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
November 30, 2020

Press Release
A press release announcing the following material change was released on November 30, 2020 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 General Meeting held November 27th, 2020, in Vancouver, including the election of new director Antonio Vespa, the Company's current VP of Operations.

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 30th day of November, 2020 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 AGM Including Election of New Director

For Immediate Release. Vancouver, British Columbia, November 30, 2020. 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 General Meeting held November 27th, 2020, in Vancouver, including the election of new director Antonio Vespa, the Company’s current VP of Operations. 39.83% of the outstanding shares were voted at the meeting by proxy and in person. Management’s slate of five directors were elected each with 99.89% in favour: David Brett, Frank Moyle, Guilford Brett, Bill Smith and Antonio Vespa. Shareholders also approved the Company’s stock option plan (99.89% in favour), and the continuance of Lancaster & David as the Company’s auditors for the ensuing year (99.89% in favour).

“We are thrilled to welcome Antonio Vespa to the board of Pacific Bay,” said Pacific bay President & CEO David Brett. “Mr. Vespa has been VP Operations of the Company since September 24 and brings more than 10 years of diverse engineering, construction, and project management experience in the resource industry to the Company.”

Pacific Bay Minerals Ltd.
Per/

David H. Brett, MBA
President & CEO