

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 28, 2018

**Item 3. Press Release**

Issued on February 28, 2018, at Vancouver, BC Canada.

**Item 4. Summary of Material Change**

Westbay Ventures Corp. announces that further to its press releases of November 29, 2017, January 10, 2018 and February 19, 2017, it has received approval from the TSX Venture Exchange (the "TSXV") to voluntarily de-list its common shares from the TSXV post-market on Wednesday February 28, 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 28<sup>th</sup> Day of February, 2018.

"Praveen Varshney"

Praveen Varshney  
Name

President and Director  
Position / Title

Vancouver, B.C.  
Place of Declaration

**WESTBAY ANNOUNCES VOLUNTARY DELISTING  
FROM THE TSX VENTURE EXCHANGE**

**Vancouver, British Columbia – February 28, 2018 - Westbay Ventures Corp.** (“Westbay” or the “Company”) announces that further to its press releases of November 29, 2017, January 10, 2018 and February 19, 2017, it has received approval from the TSX Venture Exchange (the “TSXV”) to voluntarily de-list its common shares from the TSXV post-market on Wednesday February 28, 2018. The Company expects to begin trading on the Canadian Securities Exchange (the “CSE”) next week under the ticker symbol “NITE”. The Company will disseminate a news release announcing the commencement of trading on the CSE once the date is finalized.

ON BEHALF OF THE BOARD of DIRECTORS

**WESTBAY VENTURES INC.**

**“Praveen Varshney”**

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

**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.*