

This is the form of material change report required under Section 85(1) of the Securities Act.

BC FORM 51-102F3
(formerly Form 53-901F)

Securities Act

MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE ACT

Item 1. Reporting Issuer

Westbay Ventures Inc.
Suite 2050, 1055 West Georgia St.
PO Box 11121, Royal Centre
Vancouver, BC V6E 3P3

Item 2. Date of Material Change

November 29, 2017

Item 3. Press Release

Issued on November 29, 2017, at Vancouver, BC Canada.

Item 4. Summary of Material Change

Westbay Ventures Corp. announces that it has entered into a Letter of Intent dated November 27, 2017 (the "LOI") with ChargaCard Inc. ("ChargaCard"), a private corporation existing under the laws of Colorado, with its head office in Boulder, Colorado, pursuant to which Westbay is proposing to complete a business combination with ChargaCard by way of share exchange, merger, amalgamation, arrangement or similar form of transaction (the "Proposed Transaction"), whereby the security holders of ChargaCard will become security holders of the combined entity (the "Resulting Issuer").

Item 5. Full Description of Material Change

Please see attached press release.

Item 6. Reliance on Section 85(2) of the Act

N/A

Item 7. Omitted Information

None

Item 8. Senior Officers/Directors

The following senior officers/directors of the Issuer are knowledgeable about the material change and may be contacted by the Commission at the address and telephone number:

Praveen Varshney
President and Director
Suite 2050 – 1055 West Georgia St.
Vancouver, BC
V6E 3P3
(604) 684-2181

Mervyn Pinto
Director
Suite 2050 – 1055 West Georgia St.
Vancouver, BC
V6E 3P3
(604) 684-2181

Item 9. Statement of Senior Officer/Director

The foregoing accurately discloses the material change referred to herein.

Dated this 29th Day of November, 2017.

"Praveen Varshney"

Praveen Varshney

Name

President and Director

Position / Title

Vancouver, B.C.

Place of Declaration

WESTBAY VENTURES CORP.

NEWS RELEASE
TSXV: WEST.H

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WESTBAY ENTERS BLOCKCHAIN SECTOR LETTER OF INTENT SIGNED WITH CHARGACARD

Vancouver, British Columbia – Wednesday, November 29, 2017 - Westbay Ventures Corp. (“**Westbay**” or the “**Company**”) is pleased to announce that it has entered into a Letter of Intent dated November 27, 2017 (the “**LOI**”) with ChargaCard Inc. (“**ChargaCard**”), a private corporation existing under the laws of Colorado, with its head office in Boulder, Colorado, pursuant to which Westbay is proposing to complete a business combination with ChargaCard by way of share exchange, merger, amalgamation, arrangement or similar form of transaction (the “**Proposed Transaction**”), whereby the security holders of ChargaCard will become security holders of the combined entity (the “**Resulting Issuer**”). Upon completion of the Proposed Transaction the Resulting Issuer will continue to carry on the business of ChargaCard as currently constituted, under the new name “ChargaCard” or such other name as may be approved by the board of directors of the Resulting Issuer and the Exchange. The Proposed Transaction is an arm’s length transaction and will constitute a reverse takeover of Westbay by ChargaCard, pursuant to Exchange policies. In connection with the Proposed Transaction, the Resulting Issuer will apply to list its common shares on either the TSXV or the CSE (either being the “**Exchange**”). The company will make application as a Technology Issuer.

About ChargaCard

ChargaCard is a P2P payment processing network developing full-service blockchain and cryptocurrency solutions with end to end payment solutions to monetize the blockchain ecosystem. ChargaCard’s Web and Mobile apps include credit and debit products for fiat and cryptocurrency markets.

ChargaCard is also a B2C bill payment product for the informal credit markets, which allows service sector businesses to provide their clients with direct credit lines and streamlined payment processing. ChargaCard’s Cryptonite™ mobile app allows customers to pay for goods and services with cryptocurrencies, in both POS retail, e-commerce and bill pay markets.

Identified management of the resulting issuer will be John Eagleton, based in Colorado and a founder of ChargaCard, who will be the Chief Executive Officer, and Maria Nosikova, who will be the Chief Product Officer.

Mr. Eagleton has 23 years of experience in the financial industry, having worked on Wall Street as an emerging market fixed income trader at BNP Paribas and as Vice President at Bankers Trust. He also has more than 12 years’ experience in the Fintech sector, as co-founder of Investars.com. He also worked at the United States Department of State, Bureau of Intelligence & Research, Economic Division and has been quoted in dozens of publications including the WSJ, and was a guest on CNBC.

Ms. Nosikova is a graduate of MGIMO University, in International Economics and Finance, and has experience in product management and CxO roles technology solutions in the Fintech sector.

Transaction Summary

Pursuant to the LOI, the existing security holders of ChargaCard will receive common shares of the Resulting Issuer in exchange for their securities of ChargaCard. The final form of the transaction will be set forth in a definitive agreement to be entered into among the parties that will replace the LOI (the “**Definitive Agreement**”).

An aggregate of 7,006,669 common shares of Westbay are currently issued and outstanding. It is expected that 38,754,000 shares of Westbay will be issued to the shareholders of ChargaCard as consideration for 100% of the issued and outstanding common shares of ChargaCard. ChargaCard will issue up to 3,351,000 employee stock options in connection with this transaction. Upon completion of the Proposed Transaction there will be 45,760,669 common shares issued and outstanding in the Resulting Issuer, (excluding securities issued pursuant to the Concurrent Private Placement described below), of which security holders of ChargaCard will own 38,754,000 and security holders of Westbay will own 7,006,669 shares.

Completion of the Proposed Transaction is subject to a number of conditions, including, but not limited to, Exchange approval, and shareholder approval if required pursuant to Exchange, securities regulatory or corporate law requirements. In addition, completion of the Proposed Transaction is subject to certain standard closing conditions, including the completion of due diligence investigations to the satisfaction of each of Westbay and ChargaCard, execution of a Definitive Agreement, and there being no material adverse change in the business of Westbay or ChargaCard prior to completion of the Proposed Transaction.

No advances have been made by Westbay nor are any planned before the completion of the transaction.

All amounts are in Canadian currency unless otherwise specified.

Westbay has agreed to undertake a private placement offering (the “**Concurrent Private Placement**”) of up to 7,500,000 shares at a price of \$0.45 per subscription receipt for gross proceeds of up to \$3,375,000. This financing will be for a minimum of \$3,000,000 but may be increased up to \$4,000,000. Closing of the Proposed Transaction is subject to completion of the offerings under the minimum Concurrent Private Placement.

The parties also anticipate that in conjunction with and upon closing of the Proposed Transaction, the board of directors of the Resulting Issuer shall consist of five directors, three of whom will be nominated by ChargaCard. It is anticipated that ChargaCard will nominate John Eagleton as a director, and other directors will be disclosed in future news releases as they are identified. Westbay will have the right to elect two directors. All other current directors and officers of Westbay shall resign at or prior to the closing of the Proposed Transaction.

The Company intends to hold a special meeting of its shareholders with respect to the Proposed Transaction if required under securities laws, corporate laws or Exchange requirements.

Trading of the common shares of the Company has been halted and will remain halted in accordance with Exchange policies until all required documentation with respect to the Proposed Transaction has been received and the Exchange and securities regulatory authorities are otherwise satisfied that the halt should be lifted.

ChargaCard will pay a finder’s fee of 1,717, 000 shares at the completion of the proposed transaction.

A press release setting out further particulars relating to the Proposed Transaction will follow in accordance with the policies of the Exchange, which will include a summary of the Definitive Agreement and transaction consideration, summary financial information of ChargaCard, biographical information on the proposed directors and officers of the Resulting Issuer, and other relevant information regarding the Proposed Transaction and related financings.

Sponsorship of a Reverse Takeover may be required by the Exchange unless a waiver from the sponsorship requirement is available. Westbay intends to apply for a waiver from sponsorship for this Transaction. There is no assurance that a waiver from this requirement will be obtained.

"We are very impressed by the vision and the direction of John and his team. After looking at numerous opportunities in the blockchain space, we knew this was the right project for Westbay. We are excited to participate in the growing global interest in blockchain and are confident in the immense potential that ChargaCard's business offers all our shareholders." Said Praveen Varshney, President of Westbay.

ON BEHALF OF THE BOARD of DIRECTORS

WESTBAY VENTURES CORP.

"Praveen Varshney"

**Praveen Varshney, FCPA, FCA
President and Director**

ON BEHALF OF

ChargaCard Inc.

"John Eagleton"

**John Eagleton
CEO & Founder**

For further information please contact:

**Karan Thakur
Tel: 778-987-3446
kthakur.vcc@gmail.com**

Cautionary Statement

Completion of the transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and if applicable pursuant to Exchange Requirements, majority of the minority shareholder approval. Where applicable, the transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the transaction, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon. Trading in the securities of Westbay should be considered highly speculative.

The TSX Venture Exchange Inc. and CSE has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.