BC FORM 51-102F3

MATERIAL CHANGE REPORT

REPORTING ISSUER
Pacific Bay Minerals Ltd.
1600 – 409 Granville Street
Vancouver, BC V6C 1T2

DATE OF MATERIAL CHANGE
September 28, 2010

Press Release
A press release announcing the following material change was released on September 28, 2010 in Vancouver, BC through the facilities of Stockwatch pursuant to 85(1) of the BC Securities Act.

Summary of Material Change
The Issuer reports that geologist Mr. Douglas Blanchflower, P. Geo, has joined the board of directors of the Company. Mr. Blanchflower brings to the Company over 35 years of experience in mineral exploration and discovery worldwide.

Full Description of Material Change
See attached News Release

Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102
The Issuer is not relying on Subsection 7.1(2) or (3) of National Instrument 51-102

Omitted Information
There have been no omissions to this report.

Executive Officer
David H. Brett
(604) 682-2421

DATED this 28th day of September, 2010 in Vancouver, BC Canada

PACIFIC BAY MINERALS LTD.

"Leanora Brett"

Leanora Brett,
Corporate Secretary, CFO

Pacific Bay Minerals Ltd.
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Geologist Doug Blanchflower Joins Pacific Bay Board of Directors

For Immediate Release. Vancouver, British Columbia, September 28, 2010 - David H. Brett, President and CEO, Pacific Bay Minerals Ltd. (TSX Venture: PBM, the "Company") is pleased to report that geologist Mr. Douglas Blanchflower, P. Geo, has joined the board of directors of the Company. Mr. Blanchflower brings to the Company over 35 years of experience in mineral exploration and discovery worldwide.

Prior to founding Minorex Consulting in 1982, Mr. Blanchflower worked for a number of major mining firms. As President of Minorex, Mr. Blanchflower implemented innumerable exploration programs from grass-roots to advanced-stage throughout North & South American and Asia. Mr. Blanchflower has particular expertise in property evaluation, 43-101 technical report preparation and resource calculation.

"I'm thrilled that a professional of Doug's stature in our industry has decided to join the Pacific Bay team," said Pacific Bay CEO David H. Brett. "I'm looking forward to working with Mr. Blanchflower as we strive to build shareholder value."

The Company had agreed to grant to Mr. Blanchflower stock options to purchase 350,000 shares at a price of $0.10 for a period of 2 years.

Pacific Bay Minerals Ltd.
Per/

David H. Brett, MBA
President & CEO