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

July 18, 2017.

Item 3. News Release

News release was disseminated on July 18, 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 been analyzing business opportunities resulting from ongoing legislative movement toward legalizing/ decriminalizing marijuana for medicinal and recreational use in Canada, various States such as Colorado, Washington and California, and elsewhere.

Blockchain/ cryptocurrency technologies and secured transaction/ authentication processing and other business opportunities have also been identified and analyzed by the Company.

The Company is pleased to announce that it has determined it is in the best interests of the Company and its shareholders to take steps to pursue and participate in some of these potential business opportunities.

Item 5. Full Description of Material Change

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U.S. MARIJUANA OPPORTUNITIES

More than two dozen American States are moving to decriminalize and/or legalize marijuana. The Company has been approached by several groups with appealing projects for the benefit of the Company and its shareholders.

The Company values its listing on the TSX Venture Exchange while recognizing the current necessity of listing on the Canadian Securities Exchange as a precondition of Canadian publicly traded corporations investing in the U.S. marijuana based business opportunities for the benefit of its shareholders.

BLOCKCHAIN / CRYPTOCURRENCY TECHNOLOGIES

Blockchain theory is rapidly achieving general acceptance with blockchain/ cryptocurrency technologies moving toward commercialization. The Company recognizes transformative business opportunities will be available to entities able to focus and adapt quickly to investigate and enter this emerging market with access to crowd funding.

CREATION OF CORPORATIONS

In order to move forward with these special opportunities, the Company has now resolved to create special purpose corporations to facilitate potential going public transactions on the Canadian Securities Exchange for U.S. corporate marijuana businesses within applicable laws and regulations, for commercialization of blockchain/ cryptocurrency technology for secured transaction/ authentication processing, and other opportunities.

The Company is incorporating British Columbia companies (the "Corporations") to be spun out to the Company's shareholders pursuant to a court approved Statutory Plan of Arrangement pursuant to the *Business Corporations Act* of British Columbia. Each shareholder of the Company would receive a pro rata interest in each Corporation, while retaining their shareholdings in the Company. Upon completion of the arrangement, it is anticipated that each Corporation will be a reporting issuer in the Provinces of British Columbia and Alberta. Each Corporation would then pursue identified opportunities.

Further information regarding the Plan of Arrangement and each Corporation will be set forth in future news releases and in the Company's management information circular prepared in connection with the special meeting of the Company's shareholders to approve the arrangement. Completion of the arrangement will be subject to approval of the Supreme Court of British Columbia, the shareholders of the Company and acceptance for filing by the TSX Venture Exchange.

BENEFITS

Expected benefits to the Company's shareholders include becoming shareholders of the Corporations, which are anticipated to be able to individually acquire and invest in legal U.S. marijuana-based business opportunities in a State with others seeking blockchain/ cryptocurrency and secured transactions/ authorization and other business opportunities. Shareholders of these new Corporations will also be able to elect to participate in subsequent strategic financings in each Corporation not otherwise available to investors.

The Company is in a unique situation to undergo this spinout of reporting issuer Corporations.

The Company has invested in preparing for possible spinouts of subsidiaries and subsequent listing on Canadian stock exchanges since at least 2010. The Company's benefits include recapture of all prior investments in divestitures by plan of arrangement and all costs associated with and accruing through the Plan of Arrangement process, together with a success fee on the listing of each Corporation on an Exchange. The Company will not incur costs associated with the Plan of Arrangement. The Company will also profit from fees for advice, services and assistance. The Company will not own an interest in Corporations with U.S. marijuana-based business interests, and will continue to be listed on the TSX Venture Exchange following completion of the Plan of Arrangement.

PLAN OF ARRANGEMENT PARTICULARS

Under the Plan of Arrangement, the Company will first reorganize its share capital by exchanging with its shareholders all old common shares, currently issued and outstanding, for two new separate classes of shares. In exchange for the old common shares, each shareholder will receive new common shares and new preferred shares of the Company on a pro-rata basis. Subsequent to the reorganization of share capital, each shareholder's preferred shares will be redeemed in exchange for common shares of the Corporations.

Creation of Corporations owned by the Company's shareholders through the Plan of Arrangement will create corporate opportunities for the Company's shareholders, as of the record date, to participate in the unique requirements of the advancing U.S. marijuana industry.

The rapid surge toward general acceptance and commercialization of blockchain/ cryptocurrency theory presents a remarkable, transformative business opportunity. The Company anticipates business opportunities will quickly manifest. The Company's shareholders can participate through the Corporations.

At present no definitive business transaction documentation has been entered into and no particular business has been identified. Potential transactions would be subject to due diligence, execution of definitive transaction documentation and shareholder and Exchange approval, if applicable. Any subsequent stock exchange listing of a Corporation will require approval of the Canadian Securities Exchange, the TSX Venture Exchange or other securities exchange. At present no such listing has been applied for.

The Company will provide further information on the creation of the Corporations, and Plan of Arrangement, including the record date, shortly.

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

July 18, 2017.