

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

February 19, 2018

Item 3. Press Release

Issued on February 19, 2018, at Vancouver, BC Canada.

Item 4. Summary of Material Change

Monday, February 19, 2018 - Westbay Ventures Inc. ("Westbay" or the "Company") is pleased to provide an update on its transaction with ChargaCard Inc. ("ChargaCard"), further to the news releases dated November 29, 2017 and January 10, 2018.

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 19th Day of February, 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

CONDITIONAL APPROVAL GRANTED TO WESTBAY TRANSACTION WITH CHARGACARD

Vancouver, British Columbia – Monday, February 19, 2018 - Westbay Ventures Inc. (“**Westbay**” or the “**Company**”) is pleased to provide an update on its transaction with ChargaCard Inc. (“**ChargaCard**”), further to the news releases dated November 29, 2017 and January 10, 2018.

The Company has received confirmation that based on its Listing Application, the CSE has granted conditional approval for listing. The conditions imposed are in the normal course of business including completing the acquisition and the related financing.

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.

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

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.