

WESTJET AIRLINES LTD.
FORM 51-102F3
MATERIAL CHANGE REPORT

Name and Address of Company

WestJet Airlines Ltd. ("**WestJet**")
22 Aerial Place N.E.
Calgary, Alberta, T2E 3J1

Date of Material Change

May 12, 2017

News Release

A news release relating to the information contained in this material change report was issued through the facilities of CNW Group on May 12, 2017.

Summary of Material Change

On May 12, 2017, the Canada Industrial Relations Board ("**CIRB**") confirmed that pilots employed by WestJet, an Alberta Partnership (an indirect, wholly-owned partnership of WestJet) had voted in favour of representation by the Air Line Pilots Association, International union ("**ALPA**").

Full Description of Material Change

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In an order filed by the CIRB on May 12, 2017, the CIRB ordered that ALPA be certified as the bargaining agent for all pilots employed by WestJet, an Alberta Partnership (excluding managers, S3, standards crew management, chief pilot, directors, supervisors and persons above the rank of supervisor).

Pursuant to the *Canada Labour Code (Part I – Industrial Relations)*, WestJet and ALPA have a duty to bargain collectively in good faith and to make every reasonable effort to enter into a collective agreement.

In response to the outcome of the unionization vote among its pilots, WestJet issued a news release noting its disappointment but also stated that the WestJet was dedicated to moving forward as a team and would focus on engaging in constructive dialogue with ALPA.

Disclosure for Restructuring Transactions:

N/A

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

N/A

Omitted Information

N/A

Executive Officer

The name and contact information of the executive officer of WestJet who is knowledgeable about the material change and this Material Change Report is as follows:

Barbara Munroe
Executive Vice-President, Corporate Services and General Counsel
Telephone No.: (403) 539-7067

Date of Report

May 19, 2017