

NOTICE OF CHANGE IN CORPORATE STRUCTURE

Pursuant to Section 4.9 of National Instrument 51-102 Continuous Disclosure Obligations

Item 1: Names of the Parties to the Transaction

Hilltop Cybersecurity Inc. (formerly, Big Wind Capital Inc.) (the “**Company**”)

Hill Top Security, Inc. (“**HTSI**”)

Item 2: Description of the Transaction

On February 14, 2018 (the “**Closing Date**”), the Company completed a transaction (the “**Transaction**”) with HTSI, constituting a “fundamental change” of the Company within the meaning of the policies of the Canadian Securities Exchange (the “**Exchange**”) 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 dated February 15, 2018 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, is available on SEDAR at www.sedar.com (the “**Listing Statement**”).

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

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.

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.

Effective at the opening of trading on February 26, 2018, the Company will resume trading on the Exchange under the symbol “CYBX” under new CUSIP number 43274H101 and new ISIN CA43274H1010, following the publication of the Exchange’s bulletin dated February 23, 2018 granting final approval of the Company’s listing application in connection with the Transaction.

Item 3. Effective Date of the Transaction

February 14, 2018.

Item 4. Names of Each Party that Ceased to be a Reporting Issuer Subsequent to the Transaction and of Each Continuing Entity

Subsequent to the completion of the Transaction, the Company continues to be a reporting issuer in the provinces of British Columbia, Alberta and Ontario. No party ceased to be a reporting issuer.

Item 5. Date of the Reporting Issuer's First Financial Year-End Subsequent to the Transaction

The Company’s financial year-end is June 30, the same year-end as HTSI.

Item 6. Periods, Including the Comparative Periods, if any, of the Interim and Annual Financial Statements Required to be Filed for the Reporting Issuer's First Financial Year Subsequent to the Transaction

The following is a summary of the applicable financial reporting periods for the Company subsequent to the completion of the Transaction for the first financial year subsequent to the Transaction:

1. Annual audited consolidated financial statements of the Company for the financial year ended June 30, 2018;
2. Interim unaudited consolidated financial statements of the Company for the three months ended September 30, 2018 and the comparative period for HTSI for the three months ended September 30, 2018;
3. Interim unaudited consolidated financial statements of the Company for the six months ended December 31, 2018 and the comparative period for HTSI for the six months ended December 31, 2018;
4. Interim unaudited consolidated financial statements of the Company for the nine months ended March 30, 2019 and the comparative period for HTSI for the Nine months ended March 30, 2019; and
5. Annual audited consolidated financial statements for the Company for the financial year ended June 30, 2019 and the comparative period for HTSI for the financial year ended June 30, 2019.

Item 7. Documents Which Were Filed Under National Instrument 51-102 that Describe the Transaction and Where those Documents Can Be Found in Electronic Format

Listing Statement filed on SEDAR (www.sedar.com) on February 23, 2018.

The Acquisition Agreement filed on SEDAR (www.sedar.com) on February 23, 2018.

Certificate of Name Change filed on SEDAR (www.sedar.com) on February 19, 2018.

News release filed on SEDAR (www.sedar.com) on February 22, 2018.

Material Change Report filed on SEDAR (www.sedar.com) on February 22, 2018.

DATED: February 23, 2018