

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

April 11, 2017.

Item 3. News Release

News release was disseminated on April 11, 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 is proceeding with its non-brokered private placement financing of \$200,000 comprised of 4,000,000 units at \$0.05 per unit announced on March 1, 2017. The Company has been granted an extension by the TSX Venture Exchange for filing and closing of the private placement until May 11, 2017.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

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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:

Anthony J. Beruschi, President & CEO – Tel. 604.683.3288.

Item 9. Date of Report

April 21, 2017.