

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**

January 10, 2018

**Item 3. Press Release**

Issued on January 10, 2018, at Vancouver, BC Canada.

**Item 4. Summary of Material Change**

Westbay Ventures Corp. announces that further to its press release of November 29, 2017, it has entered into an agreement and plan of merger dated January 5, 2018 with Westbay Ventures Merger Co. ("Merger Co"), a wholly-owned Delaware subsidiary of the Company, and ChargaCard Inc. ("ChargaCard"), a private corporation existing under the laws of Delaware, with its head office in Boulder, Colorado.

**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 10<sup>th</sup> Day of January, 2018.

"Praveen Varshney"

Praveen Varshney  
Name

President and Director  
Position / Title

Vancouver, B.C.  
Place of Declaration

# WESTBAY VENTURES INC.

NEWS RELEASE  
TSXV: WEST.H

**Not for distribution in the U.S. or to U.S. newswire services.**

## **WESTBAY SIGNS DEFINITIVE AGREEMENT FOR ACQUISITION OF CHARGACARD**

**Vancouver, British Columbia – January 10, 2018 - Westbay Ventures Corp.** (“**Westbay**” or the “**Company**”) is pleased to announce that further to its press release of November 29, 2017, it has entered into an agreement and plan of merger dated January 5, 2018 (the “**Merger Agreement**”) with Westbay Ventures Merger Co. (“**Merger Co**”), a wholly-owned Delaware subsidiary of the Company, and ChargaCard Inc. (“**ChargaCard**”), a private corporation existing under the laws of Delaware, with its head office in Boulder, Colorado.

Pursuant to the terms of the Merger Agreement, the parties will complete a business combination which will be structured as a reverse triangular merger involving Westbay, Merger Co and ChargaCard pursuant to which Merger Co will be merged with and into ChargaCard (the “**Merger**”), the separate corporate existence of Merger Co will cease, and ChargaCard will continue as the surviving company under the laws of the State of Delaware and as a wholly-owned subsidiary of Westbay (the “**Resulting Issuer**”).

Upon completion of the Merger 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. The Merger is an arm’s length transaction and constitutes a reverse takeover of Westbay by ChargaCard, pursuant to the policies of the TSX Venture Exchange (the “**TSXV**”). In connection with the Merger, the Resulting Issuer will voluntarily delist from the TSXV and will apply to list its common shares on the Canadian Securities Exchange (the “**CSE**” and together with the TSXV, the “**Exchange**”).

Pursuant to the Merger Agreement, the existing security holders of ChargaCard will receive common shares of the Resulting Issuer (“**Resulting Issuer Shares**”) in exchange for their common shares of ChargaCard. It is currently expected that an aggregate of 39,558,733 Resulting Issuer Shares will be issued pro rata to the shareholders of ChargaCard as consideration for 100% of the issued and outstanding common shares of ChargaCard. The Resulting Issuer Shares are being issued at a deemed value of 0.45 per Resulting Issuer Share.

In addition, each ChargaCard warrant issued and outstanding will be exchanged for one common share purchase warrant of the Company (“**Resulting Issuer Warrants**”). It is currently expected that an aggregate of 2,000,000 Resulting Issuer Warrants will be issued pro rata to the ChargaCard warrant holders. Subject to the satisfaction of certain conditions, each Resulting Issuer Warrant will entitle the warrant holder to purchase one Resulting Issuer Share at a price of \$0.10 per Resulting Issuer Share for a period of 18 months from the date of listing on the CSE.

Completion of the Merger is subject to a number of conditions, including, but not limited to, approval of the Exchange, and shareholder approval if required pursuant to policies of the Exchange, securities regulatory or corporate law requirements. There can be no assurance that the Merger will be completed as proposed or at all.

The Resulting Issuer Shares will be subject to escrow conditions and/or resale restrictions as required by applicable securities laws and the policies of the CSE.

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 Merger has been received and the Exchange and securities regulatory authorities are otherwise satisfied that the halt should be lifted.

A finder's fee of 1,717,000 Resulting Issuer Shares will be paid to an arm's length third party upon the successful completion of the Merger.

Mr. Praveen Varshney, President of Westbay, commented: "We are excited to be working with John Eagleton and his team at ChargaCard commercializing innovative Blockchain based payment products for Enterprise and Individual users enabling mass adoption of Cryptocurrencies."

None of the securities to be issued pursuant to the Merger have been or will be registered under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or any state securities laws, and any securities issued pursuant to the Merger are anticipated to be issued in reliance upon available exemptions from such registration requirements pursuant to Rule 506(b) of Regulation D and/or Section 4(a)(2) of the U.S. Securities Act and applicable exemptions under state securities laws. In addition, the securities issued under an exemption from the registration requirements of the U.S. Securities Act will be "restricted securities" as defined under Rule 144(a)(3) of the U.S. Securities Act and will contain the appropriate restrictive legend as required under the U.S. Securities Act.

#### **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. 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.

ON BEHALF OF THE BOARD of DIRECTORS

**WESTBAY VENTURES INC.**

**"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](mailto: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. has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.*

*The CSE does not accept responsibility for the adequacy or accuracy of this release.*