

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

December 1, 2017

Item 3: News Release

A news release announcing the material change was issued and disseminated on November 30, 2017 and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Change

The company has closed the first tranche of its non-brokered private placement of 4,377,299 common shares, previously announced July 17, 2017 and amended October 16, 2017, at a price of \$0.35 per Unit for gross proceeds of \$1,532,054.

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

December 1, 2017

Appendix “A”

Big Wind Capital Closes \$1.53M First Tranche of \$0.35 Unit Private Placement

Kelowna, British Columbia - November 30, 2017 – Big Wind Capital Inc., (“**Big Wind**” or the “**Company**”) (**CSE:BWC**) (**OTC:BGGWF**) is pleased to announce it has closed the first tranche of its non-brokered private placement, previously announced July 17, 2017 and amended October 16, 2017, of not less than 3,000,000 units (the “**Units**”) at a price of \$0.35 per Unit for gross proceeds of not less than \$1,050,000 the (“**Concurrent Financing**”). The first tranche comprises 4,377,299 units for gross proceeds of \$1,532,054.

Each Unit consists of one common share of the Company (a “**Share**”) and one common share purchase warrant (a “**Warrant**”). Each Warrant will entitle the holder to purchase one additional Share (a “**Warrant Share**”) at a price of \$0.40 per Warrant Share for a period of two (2) years from the date of issuance. The Warrants will be subject to an acceleration clause whereby if the Shares trade equal to or greater than \$0.80 for a period of ten (10) consecutive trading days, then the Company may, at its discretion, give notice to the holders of the Warrants that the expiry time of the Warrants has been accelerated and the Warrants will expire on a date that is not less than fifteen (15) days after notice is given.

Completion of the previously transaction with Hill Top Security, Inc. 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 proposed 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.

For further information, please contact:

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

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

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.

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