BC FORM 51-102F3

MATERIAL CHANGE REPORT

REPORTING ISSUER
Pacific Bay Minerals Ltd.
120 – 601 West Cordova Street
Vancouver, BC V6B 1G1

DATE OF MATERIAL CHANGE
June 28, 2018

Press Release
A press release announcing the following material change was released on June 28, 2018 in Vancouver, BC through the facilities of Newsfile and Stockwatch pursuant to 85(1) of the BC Securities Act.

Summary of Material Change
The Issuer reports that shareholder's passed all resolutions put before the Company's Annual & Special General Meeting held June 21, 2018 in Vancouver. 29.69% of the outstanding shares were voted at the meeting by proxy and in person.

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 June, 2018 in Vancouver, BC Canada

PACIFIC BAY MINERALS LTD.

"David Brett"

David Brett,
President & CEO

Pacific Bay Minerals Ltd.
120 – 601 W. Cordova Street
Vancouver, BC, V6B 1G1
Phone: 604-682-2421

Pacific Bay Shareholders Pass All Resolutions at ASGM

For Immediate Release. Vancouver, British Columbia, June 28, 2018. David H. Brett, President and CEO, Pacific Bay Minerals Ltd. (TSX Venture: PBM, "Pacific Bay" or the "Company") reports that shareholder's passed all resolutions put before the Company's Annual & Special General Meeting held June 21, 2018 in Vancouver. 29.69% of the outstanding shares were voted at the meeting by proxy and in person. Management's slate of three directors were elected: David Brett (96.23% in favour), Joel Tarrida (96.61% in favour), and Guilford Brett (96.20% in favour). Shareholders also approved the Company's stock option plan (96.55% in favour), the continuance of Lancaster & David as the Company's auditors for the ensuing year (96.64% in favour), and a 5 for 1 share consolidation (96.56% in favour), with such consolidation to be effected at the discretion of management. Management currently intends to proceed with the consolidation as soon as possible.

Pacific Bay Minerals Ltd.
Per/

David H. Brett, MBA
President & CEO