (post-issuance, such that immediately after the issuance and including the HTSI Shares acquired pursuant to the Transaction, the Company will hold an aggregate 49% of the issued and outstanding HTSI Shares), and grant to the Company a perpetual, worldwide, royalty free license in the Assets, pursuant to a license agreement by and between HTSI and the Company in substantially the form attached to the Acquisition Agreement to be executed upon the completion of the Second Acquisition; and
- (ii) in consideration for the actions of HTSI set forth above, the Company will (1) deliver a payment to HTSI of US\$1,500,000.00; (2) issue to HTSI such number of convertible common shares of the Company equal to, upon conversion thereof to Common Shares (on a one-to-one basis), an aggregate of 45% of the issued and outstanding Common Shares (post-issuance), to be distributed pro rata to the shareholders of HTSI (other than the Company); (3) issue 1,200,000 additional convertible common shares of the Company to be distributed pro rata to certain key shareholders of HTSI; and (4) execute and deliver consulting agreements in the form attached to the Acquisition Agreement to certain of the shareholders of HTSI as indicated in the Acquisition Agreement.

The shareholders of HTSI will have the right to exchange the convertible common shares of the Company received pursuant to the Second Acquisition at any time and from time to time for an equal number of fully paid and non-assessable Common Shares.

In the event that the Company and HTSI are unable to consummate the Second Acquisition, HTSI will have the right for a period of ninety days to repurchase from the Company the HTSI Shares it purchased pursuant to the Transaction, for an amount equal to US\$500,000, or a lesser proportionate amount corresponding to the portion of such HTSI Shares are elected to be repurchased.

A listing statement describing the Company and HTSI, as well as the terms of the Transaction and the Second Acquisition, prepared in accordance with the policies of the Exchange, will be available on SEDAR at www.sedar.com (the “**Listing Statement**”) once the Company receives final approval of the Transaction from the Exchange. The summary information set out herein is qualified in its entirety by reference to the relevant descriptions in the Listing Statement.

Name Change

In connection with the Transaction, the Company changed its name from “Big Wind Capital Inc.” to “Hilltop Cybersecurity Inc.”.

Private Placement

Prior to the closing of the Transaction, the Company completed six tranches of a non-brokered private placement (the “**Private Placement**”) for aggregate gross proceeds of \$5,100,000, consisting of: 3,355,000 Common Shares at a price of \$0.15 per Common Share for gross proceeds of \$503,250 on November 7, 2017; 3,290,247 Common Shares at a price of \$0.15 per Common Share for gross proceeds of \$493,537.05 on November 24, 2017; 4,377,299 units at a price of \$0.35 per unit (“**\$0.35 Units**”), each such \$0.35 Unit consisting of one Common Share and one Common Share purchase warrant (each, a “**\$0.35 Unit Warrant**”), with each \$0.35 Unit Warrant entitling the holder thereof to acquire a Common Share at an exercise price of \$0.40 per Common Share for a period of 24 months from the issuance thereof, for gross proceeds of \$1,532,054.65 on November 30, 2017; 6,688,086 Common Shares at a price of \$0.15 per Common Share for gross proceeds of \$1,003,212.95 on February 13, 2018; 2,765,556 **\$0.35 Units** for gross proceeds of \$967,945.35 on February 13, 2018; and 1,000,000 units at a price of \$0.60 per unit (“**\$0.60 Units**”), each such \$0.60 Unit consisting of one Common Share and one Common Share purchase warrant (each, a “**\$0.60 Unit Warrant**”), with each \$0.60 Unit Warrant entitling the holder thereof to acquire a Common Share at an exercise price of \$0.70 per Common Share for a period of 18 months from the issuance thereof, for gross proceeds of \$600,000 also on February 13, 2018. Proceeds from the Private Placement will be used as set out in the Listing Statement. All of the Common Shares issued at a price of \$0.15 per Common Share under the Private Placement are subject to a voluntary hold period of eight months and one day from the applicable date of distribution. All securities issued under the Private Placement are subject to a four month statutory hold period from date of distribution, as applicable.

Outstanding Share Capital and Escrow

The Company currently has a total of 54,915,915 Common Shares, 8,942,855 Common Share purchase warrants, and 3,000,000 incentive stock options exercisable to purchase up to an aggregate of 11,942,855 Common Shares outstanding. As of the Closing Date, no securities of the Company are held in escrow. Upon the closing of the Second Acquisition, pursuant to the Acquisition Agreement all of the convertible common shares issued to the shareholders of HTSI Shareholders will be subject to escrow, released as to 10% on closing of the Second Acquisition and an additional 15% every six months thereafter over 36 months. Any of those convertible common shares exchanged for Common Shares while subject to escrow pursuant will remain subject to the release schedule as if such Common Shares were issued upon the completion of the Second Acquisition instead of the convertible common shares.

A finder’s fee in connection with the transactions contemplated by the Acquisition Agreement is payable to a to Sherman Dhal (the “**Finder**”), upon and subject to the completion of the Second Acquisition, in the amount of 3,000,000 Common Shares (the “**Finder’s Fee Shares**”) at a deemed price of \$0.35 per Finder’s Fee Share, subject to the approval of the Exchange, applicable statutory hold period, and escrow, released as to 10% on closing of the Second Acquisition and an additional 15% every six months thereafter over 36 months.

New Board and Management

Effective on the closing of the Transaction, Rich Matthews resigned as director of the Company and was replaced by Corby Marshall, with William Marsh and Ross McElroy remaining as directors of the Company. Corby Marshall was also appointed as Chief Executive Officer, replacing Devinder Randhawa who resigned that that role, and Ryan Cheung remains as the Company’s Chief Financial Officer.

About the Company’s Business

The Company is an enterprise software and services company headquartered in the Commonwealth of Virginia that specializes in creating solutions to provide key organizational stakeholders with accurate and timely business intelligence to increase security posture and reduce risk. The Company has a unique, military grade, cybersecurity platform for small-to-medium-sized businesses, comprising blockchain event validation, cyber tagging, incident response and rapid restoration.

For further information, please contact:

Hilltop Cybersecurity Inc.

Corby Marshall, CEO

Tel: 778-484-8028

E-mail: corby.marshall@hilltopsi.com

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 Canadian Securities Exchange has not reviewed, nor approved the contents of this news release.

Investors are cautioned that, except as disclosed in the Listing Statement, any information released or received with respect to the Transaction and the Second Acquisition may not be accurate or complete and should not be relied upon.

Forward-Looking Statements

Certain statements in this release are forward-looking statements, which include regulatory approvals and other matters. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Such information can generally be identified by the use of forwarding looking wording such as "may", "expect", "estimate", "anticipate", "intend", "believe" and "continue" or the negative thereof or similar variations. Readers are cautioned not to place undue reliance on forward-looking statements, as there can be no assurance that the plans, intentions or expectations upon which they are based will occur. By their nature, forward-looking statements involve numerous assumptions, known and unknown risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, estimates, forecasts, projections and other forward looking statements will not occur. Forward-looking statement 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. These assumptions, risks and uncertainties include, among other things, the state of the economy in general and capital markets in particular, present and future business strategies, the environment in which the Company will operate in the future, and other factors, many of which are beyond the control of the Company. 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.

Forward-looking statements are subject to a variety of risks and uncertainties, which could cause actual events, level of activity, performance or results to differ materially from those reflected in the forward-looking statements, including, without limitation: (i) that laws and regulations may become more onerous; the ability of the Company to obtain necessary financing; the economy generally; the future growth, results of operations, performance and business prospectus and opportunities; changes in and the effect of government policies; demand for products; competition; anticipated and unanticipated costs; reliance on management; claims and legal proceedings; conflicts of interest; and market price and volatility of the Common Shares. Factors that could cause actual results to differ materially from those in forward-looking statements include, but are not limited to, continued availability of capital and financing and general economic, market or business conditions, the loss of key directors, employees, advisors or consultants, technology failures, failure to develop new and innovative products, failure of counterparties to perform their contractual obligations and fees charged by service providers. Important factors that could cause actual results to differ materially from the Company's expectations include, litigation, global economic climate, loss of key employees and consultants, additional funding requirements, changes in laws, competition, and failure of counterparties to perform their contractual obligations. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement. In particular, this news release contains forward-looking information relating to the satisfaction of the issuance of the final exchange bulletin in respect of the Transaction and the resumption of trading of the Company's Common Shares. The final exchange bulletin will not be issued if the Exchange determines that the Company has not met the Exchange's final conditions. Additionally, there can be no assurance that the Second Acquisition will be completed as proposed or at all. 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 contained in this news release are made as of the date of this news release. Except as required by law, the Company disclaims any intention and assumes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Additionally, the Company undertakes no obligation to comment on the expectations of, or statements made by, third parties in respect of the matters discussed above.