

Form 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

TELEHOP COMMUNICATIONS INC.

200 Consumers Road, Suite 220
Toronto, ON M2J 4R4

Item 2. Date of Material Change

2 December 2013

Item 3. Press Release

Issued 2 December 2013

Item 4. Summary of Material Change

The Company has entered into a Letter of Intent to acquire the wireless telecommunications business of G3 Telecom Corp. and ALO Mobile Inc. (the “**Transaction**”).

Item 5. Full Description of Material Change

The Company has entered into a Letter of Intent regarding the Transaction with the owner of G3 Telecom Corp. and ALO Mobile Inc. which are 2 private companies owned by the same group, to acquire the G3 Telecom’s Wireless Business, The purchase price for the business will be \$4.3 million, payable \$2 million in cash, \$1.5 million over 18 months with interest at 5%, and \$800,000 by the issuance of 8 million common shares of Telehop. The proceeds of new debentures will finance the cash payment and the closing and integration costs of the new G3 business with Telehop. Mr. Rajan Arora the CEO of G3 will join the board of Telehop on completion of the acquisition. The transaction is subject to the approval of the TSX Venture Exchange.

There will also be a private placement of \$3 million of 10% unsecured 5 year debentures which has not been initiated.

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

Not applicable.

Item 7. Omitted Information

Not applicable.

Item 8. Executive Officer

The executive officer of the Company who is knowledgeable about the material change and the report is Rajiv Jagota, President and Chief Executive Officer, (416) 309-0056.

Item 9. Date of Report

December 2, 2013