

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

ITEM 1. NAME AND ADDRESS OF ISSUER

Westcot Ventures Corp. (the "**Company**")
Suite 1080, 789 West Pender St., Vancouver, BC, V6C 1H2

ITEM 2. DATE OF MATERIAL CHANGE

August 28, 2018

ITEM 3. NEWS RELEASE

Issued and distributed through the facilities of Newswire on August 28, 2018.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announced that it has completed the non-brokered private placement (the "**Offering**") of 7,899,996 subscription receipts of the Company (the "**Subscription Receipts**") at a price of \$0.35 per Subscription Receipt for aggregate proceeds of approximately \$2,764,998.60.

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

Please see the news release attached as Schedule "A" for a full description of the material change.

ITEM 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

Von Torres, CEO and Director
(604) 428-7050
von@essoscorporate.com

ITEM 9. DATE OF REPORT

September 6, 2018

SCHEDULE "A"

WESTCOT VENTURES CORP.

Suite 1080, 789 West Pender Street, Vancouver, BC V6H 1H2

WESTCOT CLOSSES PRIVATE PLACEMENTS TO RAISE UP TO \$2,764,998.60 AND ENTERS INTO SHARE EXCHANGE AGREEMENT

August 28, 2018

Vancouver, British Columbia – Westcot Ventures Corp. (the "**Company**") (NEX: WET.H) is pleased to announce that it has completed the previously announced non-brokered private placement (the "**Offering**") of 7,899,996 subscription receipts of the Company (the "**Subscription Receipts**") at a price of \$0.35 per Subscription Receipt (the "**Offering Price**") for aggregate proceeds of approximately \$2,764,998.60.

The Offering was completed in connection with the Company's proposed change of business transaction which was announced on June 7, 2018 (the "**COB**"). Each Subscription Receipt will convert into one unit of the Company (the "**Subscription Units**") upon the satisfaction of certain conditions, including the completion of the COB. Each Subscription Unit consists of one common share and one-half of a common share purchase warrant (a "**Subscription Warrant**"). Each whole Subscription Warrant will entitle the holder to purchase one common share at a price of \$0.50 for a period of twenty-four (24) months following the closing date of the Offering.

The Company also announces it has entered into a definitive share exchange agreement (the "**Share Exchange Agreement**") with MMJ Technologies Inc. in connection with the COB. The completion of the COB remains subject to a number of conditions, including but not limited to, receipt of all required regulatory consents, including final TSX Venture Exchange acceptance, and satisfaction of customary closing conditions.

For further details of the Company's proposed COB, please refer to the Company's press release on June 7, 2018.

About Westcot Ventures Corp.

Westcot is a publicly traded resource issuer on the NEX trading board of the TSX-V.

For further information, please contact:
Westcot Ventures Corp.
Attention: Von Torres, CEO and Director
Phone: (604) 428-7050

Cautionary Notice

This news release contains statements which are, or may be deemed to be, "forward-looking information" which are prospective in nature. Such information in this news release includes statements regarding the Company's plans to complete the COB. These statements are based upon assumptions that are subject to significant risks and uncertainties, including assumptions that all

conditions to the closing of the COB will be satisfied, including TSX Venture Exchange Approval and other required approvals. Although the Company considers these assumptions to be reasonable based on information currently available, they may prove to be incorrect, and the forward looking statements in this press release are subject to numerous risks, uncertainties and other factors that may cause future results to differ materially from those expressed or implied in such forward-looking statements. Such risk factors may include, among others, the risk that required approvals and the satisfaction of material conditions are not obtained in connection with the COB or any transaction contemplated thereby, the risk that the COB is not approved or completed on the terms set out above and in the Company's June 7, 2018 news release or at all, and risks related to the cannabis industry generally. Although the Company believes that the expectations reflected in forward looking statements are reasonable, they can give no assurances that the expectations of any forward looking statements will prove to be correct. Except as required by law, the Company disclaims any intention and assumes no obligation to update or revise any forward looking statements to reflect actual results, whether as a result of new information, future events, changes in assumptions, changes in factors affecting such forward looking statements or otherwise.

The securities referred to in this news release have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons absent U.S. registration or an applicable exemption from the U.S. registration requirements.

This news release does not constitute an offer for sale of securities, nor a solicitation for offers to buy any securities.

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