Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Westhaven Ventures Inc. (the **"Company"**)
Suite 1056, 409 Granville Street
Vancouver, B.C. V6C 1T2

Item 2 Date of Material Change

October 4^{th} and 8^{th}, 2019

Item 3 News Release

A news release was disseminated on October 4, 2019 and on October 8, 2019 through the facilities of Stockwatch.

Item 4 Summary of Material Change

The Company completed its non-brokered private placement that was previously announced on September 17^{th}, 2019.

Item 5 Full Description of Material Change

On October 4, 2019, the Company completed its first tranche of the non-brokered private placement. The first tranche raised gross proceeds of $3,595,289 through the issuance of 3,424,085 share units. Each unit is comprised of one common share and one non-transferable half warrant (the "**half warrant**"). Each full warrant entitles the holder to purchase one common share at a price of $1.50 for a period of 24 months from the closing date of the private placement.

In connection with closing the first tranche, the Company paid cash finder's fees to registered brokers totalling $84,105. All securities issued pursuant to the offering will be subject to a statutory hold period expiring on February 3, 2020 in accordance with applicable securities laws.

On October 8, 2019 the Company completed its second, and final, tranche of the non-brokered private placement. This final tranche of the private placement raised gross proceeds of $3,103,000 through the issuance of 2,955,238 units. Each unit was comprised of one common share and one-half of one non-transferable warrant. Each full warrant entitles the holder to purchase one common share at a price of $1.50 until October 8, 2021.

In connection with closing the final tranche, the Company paid a cash finder's fee to Sprott Global Resource Investments, Ltd. totalling $210,210. All securities issued pursuant to the offering will be subject to a statutory hold period expiring on February 9th, 2020 in accordance with applicable securities laws.

Proceeds of the private placement will be used for funding the expansion of the ongoing work program at the Shovelnose gold property, working capital purposes and/or work related to the company's portfolio of properties located in British Columbia, Canada.

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

This Report is not being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102.

Item 7 Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8 Executive Officer

Shaun Pollard is knowledgeable about the material change and the Report and may be contacted at (604) 681-5521.

Item 9 Date of Report

November 6, 2019