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 23, 2014

3. **Press Release**

   The Press Release dated January 23, 2015 was disseminated via Market News Publishing and Canada Stockwatch.

4. **Summary of Material Change**
   The Company announced that it has closed the non-brokered private placement announced on January 14th 2014; and the granting of incentive stock options.

5. **Full Description of Material Change**

   See attached press release dated January 23, 2014

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 24, 2014

Schedule "A"

January 23, 2014 – Pistol Bay Mining Inc. (TSX-V: PST) ("the Company") is pleased to announce that it has closed the non-brokered private placement announced on January 14th 2014.

A total of 4,000,200 units will be issued as non flow-through units at a price of $0.06 per unit for total proceeds of $240,012. Each unit will consist of one common share and one share purchase warrant. Each warrant will entitle the holder to purchase one additional common share of the Company at a price of $0.10 per share for 18 months from the date of closing.

Shares, warrants and any shares issued upon exercise of the warrants are subject to a hold period of four months expiring May 24th 2014. The proceeds of the private placement will be used for general working capital.

The following insiders participated in the private placement: Doug McFaul, 180,500 units and Dave John Ramesh Bissoondatt 50,000 units.

Finders' fees: Leede Financial Markets Inc. - $2,800.20 cash and 46,670 Broker warrants, Global Securities Corp. - $4,431 cash and 73,850 Broker Warrants and Canaccord Genuity Corp. - $4,800 cash and 80,000 Broker warrants. Each Broker Warrant is convertible into units of the Company at an exercise price of $0.06 until expiration on July 24th 2015. Each unit comprises one share and one warrant exercisable at $0.10 per share for 18 months from the date of closing.

The Company further announces 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 650,000 common shares in the capital stock of the company, subject to regulatory approval, exercisable for a period of five years, at a price of $0.105 per share.

About Pistol Bay Mining Inc. (TSX-V symbol: PST) is a diversified Junior Canadian Mineral Exploration Company with a focus on graphite, 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

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.