

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

**Item 1. Name and Address of Company**

Totally Hip Technologies Inc. (the “Company”)  
702 – 889 West Pender Street  
Vancouver, BC V6C 3B2

**Item 2. Date of Material Change**

February 3, 2017.

**Item 3. News Release**

News release was disseminated on February 3, 2017 via Canada Stockwatch and Market News, and subsequently filed, via SEDAR, with the British Columbia Securities Commission and Alberta Securities Commission.

**Item 4. Summary of Material Change**

The Company has closed its non-brokered private placement financing.

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

**5.1 Full Description of Material Change**

The Company has closed its non-brokered private placement financing of \$600,000 comprised of 12,000,000 units at \$0.05 per unit. Each unit consists of one common share and one five-year transferable warrant entitling the holder to purchase one additional share at a price of \$0.05 per share. Proceeds of the financing will be used for payment of debt and for general working capital. The terms of the financing have been accepted for filing by the TSX Venture Exchange. The units are restricted from trading until June 4, 2017.

The subscription by an insider of the Company, for 1,500,000 units or \$75,000, comprising 12.5% of the total amount raised, constitutes a related party transaction within the meaning of TSX Venture Exchange Policy 5.9 and Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”). The Company is relying on the exemptions contained in sections 5.5(a) and section 5.7(1)(a) as the fair market value of the participation in the private placement by the insider does not exceed 25 per cent of the market capitalization of the

Company, as determined in accordance with MI 61-101. The Company's board of directors and specifically the independent member of the board carefully reviewed and approved the private placement subscription by the insider. The Company did not file a material change report in respect of the related party transaction at least 21 days before closing of the private placement as the date of closing was not previously known.

## **5.2 Disclosure for Restructuring Transactions**

Not applicable.

### **Item 6. Reliance on Subsection 7.1(2) of National Instrument 51-102**

The Company is not relying on subsection 7.1(2) of National Instrument 51-102.

### **Item 7. Omitted Information**

There is no omitted information.

### **Item 8. Executive Officer**

For further information, please contact:

James Boyce, President & CEO – Tel. 604.683.3288.

### **Item 9. Date of Report**

February 10, 2017.