51-102F3 Material Change Report

Item 1 Name and Address of Company

State the full name of your company and the address of its principal office in Canada.

WESTHAVEN VENTURES INC.
Suite 1056, 409 Granville Street
Vancouver, B.C.
V6C 1T2

Item 2 Date of Material Change

State the date of the material change.

March 11, 2024

Item 3 News Release

State the date and method(s) of dissemination of the news release issued under section 7.1 of National Instrument 51-102.

NR dated March 11, 2024 was disseminated by GlobeNewsWire.

Item 4 Summary of Material Change

Provide a brief but accurate summary of the nature and substance of the material change.

Westhaven Gold Corp. (TSX-V: WHN) is pleased to announce that it has closed Tranche 1 of the non-brokered private placement announced on February 20, 2024. The Company issued a total of 6,915,313 common shares that qualify as "flow-through shares" of the Company for the purposes of the *Income Tax Act* (Canada) (the "FT Common Shares") at a price of C$0.23 per FT Common Share for aggregate gross proceeds of $1,590,522.

The private placement remains subject to TSX Venture Exchange approval. Finders' fees of 6% cash totaling $93,499 were paid in connection with the financing. All securities issued in the Offering are subject to a hold period and may not be traded before July 11, 2024.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Proceeds from the Offering will be used to incur "Canadian exploration expenses" (within the meaning of the *Income Tax Act* (Canada)) related to Westhaven's projects in British Columbia, Canada. The Company will renounce these expenses to the purchasers of the FT Shares with an effective date of no later than December 31, 2024.

Westhaven is preparing to resume drilling on its 17,623-hectare Shovelnose gold property in the next 7 days. Shovelnose is located within the prospective Spences Bridge Gold Belt (SBGB), which borders the Coquihalla Highway 30 kilometres south of Merritt, British Columbia.

5.2 Disclosure for Restructuring Transactions

This item applies to a material change report filed in respect of the closing of a restructuring transaction under which securities are to be changed, exchanged, issued or distributed. This item does not apply if, in respect of the transaction, your company sent an information circular to its security holders or filed a prospectus or a securities exchange takeover bid circular.Include the disclosure for each entity that resulted from the restructuring transaction, if your company has an interest in that entity, required by section 14.2 of Form 51-102F5. You may satisfy the requirement to include this disclosure by incorporating the information by reference to another document.

INSTRUCTIONS

(i) If your company is engaged in oil and gas activities, the disclosure under Item 5 must also satisfy the requirements of Part 6 of National Instrument 51-101 Standards of Disclosure for Oil and Gas Activities.

(ii) If you incorporate information by reference to another document, clearly identify the referenced document or any excerpt from it. Unless you have already filed the referenced document or excerpt, you must file it with the material change report. You must also disclose that the document is on SEDAR at www.sedar.com.

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

If this Report is being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102, state the reasons for such reliance.

INSTRUCTION

Refer to subsections 7.1 (4), (5), (6) and (7) of National Instrument 51-102 concerning continuing obligations in respect of reports filed under subsection 7.1(2) or (3) of National Instrument 51-102.

Item 7 Omitted Information

State whether any information has been omitted on the basis that it is confidential information.

NO INFORMATION HAS BEEN OMITTED.

In a separate letter to the applicable regulator or securities regulatory authority marked "Confidential" provide the reasons for your company's omission of confidential significant facts in the Report in sufficient detail to permit the applicable regulator or securities regulatory authority to determine whether to exercise its discretion to allow the omission of these significant facts.

INSTRUCTIONS

In certain circumstances where a material change has occurred and a Report has been or is about to be filed but subsection 7.1(2), (3) or (5) of National Instrument 51-102 is not or will no longer be relied upon, your company may nevertheless believe one or more significant facts otherwise required to be disclosed in the Report should remain confidential and not be disclosed or not be disclosed in full detail in the Report.

Item 8 Executive Officer

Give the name and business telephone number of an executive officer of your company who is knowledgeable about the material change and the Report, or the name of an officer through whom such executive officer may be contacted.

GARETH THOMAS
Tel. (604) 809-6010

Item 9 Date of Report

This report is dated the 19th day of March, 2024.