

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

Hilltop Cybersecurity Inc. (the “**Issuer**”)
700 – 1620 Dickson Avenue
Kelowna, British Columbia V1Y 9Y2

Item 2: Date of Material Change

February 27, 2018

Item 3: News Release

News releases issued and disseminated on February 27, 2018 and March 1, 2018 and filed on SEDAR (www.sedar.com), copies of which are attached as Schedule “A” and Schedule “B” hereto, respectively.

Item 4: Summary of Material Change

The Issuer announced the resignation of Ross McElroy as a director of the Issuer and the appointment of Roger Bodamer as a director of the Issuer to fill the vacancy.

Item 5.1: Full Description of Material Change

See Schedule “A” and Schedule “B” 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

Not applicable.

Item 8: Executive Officer

The following senior officer of the Issuer is knowledgeable about the material change and this report:

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

Item 9: Date of Report

March 1, 2018

SCHEDULE "A"

Hilltop Cybersecurity Appoints Paul Matysek to Special Advisor to the Board

Kelowna, B.C., Canada – February 27, 2017 – Hilltop Cybersecurity. (CSE: CYBX) ("Hilltop" or the "Company"), is pleased to announce that it has appointed Paul Matysek to Special Advisor to the Board of Directors. Mr. Matysek is a proven company builder with over 30 years of experience in the public markets - having founded, built and sold five companies in the past ten years and created shareholder value in excess of \$2.5 billion. He built Energy Metals Corporation, which was sold to UraniumOne in 2007 for \$1.8 billion, Potash One which sold to K+S Ag for \$434 million in 2011, Lithium One which merged with Galaxy Resources for \$112 million in 2012 and, most recently, sold Goldrock Mines Corp to Fortuna Silver Mines for \$178 million in July 2016. Mr. Matysek is currently Executive Chairman of Lithium X Energy Corp which was recently offered \$2.61/share cash for the company.

Corby Marshall, CEO of Hilltop Cybersecurity, said, *"We are delighted that Mr. Matysek has agreed to join Hilltop as a Special Advisor. His overwhelming success as a company builder will prove of great value to the company as we continue to execute on our business strategy. The cybersecurity and cryptocurrency sectors are moving at an extremely rapid pace and, with our patented cybersecurity technology, our team is excited by the potential ahead of us."*

Paul Matysek, Special Advisor to the Board of Hilltop Cybersecurity, said, *"With over 1400 crypto-currencies, and consumer adoption growing at a tremendous rate, there has never been a greater need for enhanced security. With its patented biometric security for crypto-currency transactions and cold storage, and its ability to protect Exchanges with its Vauban platform, Hilltop is at the forefront of this critical part of the crypto-currency revolution."*

The Company also announces that Ross McElroy has resigned from the Board of Directors. The Company thanks him for his service and support.

The Company also announces that on February 26, 2018 it granted a total of 2.4 million incentive stock options to (the "Options") to certain of its directors, officers and consultants pursuant to the Company's 10% incentive stock option plan. All of the Options vest on the date of grant and are exercisable for a two (2) year period at a price of \$.70 per Share.

For further information please contact:

Hilltop Cybersecurity

Corby Marshall
info@hilltopcybersecurity.com
778-484-8028

About Hilltop Cybersecurity

Hilltop Cybersecurity (CSE:CYBX) is a cybersecurity and cryptocurrency security specialist. The Company has developed a unique, patented, cybersecurity platform, designed to protect businesses from external and internal cyber attack and has also patented its biometric security solution for crypto-currencies. The Company is listed on the Canadian Stock Exchange and trades under the symbol: CYBX. A US listing is imminent.

SCHEDULE “B”



**Suite 700 – 1620 Dickson Ave
Kelowna, BC V1Y 9Y2**

info@hilltopcybersecurity.com
www.hilltopcybersecurity.com

**CSE SYMBOL: CYBX
OTC SYMBOL: BGGWF**

March 1, 2018

Hilltop Cybersecurity Joined by Renowned Hi-Tech Visionary & Innovator, Roger Bodamer

March 1, 2018 – Hilltop Cybersecurity Inc, (“Hilltop” or the “Company”). (CSE: CYBX)(OTC: BGGWF) announces that Roger Bodamer, former founder/CEO of Upthere, VP Product Operations at Apple and other tier one technology companies, has been appointed to the Hilltop Board of Directors. Mr. Bodamer is internationally known for his technical leadership pioneering new products with multi- nationals such as Oracle and Apple, as well as others hi-tech companies, including Efficient Frontier, OuterBay and Infobright. He has over 20 years of experience in leading product and engineering teams, focused on innovative technologies in fast-paced industries.

Corby Marshall, CEO of Hilltop Cybersecurity, said, *“We are delighted that Roger Bodamer has joined us a director. His long track record of success as a technology leader, and his talent for innovation, is a natural fit for Hill Top as we continue to rapidly expand our product offerings. We welcome his guidance and counsel as we create our next-gen cybersecurity and crypto-currency products and services.”*

Roger Bodamer, commented, *“With multiple patents covering critical aspects of the crypto-currency security and cybersecurity sectors, Hilltop has proven itself a forward thinker and a fast-moving company to watch. I’m looking forward to working closely with the team as it pushes forward in these exciting areas.”*

For further information, please contact:

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