

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

May 1, 2018.

Item 3. News Release

News release was disseminated on May 1, 2018 via Canada Stockwatch and Market News, and filed, via SEDAR, with the British Columbia Securities Commission and Alberta Securities Commission.

Item 4. Summary of Material Change

The Company is not proceeding with its previously announced non-brokered private placement financing.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company is not proceeding with its non-brokered private placement financing of up to \$1,000,000 comprised of 8,333,333 units at \$0.12 per unit announced on February 16, 2018.

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, CFO – Tel. 604.683.3288.

Item 9. Date of Report

May 2, 2018.