

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

**Item 1: Name and Address of Reporting Issuer**

High Hampton Holdings Corp. (the "Company")  
Suite 520 - 800 West Pender Street  
Vancouver, BC V6C 2V6

**Item 2: Date of Material Change**

June 18, 2015.

**Item 3: News Release**

A news release was issued and disseminated on June 18, 2015 filed on SEDAR at [www.sedar.com](http://www.sedar.com).

**Item 4: Summary of Material Changes**

The Company announces that it intends to complete a non-brokered private placement (the "Private Placement") to raise up to \$1,500,000 through the sale of up to 30,000,000 units (the "Units") at \$0.05 per Unit.

**Item 5: Full Description of Material Change**

The Company announces that it intends to complete a Private Placement to raise up to \$1,500,000 through the sale of up to 30,000,000 Units at \$0.05 per Unit.

Each Unit will consist of one common share and one non-transferable common share purchase warrant. Each warrant will entitle the holder to purchase one additional common share for 24 months from the closing of the Private Placement at a price of \$0.10 per share.

Finders fees may be payable in connection with the Private Placement as permitted under the policies of the Canadian Securities Exchange. Net proceeds from the Private Placement will be utilized for general working capital.

**Item 6: Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

**Item 7: Omitted Information**

None.

**Item 8: Executive Officer**

For further information, please contact:

**High Hampton Holdings Corp.**  
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President and CEO  
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**Item 9: Date of Report**

June 18, 2015.