

**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**

November 21, 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 November 21, 2017.

**Item 4            Summary of Material Change**

The Company announced it has completed a non-brokered private placement financing (the “**Offering**”) issuing 5,555,555 units at a price of \$0.135 per unit (a “**Unit**”) for gross proceeds of \$750,000. Each Unit consists of one common share and one common share purchase warrant (a “**Warrant**”), whereby each Warrant entitles the holder to purchase one additional common share of the Company at a price of \$0.18 for a period of one year from the date of issuance. The Company also announced that Marc Enright-Morin has resigned from his positions of Chief Executive Officer, President, and as a director, and Michael Young has been appointed Interim Chief Executive Officer.

**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**

Michael Young  
Interim Chief Executive Officer and Director  
Telephone: (604) 428-7050

**Item 9            Date of Report**

November 23, 2017

SCHEDULE "A"

**WESTCOT VENTURES CORP.**

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

**WESTCOT CLOSSES PRIVATE PLACEMENT AND ANNOUNCES MANAGEMENT CHANGES**

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

**November 21, 2017**

**NEX:WET.H**

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**Vancouver, B.C., November 21, 2017 – Westcot Ventures Corp. (NEX:WET.H)** (“Westcot” or the “Company”), announces it has completed a non-brokered private placement financing (the “Offering”) issuing 5,555,555 units at a price of \$0.135 per unit (a “Unit”) for gross proceeds of \$750,000. Each Unit consists of one common share and one common share purchase warrant (a “Warrant”), whereby each Warrant entitles the holder to purchase one additional common share of the Company at a price of \$0.18 for a period of one year from the date of issuance.

All of the securities issued pursuant to the Offering are subject to a statutory hold period of four months. The proceeds from the Offering shall be applied to reduce payables and to meet working capital and general corporate requirements.

In other corporate news, Westcot announces the appointment of Michael Young as Interim Chief Executive Officer. Mr. Young has over 20 years of extensive business experience in all facets of corporate development, senior management, sales and marketing, finance and operations, in both the private and public sectors. He has served as a director of the Company since September 2016 and will retain his position on the board of directors of the Company.

Marc Enright-Morin has resigned from his positions of Chief Executive Officer, President, and as a director of the Company in order to pursue other interests. The Company wishes to thank Mr. Enright-Morin for his dedication to the Company over the past 10 years.

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

“Michael Young”  
Interim Chief Executive Officer 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.