

**FORM 51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1            Name and Address of Company**

Westcot Ventures Corp. (the “**Company**”)  
Suite 1080, 789 West Pender Street  
Vancouver, BC Canada V6C 2X1

**Item 2            Date of Material Change**

September 14, 2017

**Item 3            News Release**

The news release attached hereto as Schedule “A” announcing the material change described herein was disseminated through the news dissemination services of Stockwatch and Baystreet on September 14, 2017.

**Item 4            Summary of Material Change**

The Company announced its common shares resumed trading on the NEX Board of the TSX Venture Exchange on a post-consolidated basis under its new corporate name of Westcot Ventures Corp. (NEX:WVC.H) at market open on September 14, 2017.

**Item 5            Full Description of Material Change**

**5.1                Full Description of Material Change**

Please see the press release attached as Schedule “A” for a full description of the material change.

**5.2                Disclosure for Restructuring Transactions**

Not applicable.

**Item 6            Reliance on Subsection 7.1(2) of National Instrument 51-102**

Not applicable.

**Item 7            Omitted Information**

Not applicable.

**Item 8            Executive Officer**

Marc Morin  
President, Chief Executive Officer and Director  
Telephone: (604) 428-7050

**Item 9            Date of Report**

September 18, 2017

**SCHEDULE "A"**

**WESTCOT VENTURES CORP.**

Suite 1080, 789 West Pender Street  
Vancouver, B.C. V6C 1H2

**SPARROW ANNOUNCES REINSTATEMENT TO TRADING, CONSOLIDATION,  
AND NAME CHANGE TO WESTCOT VENTURES CORP.**

**September 14, 2017**

**NEX:WVC.H**

---

**Vancouver, B.C., September 14, 2017 – Sparrow Ventures Corp. ("Sparrow")** is pleased to announce its common shares resumed trading on the NEX Board of the TSX Venture Exchange on a post-consolidated basis under its new corporate name of Westcot Ventures Corp. ("**Westcot**" or the "**Company**") (**NEX:WVC.H**) at market open this morning.

The Company has consolidated 13,658,300 issued and outstanding common shares on the basis of ten (10) pre-consolidation common shares for one (1) post-consolidation common share (the "**Consolidation**"). Where the share exchange results in a fractional share, the number of common shares has been rounded to the nearest whole common share. Thereby, each fractional share remaining after conversion that is less than  $\frac{1}{2}$  of a share is cancelled and each fractional share that is at least  $\frac{1}{2}$  of a share is changed to one whole share. As a result, effective today's date, the Company has 1,365,830 common shares issued and outstanding.

The new CUSIP number is 95753W108 and the ISIN number is CA95753W1086. Letters of transmittal describing the process by which shareholders may obtain new certificates representing their consolidated common shares will be mailed out shortly to registered shareholders. Shareholders who hold their shares through a broker or other intermediary will not be required to complete a letter of transmittal. The letter of transmittal will also be filed under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

In connection with the Consolidation, the Company's has changed its corporate name to Westcot Ventures Corp.

On behalf of the Board of Directors,  
WESTCOT VENTURES CORP.

"Marc Morin"  
President, CEO, and Director

For more information, please contact the Company at:  
Telephone: (604) 428-7050