FORM 51-102F3
MATERIAL CHANGE REPORT
November 18th, 2015

Item 1: Name and Address of Reporting Issuer

WESTHAVEN VENTURES INC. (the "Company")
Suite 1056-409 Granville Street,
Vancouver, BC V6C 1T2

Item 2: Date of Material Change

October 27, 2015

Item 3: News Release

A news releases were issued and disseminated on October 27th, 2015 through www.Stockwatch.com and filed on SEDAR at www.sedar.com.

Item 4: Summary of Material Changes

The Company completed a first tranche of a private placement previously announced on October 14, 2015 (the "Placement"). An aggregate of $178,920 was raised through the issuance of 2,982,000 flow through units (each an "FT Unit") at a price of $0.06 per FT Unit.

Directors of the Company subscriber for an aggregate of 1,183,333 FT Units as further described below.

Item 5: Full Description of Material Change

Each FT Unit consisted of one flow-through common share (a "FT-Share") and one non-flow-through common share purchase warrant (a "NFT-Warrant"). Each NFT-Warrant is exercisable into Shares at a price of $0.08 per Share, and expires on October 27th, 2018.

The securities issued in connection with this initial tranche of the Placement are subject to a hold period ending February 28, 2016.

The Company paid finder's fees of $2,640 and issued 44,000 brokers warrants in connect with the FT Units issued in this tranche of the Placement. The broker warrants have the same terms as the NFT Warrants.

The net proceeds from the Placement will be used for working capital and advancing exploration on the Shovelnose gold property.

Three directors of the Company participated in the Placement as follows:

(a) Gareth Thomas, a director of the Company purchased 250,000 FT Units for an aggregate acquisition cost of $15,000;

(b) Grenville Thomas, President, CEO and a director and a control person of the Company purchased 840,000 FT Units for an aggregate acquisition cost of $50,400; and
(c) Shaun Pollard, the CFO, Corporate Secretary and a director of the Company purchased 83,333 FT Units for an aggregate acquisition cost of $5000.

(collectively the "Insider Participation")

As each of the individuals noted above are directors and in certain cases, officers of the Company, they are "related parties" to the Company within the meaning of Multilateral Instrument 61-101*Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). As such, the Insider Participation constitutes a "related party transaction" within the meaning of MI 61-101

Prior to the Insider Participation, Gareth Thomas beneficially owned, directly and indirectly, or exercised control or direction over 2,809,000 common shares of the Company, representing approximately 8.28% of the then issued and outstanding Common Shares of the Company. Following completion of the insider participation, Gareth Thomas holds an aggregate of 3,059,000 common shares, representing approximately 8.9% of the currently issued and outstanding common shares of common shares of the Company.

Prior to the Insider Participation, Grenville Thomas beneficially owned, directly and indirectly, or exercised control or direction over 1,826,000 common shares of the Company, representing approximately 5.4% of the then issued and outstanding Common Shares of the Company. Following completion of the insider participation, Grenville Thomas holds an aggregate of 2,666,000 common shares, representing approximately 7.7% of the currently issued and outstanding common shares of common shares of the Company.

Additionally, D. Grenville Thomas and Gareth Thomas. Grenville Thomas own and control, through Anglo Celtic Exploration Ltd., 7,278,769 common shares of the Company, representing approximately 21% of the issued and outstanding shares. As a result, together with Anglo Celtic, Grenville Thomas and Gareth Thomas beneficially own, directly or indirectly, or exercises control or direction over 13,003,769 common shares of the Company, representing approximately 37.6% of the currently issued and outstanding shares.

Prior to the Insider Participation, Shaun Pollard beneficially owned, directly and indirectly, or exercised control or direction over 2,117,400 common shares of the Company, representing approximately 6.24% of the then issued and outstanding Common Shares of the Company. Following completion of the insider participation, Shaun Pollard holds an aggregate of 2,200,733 common shares, representing approximately 6.4% of the currently issued and outstanding common shares of common shares of the Company.

The review and approval process that was adopted by the board of directors for this transaction was as follows:

(a) The board of directors approved the Placement, with each of Grenville Thomas, Gareth Thomas and Shaun Pollard abstaining as it related to the completion of the Insider Participation;

(b) The Company determined that exemptions were available from the requirements to obtain a formal valuation of Placement or seek minority shareholder approval for the Placement under

MI 61-101 (including TSXV policy 5.9 which incorporates such policy by reference) because: (i) as the Company is listed on the TSX.V, it falls within the exemption to the valuation requirement as described in section 5.5(b) of MI 61-101; (ii) as the value of the Placement, in so far as it involved interested parties, did not exceed 25% of the Company's market capitalization at the time it was agreed to, it falls within an exemption to the minority approval requirement as described in section 5.7(1)(a) of MI 61-101 and the valuation requirement as described in section 5.5(a) of MI 61-101.

There are no prior valuations in respect of the Company or the Placement and neither the board of the Company nor its officers are aware of the existence of any such valuation.

Item 6: Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Note applicable.

Item 7: Omitted Information

None.

Item 8: Chief Financial Officer

For further information, please contact:
Shaun Pollard, CFO and Director
Tel: 604-681-5521

Item 9: Date of Report

November 18th, 2015