

**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**

September 14, 2018

**Press Release**

A press release announcing the following material change was released on September 14, 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 it intends to proceed with a consolidation of its share capital on a 5:1 basis (the "Consolidation"). The Consolidation as approved by shareholders of the Company at its recently completed annual general meeting. Concurrently with the Consolidation, the Company plans to issue 6,088,588 post-Consolidation common shares in settlement of \$ 608,858 in debt at a deemed post-Consolidation price of \$0.10 per share (all prices in this release are on a post-Consolidation basis), and raise up to \$500,000 (the "Offering") through non-brokered private placements of 2 million flow-through units at \$0.15 (the "FT Units") per unit and 2 million non-flow through units at \$0.10 per unit (the "NFT Units"). The FT units will consist of one common share and one full warrant to purchase an additional NFT common share at \$0.25 per share for a period of one year. The NFT Units will consist of one common share and one full warrant to purchase an additional NFT common share at \$0.20 for a period of one year. All of the foregoing transactions are subject to the approval of the TSX Venture Exchange.

**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 14th day of September, 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 Financing, Shares for Debt, Share Consolidation

*For Immediate Release.* Vancouver, British Columbia, September 14, 2018. David H. Brett, President and CEO, Pacific Bay Minerals Ltd. (TSX Venture: PBM, “Pacific Bay” or the “Company”) reports that it intends to proceed with a consolidation of its share capital on a 5:1 basis (the “Consolidation”). The Consolidation as approved by shareholders of the Company at its recently completed annual general meeting. Concurrently with the Consolidation, the Company plans to issue 6,088,588 post-Consolidation common shares in settlement of \$ 608,858 in debt at a deemed post-Consolidation price of \$0.10 per share (all prices in this release are on a post-Consolidation basis), and raise up to \$500,000 (the “Offering”) through non-brokered private placements of 2 million flow-through units at \$0.15 (the “FT Units”) per unit and 2 million non-flow through units at \$0.10 per unit (the “NFT Units”). The FT units will consist of one common share and one full warrant to purchase an additional NFT common share at \$0.25 per share for a period of one year. The NFT Units will consist of one common share and one full warrant to purchase an additional NFT common share at \$0.20 for a period of one year. All of the foregoing transactions are subject to the approval of the TSX Venture Exchange.

The Company plans to pay finders fees on all or part of the Offering. Proceeds from the issuance of the FT Units will be used to explore the Company's Haskins-Reed Polymetallic Property near Cassiar in northern BC and its other BC mineral properties. Proceeds of the NFT Units will be used for general working capital purposes.

The Offering will be available to existing securityholders of the Company utilizing BC Instrument 45-534 *Exemption from Prospectus Requirements for Certain Trades to Existing Securityholders* and other provincial equivalents (collectively, the “Existing Security Holder Exemptions”). The Company will make the Offering available to all shareholders of the Company as of September 12<sup>th</sup>, 2018 (the “Record Date”) who are eligible to participate under the Existing Security Holder Exemptions and who have notified the Company of their intention to participate in the Offering. The Existing Security Holder Exemptions limit a shareholder to a maximum investment of \$15,000 unless the shareholder certifies in the subscription agreement that he or she has obtained advice regarding the suitability of the investment from a registered investment dealer or otherwise qualifies to rely on another private placement exemption.

In the subscription agreement, shareholders will be required to certify that, on or before the Record Date, they acquired and held, common shares of the Company. Each existing shareholder on the Record Date will be entitled to purchase FT Units and/or NFT Units which will be allocated by the Company on a first come, first served basis such that it is possible that a subscription received from a shareholder may not be accepted by the Company if the Offering is over subscribed. Any person who becomes a shareholder of the Company after the Record Date shall not be entitled to participate in the Offering under the Existing Security Holder Exemptions. There is no minimum size of the Offering.

Currently, a total of 36,811,824 common shares of the Company are issued and outstanding, and after the Consolidation the Company will have 7,362,364 issued and outstanding common shares. The Company expects that it will obtain a new CUSIP number for the Company's

shares, however the Company's current name and trading symbol will remain unchanged. The Company will provide further information regarding the effective date of the Consolidation in the near future.

Pacific Bay Minerals Ltd.

Per/

David H. Brett, MBA

President & CEO

*Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.*