

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

Item 1 Name and Address of Company

Pacific & Western Bank of Canada (“PWB”)
Suite 2002, 140 Fullarton Street
London, Ontario
N6A 5P2

Item 2 Date of Material Change

March 7, 2016

Item 3 News Release

A news release describing the material change was jointly issued by PWB and PWC Capital Inc. (“PWC”) on March 7, 2016 through the facilities of CNW Group Ltd. and filed on SEDAR.

Item 4 Summary of Material Change

On March 7, 2016, PWB and PWC jointly announced that PWB and PWC are initiating processes to review their strategic alternatives. PWB also announced that that it has reached an agreement with 340268 Ontario Limited (“340268”) pursuant to which 340268 will subscribe for \$5 million of PWB common shares, on a private placement basis at a price equal to the greater of \$7.60 per share and the volume weighted average trading price of the PWB common shares on the TSX on March 7, 2016.

Item 5 Full Description of Material Change

On March 7, 2016, PWB and PWC jointly announced that PWB and PWC are initiating processes to review their strategic alternatives.

PWC, which owns approximately 65% of PWB’s outstanding common shares, has advised PWB that it is considering its strategic alternatives including with respect to its controlling interest in PWB. PWB and PWC have each formed independent special committees to advise their respective boards of directors. PWB’s special committee has engaged RBC Capital Markets as its financial advisor in connection with its strategic review process.

The strategic review processes are expected to take place over the next several months. During this period it is expected that each of PWB and PWC will continue to operate in the ordinary course. In this respect, PWB announced on March 7, 2016 that it has reached an agreement with 340268 pursuant to which 340268 will subscribe for \$5 million of PWB common shares, on a private placement basis at a price equal to the greater of \$7.60 per share and the volume weighted average trading price of the PWB common shares on March 7, 2016. The proceeds from the private placement will be used to fund on-going growth and lending activity by PWB as well as for general corporate purposes. Completion of the private placement is subject to the final approval of the Toronto Stock Exchange and any other required regulatory approvals.

340268, together with its affiliates and associates, is currently deemed to own or exercise control or direction over approximately 25% of the currently issued and outstanding PWB common shares. Immediately following the private placement, they will be deemed to own or exercise control or

direction over approximately 28% of the then outstanding PWB common shares. Patrick George, a director of PWC, is a director of 340268 and holds 12.5% of the outstanding shares of 340268.

There can be no assurances that the strategic review process of either PWB or PWC will result in a transaction for either entity or, if a transaction is undertaken, as to its nature, terms or timing. Neither PWB nor PWC intend to provide further comment in relation to their respective strategic review processes until such time as it is determined that further disclosure is appropriate or required by law.

Forward-looking information

This material change report may contain forward-looking statements that are based on current expectations and are subject to known and unknown uncertainties and risks, which could cause actual results to differ materially from those contemplated or implied by such forward-looking statements. Without limiting the generality of the foregoing, there can be no assurances that the strategic review process of either PWB or PWC will result in a transaction for either entity or, if a transaction is undertaken, as to its nature, terms or timing. Similarly, while PWB expects to close its proposed private placement with 340268 and that it will continue to carry-on business in the ordinary course throughout the period of its strategic review process, same are subject to known and unknown uncertainties and risks which could cause such expectations to vary and vary materially. Neither PWB nor PWC is under any obligation to update any forward-looking statements contained herein should material facts change due to new information, future events or otherwise.

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

This report is not being filed on a confidential basis.

Item 7 Omitted Information

No significant facts have been omitted from this material change report.

Item 8 Executive Officer

David Taylor, President & Chief Executive Officer, Telephone: (519) 675-4206.

Item 9 Date of Report

March 16, 2016.