

REPORT PURSUANT TO
SECTION 111 OF THE SECURITIES ACT (BRITISH COLUMBIA)
SECTION 176 OF THE SECURITIES ACT (ALBERTA)
SECTION 101 OF THE SECURITIES ACT (ONTARIO)
AND NATIONAL INSTRUMENT 62-103

TO: BRITISH COLUMBIA SECURITIES COMMISSION
ALBERTA SECURITIES COMMISSION
ONTARIO SECURITIES COMMISSION

(a) The name and address of the offeror

D Grenville Thomas (the "Offeror")
Suite 1056 409 Granville Street, Vancouver, BC, V6C 1T2

(b) The designation and number or principal amount of securities and the offeror's security holding percentage in the class of securities of which the offeror acquired ownership or control in the transaction or occurrence giving rise to the obligation to file the news release, and whether it was ownership or control that was acquired in those circumstances.

The Offeror has acquired, ownership and control of 681,818 common shares (the "Shares") of Westhaven Ventures Inc. ("Westhaven"). The shares were issued as part of private placement for Flow-Through Share Units.

Upon completion of the transaction under which the securities were issued, Westhaven had 61,557,642 common shares outstanding and the Shares acquired by the Offeror represent 1.1% of the outstanding common shares of Westhaven.

(c) The designation and number or principal amount of securities and the offeror's securityholding percentage in the class of securities immediately after the transaction or occurrence giving rise to the obligation to file the news release.

The Offeror beneficially owns and controls, together with Anglo Celtic Exploration Ltd, a private company controlled by the Offeror, 17,500,421 shares of Westhaven representing 28.4% of the outstanding shares of Westhaven. In addition the Offeror is deemed to own a further 6,630,152 common shares of Westhaven in respect of convertible securities of Westhaven held by the Offeror (including stock options and warrants) which entitle the Offeror to acquire, directly or indirectly in aggregate 6,630,152 common shares of Westhaven. Accordingly the Offeror is deemed to own a total of 24,130,573 common shares of Westhaven representing 39.2% of the outstanding common shares.

(d) The designation and number of or principal amount of securities and the percentage of outstanding securities of the class of securities referred to in paragraph (c) over which

i. The offeror, either alone or together with any joint actors, has ownership and control,

The Offeror beneficially owns and controls 17,500,421 common shares of Westhaven representing 28.4% of the outstanding shares of Westhaven.

- ii. **The offeror, either alone or together with any joint actors, has ownership but control is held by other persons or companies other than the offeror or any joint actor, and**

Not applicable

- iii. **the offeror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership**

Not applicable.

- (e) **the name of the market in which the transaction or occurrence that gave rise to the news release took place:**

Non-brokered Private Placement transaction.

- (f) **the purpose of the offeror and any joint actors in effecting the transaction or occurrence that gave rise to the news release, including any future intention to acquire ownership of, or control over, additional securities of the reporting issuer:**

The Offeror acquired the Shares in a private transaction for investment purposes.

The Offeror has no immediate intention to acquire additional securities.

- (g) **the general terms and the material terms of any agreement, other than the lending arrangements, with respect to securities of the reporting issuer entered into by the offeror, or any joint actor, and the issuer of the securities or any other entity in connection with the transaction or occurrence giving rise to the news release, including agreements with respect to the acquisition, holding, disposition or voting of any of the securities:**

The Shares are subject to a hold period of four months and cannot be traded until February 17, 2018.

- (h) **in the case of a transaction or occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, the nature and value of the consideration paid by the offeror: and**

The Flow-Through Units were issued for \$0.11 for total consideration of \$75,000.

- (i) **if applicable, a description of any change in any material fact set out in a previous report by the entity under the early warning requirements of Part 4 in respect of the reporting issuer's securities.**

Not applicable.

Dated: October 17, 2017

"D.Grenville Thomas"

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