

BC FORM 51-102F3

MATERIAL CHANGE REPORT

REPORTING ISSUER

Pacific Bay Minerals Ltd.
1507 - 1030 West Georgia Street
Vancouver, BC V6E 2Y3

DATE OF MATERIAL CHANGE

May 13, 2024

Press Release

A press release announcing the following material change was released on May 13, 2024 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 the closing of a first tranche ("**Tranche 1**") of its non-brokered private placement (the "**Financing**"), previously announced on March 18, 2024 and March 26, 2024, issuing a total of 2,600,000 units (the "**Hard Units**") at \$0.05 per Hard Unit, and 1,178,144 flow-through units (the "**Flow-Through Units**") at \$0.07 per Flow-Through Unit, for aggregate total gross proceeds of \$212,470.

The Company also announces it has received approval from the TSXV Venture Exchange ("**TSXV**") for an extension to close the Financing on, or before, June 8, 2024, and closing remains subject to certain conditions including, but not limited to, the receipt of all necessary regulatory approvals (including final approval of the TSXV).

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

Reagan Glazier
(604) 682-2421

DATED this 13th day of May, 2024 in Vancouver, BC Canada

PACIFIC BAY MINERALS LTD.

"Reagan Glazier"

Reagan Glazier,
President & CEO



Pacific Bay Announces Closing of First Tranche of Private Placement

For Immediate Release. Vancouver, British Columbia, May 13, 2024. Pacific Bay Minerals Ltd. (TSX Venture: PBM, "**Pacific Bay**" or, the "**Company**") is pleased to announce the closing of a first tranche ("**Tranche 1**") of its non-brokered private placement (the "**Financing**"), previously announced on March 18, 2024 and March 26, 2024, issuing a total of 2,600,000 units (the "**Hard Units**") at \$0.05 per Hard Unit, and 1,178,144 flow-through units (the "**Flow-Through Units**") at \$0.07 per Flow-Through Unit, for aggregate total gross proceeds of \$212,470.

Each Hard Unit, consists of one common share and one common share purchase warrant (each, a "**Warrant**"), and each Flow-Through Unit consists of one flow-through common share (within the meaning of the *Income Tax Act* (Canada) (the "**Tax Act**")) and one Warrant issued on a non-flow-through basis. Each Warrant is exercisable into one additional common share in the capital of the Company at an exercise price of \$0.08 for a period of twenty-four (24) months from the date of issuance.

The Company also announces it has received approval from the TSXV Venture Exchange ("**TSXV**") for an extension to close the Financing on, or before, June 8, 2024, and closing remains subject to certain conditions including, but not limited to, the receipt of all necessary regulatory approvals (including final approval of the TSXV).

Proceeds of the Financing will be used to explore the company's portfolio of critical mineral exploration projects in British Columbia, Canada and for working capital and general corporate purposes. The aggregate gross proceeds raised from the Flow-through units will be used before 2025 for expenditures that will qualify as "critical mineral flow through mining expenditures" within the meaning of the Tax Act.

Certain insiders of the Company acquired a total of 714,286 Flow-Through Units and 500,000 Hard Units in Tranche 1 of the Financing. Any such participation would be considered a "related party transaction" as defined under Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). The Company did not file a material change report more than 21 days prior to the Closing as the details of the insider participation were not settled until shortly prior to the date hereof, and the Company determined it was in the best interests of the Company to proceed with Closing on an expedited basis. The Company is relying on exemptions from the formal valuation and minority shareholder approval requirements available under MI 61-101. The Financing and acquisition of Flow-Through Units and Hard Units by insiders are exempt from the formal valuation and minority shareholder approval requirements under MI 61-101, as the gross proceeds received by the Company do not exceed 25% of the Company's market capitalization.

In accordance with the policies of the TSXV, the Company paid finders' fees to a certain arm's length person in connection with the closing of Tranche 1, consisting of a cash fee of \$700, and 10,000 non-transferable finder's warrants (the "**Finder's Warrants**"), representing 7% of the aggregate proceeds raised from the sale of Flow-Through Units to subscribers introduced to the Company by such person, and 7% of the aggregate Flow-Through Units subscribed for from subscribers introduced to the Company by such person, respectively. Each Finder's Warrant is

exercisable by the holder for one common share in the capital of the Company at an exercise price of \$0.08 for a period of twenty-four (24) months from the date of issuance.

In accordance with applicable Canadian securities laws, all securities issued pursuant to the Financing are subject to a four (4) month hold period.

About Pacific Bay Minerals Limited

Pacific Bay Minerals is a Canadian mineral exploration company engaged in the acquisition, exploration, and development of mining projects. Pacific Bay Minerals is focused on its 100% owned properties located in British Columbia: Sphinx Mountain Rare Earth Project near Dease Lake in northern BC and the Haskins Reed Polymetallic Project near Cassiar BC.

Pacific Bay Minerals Ltd.
Per/

Reagan Glazier, President and CEO
reagan@pacificbayminerals.com
(604) 682-2421

pacificbayminerals.com / [Twitter](#) / [LinkedIn](#)

This News Release contains forward-looking statements, which relate to future events. In some cases, you can identify forward-looking statements by terminology such as “will”, “may”, “should”, “expects”, “plans”, or “anticipates” or the negative of these terms or other comparable terminology. All statements included herein, other than statements of historical fact, are forward looking statements, including but not limited to the Company’s expectations regarding, the closing date of the Financing, the use of proceeds of the Financing and other matters. These statements are only predictions and involve known and unknown risks, uncertainties and other factors that may cause the Company’s actual results, level of activity, performance, or achievements to be materially different from any future results, levels of activity, performance, or achievements expressed or implied by these forward-looking-statements. While these forward-looking statements, and any assumptions upon which they are based, are made in good faith, and reflect the Company’s current judgment regarding the direction of its business, actual results will may vary, sometimes materially, from any estimates, predictions, projections, assumptions, or other future performance suggestions herein. Except as required by applicable law, the Company does not intend to update any forward-looking statements to conform these statements to actual results.

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.