

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 6, 2017

Item 3: News Release

A news release announcing the material change was issued and disseminated on November 7, 2016 and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Change

Further to the terms of the previously announced (July 4, 2017) letter of intent agreement, through which Big Wind will acquire various interests in Hill Top Inc. and its assets, the Company has completed first tranche of a non-brokered private placement of 3,333,333 common shares of the Company at a price of \$0.15 per common share for gross proceeds of \$500,000.

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 7, 2017

SCHEDULE “A”

Big Wind Capital and Hill Top Security Provide Update on LOI Agreement

1st tranche of financing closed as Big Wind proceeds towards acquiring Hill Top and entering the \$multi-billion cybersecurity and crypto currency market

Kelowna, British Columbia - November 7, 2017 – Big Wind Capital Inc., (“Big Wind” or the “Company”) (CSE:BWC) (OTC:BGGWF) and Hill Top Security Inc (“Hill Top”) are pleased to announce that, further to the terms of the LOI agreement, through which Big Wind will acquire various interests in Hill Top and its assets (the “Transaction”), Big Wind has closed the 1st tranche of its non-brokered private placement.

Dev Randhawa, CEO of Big Wind, commented, *“Big Wind has been working closely with Hill Top in the run up to completing the deal. We are very excited to be entering such a fast-paced industry. Hill Top’s patented, military-grade, cybersecurity platform, its high-profile team of former military security experts and its advanced-stage, crypto currency product give us a tremendous competitive edge.”*

Hill Top Security Highlights: Military-Grade, Holistic and Unique

- Military-grade cybersecurity platform, called Vauban, originally developed for government and big business, now being made available to the SMB sector.
- Hill Top recently partnered with GuardSight, a specialist in Managed Security Services and Tactical Cyber Security Operations, with a strong customer base of Fortune 1000 companies, which will act as a distributor and services partner for Hill Top’s military-grade cyber security platform.
- One of the world’s first and only solutions compliant with FIPS-FIAR – a rigorous financial transaction and compliance standard required by the Department of Defense
- New product development incorporates blockchain technology to provide enhanced security for industry-specific crypto-currency applications
- 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 Hill Top team currently holds a Top-Secret clearance based on the work it currently carries out for the government.
- 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.

The \$0.15 common share private placement was previously announced on July 4, 2017 for gross proceeds of not less than CAD\$1,000,000 (the “Concurrent Financing”). The first tranche which has closed comprises 3,333,333 common shares for gross proceeds of CAD\$500,000.

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