

Form 51-102F3
MATERIAL CHANGE REPORT

1. Name and Address of Company

Pistol Bay Mining Inc.
Suite 430-609 Granville Street
Vancouver, British Columbia V7Y 1G5

2. Date of Material Change

January 2, 2013

3. Press Release

The Press Release dated January 2, 2013 was disseminated via Market News Publishing and Canada Stockwatch.

4. Summary of Material Change

The Company announced the grant of incentive stock options to its directors, officers, consultants, and employees to purchase in the total of 600,000 common shares in the capital stock of the company, subject to regulatory approval, exercisable for a period of five years, at a price of \$0.10 per share.

5. Full Description of Material Change

See attached press release dated January 2, 2013

6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102

Not Applicable

7. Omitted Information

Not Applicable

8. Executive Officer

Charles Desjardins, President

(604) 683-5445

9. Date of Report

January 4, 2013

Schedule "A"
Pistol Bay Mining Grants Options

January 2, 2013: Pistol Bay Mining Inc. (TSX-V symbol: PST) reports that pursuant to its stock option plan, the Company has granted incentive stock options to its directors, officers, consultants, and employees to purchase in the total of 600,000 common shares in the capital stock of the company, subject to regulatory approval, exercisable for a period of five years, at a price of \$0.10 per share.

About Pistol Bay Mining Inc. (TSX-V symbol: PST) is a diversified Junior Canadian Mineral Exploration Company with a focus on precious and base metal properties in North America.

For additional information please contact Charles Desjardins at Pistol Bay Mining Inc. or visit www.pistolbaymining.com.

On Behalf of the Board of Directors
PISTOL BAY MINING INC.

"Charles Desjardins"

Charles Desjardins,
President and Director

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Cautionary note:

This report contains forward looking statements. Resource estimates, unless specifically noted, are considered speculative. Any and all other resource or reserve estimates are historical in nature, and should not be relied upon. By their nature, forward looking statements involve risk and uncertainties because they relate to events and depend on factors that will or may occur in the future. Actual results may vary depending upon exploration activities, industry production, commodity demand and pricing, currency exchange rates, and, but not limited to, general economic factors. Cautionary Note to US investors: The U.S. Securities and Exchange Commission specifically prohibits the use of certain terms, such as "reserves" unless such figures are based upon actual production or formation tests and can be shown to be economically and legally producible under existing economic and operating conditions.