BC FORM 51-102F3

MATERIAL CHANGE REPORT

REPORTING ISSUER
Pacific Bay Minerals Ltd.
733 – 510 W. Hastings Street
Vancouver, BC V6B 1L8

DATE OF MATERIAL CHANGE
August 20, 2014

Press Release
A press release announcing the following material change was released on August 20, 2014 in Vancouver, BC through the facilities of Market News and Stockwatch pursuant to 85(1) of the BC Securities Act.

Summary of Material Change
The Issuer reports it has commenced a diamond drilling program on the Brett Zone high grade zinc zone at its 100% owned Haskins-Reed property in northern British Columbia.

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 20th day of August, 2014 in Vancouver, BC Canada

PACIFIC BAY MINERALS LTD.

"David Brett"

David Brett,
President & CEO

Pacific Bay Minerals Ltd.
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Pacific Bay Commences Drilling High Grade Zinc Target at Haskins-Reed Property, BC

For Immediate Release. Vancouver, British Columbia, August 20, 2014. David H. Brett, President and CEO, Pacific Bay Minerals Ltd. (TSX Venture: PBM, the "Company") reports that the Company has commenced a diamond drilling program on the Brett Zone high grade zinc zone at its 100% owned Haskins-Reed property in northern British Columbia.

The goal of the six-to eight-hole, 500-metre drilling program is to confirm and extend mineralization intersected during previous drill campaigns in 1971, 1980 and 1997. The Brett Zone is open to the east, west and down dip. In 1997, diamond drilling returned zinc values ranging from 0.01 to 18.96% zinc, including high grade zinc intercepts of 21.19% over 2.6 meters and 9.23% over 13.20 metres. The Haskins-Reed Base Metals Property is located on Highway 37 near Cassiar, BC.

The President and CEO of Pacific Bay Minerals, David H. Brett commented, "Our management believes strongly that the Haskins – Reed property has exploration potential to host an underground base metal deposit in the range of 4 to 6 million tonnes, as well as the potential to host larger scale porphyry mineralization at depth."

The Haskins-Reed Property hosts multiple zones of silver, lead, zinc, copper and bismuth mineralization explored over 50 years by various operators including Cominco and Canadian Superior. An attempt to mine one of the zones, the B Zone, was made in the mid-1970s, resulting over 5,000 feet of underground development.

The Brett Zone mineralization occurs within the metasedimentary assemblage of the Atan Group proximal to the Upper Cretaceous porphyritic calc-alkaline intrusions at Mount Reed. Mount Reed was explored extensively in the 1970's and 1980's for its molybdenum and tungsten mineralization, and was tested with a significant amount of diamond drilling. Potential also exists at the Brett Zone to discover porphyry-style base-metal mineralization in a buried intrusive stock.

The technical disclosures in this news release were reviewed and approved by Doug Blanchflower, P.Geo., a Qualified Person, as defined by National Instrument 43-101.

Pacific Bay Minerals Ltd.
Per/
David H. Brett, MBA, President & CEO