

**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 1H2

**Item 2            Date of Material Change**

October 10, 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 October 10, 2017.

**Item 4            Summary of Material Change**

The Company announced that, further to its news releases regarding the issuance of an aggregate principal amount of \$250,000 of secured convertible debentures and the formula for the determination of the applicable conversion price, the conversion price has been established at \$0.13 per unit of the Company. Each unit is comprised of one common share and one common share purchase warrant, whereby each common share purchase warrant entitles the holder to acquire one additional common share of the Company at an exercise price of \$0.13. In this regard, a majority of holders of the convertible debentures, representing approximately 95% of the principal amount of total outstanding debentures, have elected to convert their debentures into units.

**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, CEO, and Director  
Telephone: (604) 428-7050

**Item 9            Date of Report**

October 11, 2017

## SCHEDULE "A"

### WESTCOT VENTURES CORP.

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

#### WESTCOT REPORTS DEBENTURES CONVERSION

October 10, 2017

NEX:WET.H

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**Vancouver, B.C., October 10, 2017 – Westcot Ventures Corp.** (“Westcot” or the “Company”) announces that, further to its news releases regarding the issuance of an aggregate principal amount of \$250,000 of secured convertible debentures (the “Debentures”) and the formula for the determination of the applicable conversion price, the conversion price has been established at \$0.13 per unit (a “Unit”) of the Company. The conversion price is equal to the 10-day post-consolidated average trading price of the common shares of the Company on the NEX board of the TSX Venture Exchange that followed reinstatement to trading for the 10-day trading period between September 14 – 27, 2017, inclusive.

The Debentures mature 24 months from the date of issue, accrue interest at a rate of 11% per year and are convertible into Units, whereby each Unit is comprised of one common share and one common share purchase warrant (each, a “Warrant”) of the Company. Each Warrant entitles the holder to acquire one additional common share of the Company at an exercise price of \$0.13.

In this regard, a majority of holders of the Debentures, representing approximately 95% of the principal amount of total outstanding Debentures, have elected to convert their Debentures into Units. The conversions have resulted in an increase in the Company’s outstanding common shares from 1,365,830 to 3,196,593 and the issuance of 1,830,763 Warrants. The Warrants are non-transferable and expire one year from the date of conversion of the Debentures to Units. For further information regarding the Debentures, please refer to the Company’s news releases dated August 17, 2016, announcing the proposed non-brokered private placement of the Debentures (the “Private Placement”), and October 3, 2016, January 17, 2017, March 17, 2017, and June 23, 2017, covering the closing of each of four tranches of the Private Placement.

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

*Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.*