

51-102F3 Material Change Report

1. Name and Address of Company

King's Bay Gold Corporation
#1450 – 789 West Pender Street
Vancouver, BC V6C 1H2

2. Date of Material Change

February 29, 2016

3. New Release

Pursuant to section 7.1 of National Instrument 51-102, the news release was disseminated by FSC Wire on February 29, 2016.

4. Summary of Material Changes

King's Bay announces change of auditor.

5. Full Description of Material Changes

Please see attached.

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

Not Applicable

7. Omitted Information

Not Applicable

8. Executive Officers

Dusan Berka, President
Telephone: 604.681.1568

9. Date of Report

February 29, 2016.

KING'S BAY GOLD CORPORATION

1450 – 789 West Pender Street
Vancouver, BC V6C 1H2

King's Bay Gold Corporation Announces Change of Auditor

February 29, 2016 - **Kings Bay Gold Corporation** (TSXv: KBG) ("King's Bay" or the "Company") announces that it has changed its auditors from Magnus Chartered Accountants (the "Former Auditors") to MNP LLP (the "Successor Auditors") effective February 29, 2016.

At the request of the Company, the Former Auditors resigned as auditors of the Company effective February 29, 2016. The Board of Directors of the Company on the recommendation of management has appointed the Successor Auditors as the Company's auditors in place of the Former Auditors effective February 29, 2016.

There were no reservations in the Former Auditors' reports for the two most recently completed fiscal years or for any period subsequent to the most recently completed period for which an audit report was issued and preceding the date of the Former Auditors' resignation. There are no reportable events between the Company and the Former Auditors.

The Notice of Change of Auditors, together with the letter from the Former Auditors and the letter from the Successor Auditors, has been reviewed by the Company's Board of Directors and has been posted on SEDAR.

ON BEHALF OF THE BOARD OF DIRECTORS

King's Bay Gold Corporation

"Dusan Berka"

Dusan Berka

Director, President

Tel: (604) 681-1568

This news release includes certain forward-looking statements concerning the future performance of King's Bay Gold Corporation's business, its operations and its financial performance and condition, as well as management's objectives, strategies, beliefs and intentions. The Company does not intend, and does not assume any obligation, to update these forward-looking statements. Forward-looking statements are frequently identified by such words as "may", "plan", "expect", "anticipate", "estimate", "intend" and similar words referring to future events and results. These forward-looking statements represent management's best judgment based on current facts and assumptions that management considers reasonable. The Company makes no representation that reasonable business people in possession of the same information would reach the same conclusions. All forward-looking information is inherently uncertain and subject to a variety of assumptions, risks and uncertainties, including the speculative nature of mineral exploration and development, fluctuating commodity prices, competitive risks and the availability of financing and as described in more detail in the Company's recent securities filings available at www.sedar.com. Actual events or results may differ materially from those projected in the forward looking statements and readers are cautioned against placing undue reliance thereon.

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