

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

Hilltop Cybersecurity Inc. (the "Company")
700 - 1620 Dickson Avenue
Kelowna, BC, V1Y 9Y2

Item 2: Date of Material Change

February 13, 2019

Item 3: News Release

A news release was issued and disseminated on February 13, 2019 and filed on SEDAR (www.sedar.com).
A copy of the news release is attached as Schedule "A" hereto.

Item 4: Summary of Material Change

The Company announces that it has appointed its founder and CTO Neil Wright as the new CEO for the Company. Corby Marshall the previous CEO has resigned for personal reasons and will also step down from the Board effective immediately to pursue other opportunities.

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

None.

Item 8: Executive Officer

For further information, please contact
Neil Wright
Telephone at 778-484-8028

Item 9: Date of Report

February 13, 2019

Schedule “A”

CSE SYMBOL: CYBX
OTC SYMBOL: CYBXF



Hilltop Cybersecurity Announces Management Changes

February 13, 2019 – Kelowna, B.C., Canada – Hilltop Cybersecurity Inc. (“Hilltop” or the “Company”) (CSE: CYBX) (OTC:CYBXF), announces that it has appointed its founder and CTO Neil Wright as the new CEO for the Company.

Corby Marshall the previous CEO has resigned for personal reasons and will also step down from the Board effective immediately to pursue other opportunities. Neil Wright commented: “We are thankful for Corby’s service and leadership. We understand and support his decision to step down for personal reasons and are grateful for his work. We wish him and his family the very best.”

For further information, please contact:

Hilltop Cybersecurity

info@hilltopcybersecurity.com

778-484-8028

About Hilltop Cybersecurity

Hilltop Cybersecurity (CSE:CYBX) (OTC:CYBXF) 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.

Cautionary Note Regarding Forward-Looking Information

This news release contains forward-looking information based on current expectations. Statements about the Company’s plans and intentions, potential transactions, courses of action, and the potential of the technologies, among others, are all forward-looking information. 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. The reader is cautioned that assumptions used in the preparation of any forward-looking information may prove to be incorrect. 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, including but not limited to, business, economic and capital market conditions; the ability to manage operating expenses, which may adversely affect the Company’s financial condition; the ability to remain competitive as other better financed competitors develop and release competitive products; regulatory uncertainties; access to equipment; market conditions and the demand and pricing for products; the demand and pricing of products and services; security threats; Hilltop’s ability to successfully define, design and release new products in a timely manner that meet customers’ needs; the ability to attract, retain and motivate qualified personnel; competition in the industry; the impact of technology changes on the products and industry; failure to develop new and innovative products; the ability to successfully maintain and enforce our intellectual property rights and defend third-party claims of infringement of their intellectual property rights; the impact of intellectual property litigation that could materially and adversely affect the business; the ability to manage working capital; and the dependence on key personnel. Hilltop may not actually achieve its plans, projections, or expectations. Such statements and information are based on numerous assumptions regarding present and future business strategies and the environment in which the Company will operate in the future, including the demand for its products, the ability to successfully develop software, that there will be no regulation or law that will prevent the Company from operating its business, anticipated costs, the

ability to achieve goals and the price of bitcoin. Given these risks, uncertainties and assumptions, you should not place undue reliance on these forward-looking statements. The securities of Hilltop are considered highly speculative due to the nature of Hilltop's business. 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, failure to obtain any permits required to operate the business, the impact of technology changes on the industry, competition, security threats, consumer sentiment towards Hilltop's products, services and blockchain technology and cryptocurrency generally, failure to develop new and innovative products, litigation, increase in operating costs, increase in labor costs, failure of counterparties to perform their contractual obligations, government regulations, loss of key employees and consultants, and general economic, market or business conditions. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement. The reader is cautioned not to place undue reliance on any forward-looking information. 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.

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