FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

Hoist Capital Corp. (the "Corporation")
Suite 5100, 150 – 6th Avenue S.W.
Calgary, Alberta T2P 3Y7

2. Date of Material Change

January 6, 2020

3. News Release

A press release was disseminated on January 6, 2020 via ACCESSWIRE Canada Ltd.

4. Summary of Material Change

The Corporation announced that it entered into a definitive share sale agreement (the "Definitive Agreement") dated January 5, 2020 with BTC Corporation Holdings Pty Ltd. ("BTC") and its shareholders for the purposes of completing a Qualifying Transaction ("QT"), as defined in Policy 2.4 of the TSX Venture Exchange Inc. (the "CPC Policy"). The proposed QT is not a Non-Arm's Length Transaction, as defined in the CPC Policy.

5.1 Full Description of Material Change

Further to the Corporation's press release issued on October 15, 2019, the Corporation announced that it entered into the Definitive Agreement. The terms of the Definitive Agreement provide that each BTC common share that is issued and outstanding immediately prior to completion of the QT shall be deemed to be valued at CDN$1,656 per share or an aggregate of CDN$29,556,288 for all of the BTC common shares outstanding as of the date hereof and shall be exchanged for 1,656 common shares of the Corporation on a post-Consolidation basis ("Exchange Ratio"). BTC contemplates raising additional capital prior to completion of the QT, in which case Hoist will issue additional common shares at the Exchange Ratio.

5.2 Disclosure for Restructuring Transactions

N/A

6. Reliance on Section 7.1(2) or National Instrument 51-102

N/A

7. Omitted Information

N/A

8. The name of the executive officer of the Corporation who is knowledge about the material change and this report is:

Arif Shivji
President and CEO
Email: arif.shivji@shivjicfoservices.com

9. Date of Report

January 8, 2020