

**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 18, 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 18, 2017.

**Item 4            Summary of Material Change**

The Company announced its intent to complete a non-brokered private placement financing to raise gross proceeds of up to \$750,000 (the “Offering”). The Offering will consist of up to 5,555,555 units at a price of \$0.135 per unit (a “Unit”), whereby each Unit shall consist of one common share and one common share purchase warrant (a “Warrant”). Each Warrant shall entitle the holder to purchase one additional common share of the Company at a price of \$0.18 for a period of one year following closing of the Offering.

**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**

November 6, 2017

**SCHEDULE “A”**

**WESTCOT VENTURES CORP.**

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

**WESTCOT ANNOUNCES PRIVATE PLACEMENT**

*- NOT FOR DISTRIBUTION TO U.S. NEWS WIRE SERVICES OR DISSEMINATION IN THE UNITED STATES -*

**October 18, 2017**

**NEX:WET.H**

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**Vancouver, B.C., October 18, 2017 – Westcot Ventures Corp. (NEX:WET.H) (“Westcot” or the “Company”)**, announces its intent to complete a non-brokered private placement financing to raise gross proceeds of up to \$750,000 (the “**Offering**”).

The Offering will consist of up to 5,555,555 units at a price of \$0.135 per unit (a “**Unit**”), whereby each Unit shall consist of one common share and one common share purchase warrant (a “**Warrant**”). Each Warrant shall entitle the holder to purchase one additional common share of the Company at a price of \$0.18 for a period of one year following closing of the Offering.

All of the securities issued pursuant to the Offering will be subject to a four month hold period. Completion of the Offering is subject to receipt of all required regulatory and other approvals, including acceptance by the TSX Venture Exchange (“**TSX-V**”).

The Offering is not subject to any minimum aggregate subscription and the proceeds of the Offering shall be applied to reduce payable and for working capital and general corporate requirements. Westcot may pay finder’s fees in respect of certain subscribers in accordance with the policies of the TSX-V.

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.*