

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Bayhorse Silver Inc.
(the "Company")
#410, 744 West Hastings Street
Vancouver, BC V6C 1A5

Item 2. Date of Material Change

January 23, 2014

Item 3. News Release

A news release was issued on January 23, 2014 and disseminated through the facilities of Stockwatch and Market News.

Item 4. Summary of Material Change

The Company announced that it has closed a non-brokered private placement of 3,000,000 Units at \$0.10 per Unit for gross proceeds of \$300,000. Each Unit consists of one common share and one transferable common share purchase warrant, with each warrant exercisable into one common share of the Company at an exercise price \$0.20, exercisable for a period of 30 months from the date of issuance.

Item 5.1 Full Description of Material Change

See attached Schedule "A".

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

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

This Report is not being filed on a confidential basis.

Item 7. Omitted Information

None.

Item 8. Executive Officer

Graeme O'Neill, President 604.684.3394

Item 9. Date of Report

January 23, 2014

SCHEDULE "A"

JANUARY 23, 2014

BHS2014-03

BAYHORSE SILVER ANNOUNCES CLOSE OF NON-BROKERED PRIVATE PLACEMENT

Bayhorse Silver Inc. (the "**Company**" or "**Bayhorse**") announces that, subject to TSX-V approval, it has closed its previously announced non-brokered private placement of 3,000,000 Units at \$0.10 per Unit for gross proceeds of \$300,000.

Each Unit consists of one (1) common share and one (1) transferable common share purchase warrant, with each warrant exercisable into one (1) common share of the Company at an exercise price of \$0.20, exercisable for a period of 30 months from the date of issuance, being January 23, 2014.

The funds raised will be used for the Bayhorse silver project, New Zealand Gold Projects, costs associated with the Spinco by way of plan of arrangement, that was approved by shareholders at the Company's recent Annual and Special General Meeting, as well as general and administrative costs.

A finder's fee was paid on a portion of the private placement, being \$10,500 cash and 105,000 agent's warrants, with each warrant being exercisable into one common share at an exercise price of \$0.20 per share, exercisable for a period of 30 months from the date of issuance, being January 23, 2014.

Mr. Graeme O'Neill, a director and officer of the Company subscribed for 1,000,000 Units of the placement and upon completion of the placement holds 2,607,212 common shares, representing 13.6% of the Company's issued and outstanding shares. The price of the units was determined in accordance with the policies of the TSX Venture Exchange. The acquisition of units by insiders under the private placement was exempt from the formal valuation and minority approval requirements of Multilateral Instrument 61-101 pursuant to sections 5.5(a) and 5.7(a) of that instrument.

All securities issued under the private placement are subject to a four-month hold period which expires May 24, 2014.



BAYHORSE
SILVER INC.

Bayhorse Silver Inc. is a junior exploration company with a 100% interest in its three major high grade New Zealand gold prospects (Alexander River, Paparoa and Lyell), in the highly prolific West Coast South Island gold fields of New Zealand, where it offers investors the potential for a major gold discovery and is earning an 80% interest in its newly acquired historic Bayhorse Silver Mine that has the potential for a substantial silver discovery. The Company has an experienced management and technical team with extensive exploration expertise. This News Release has been prepared on behalf of the Bayhorse Silver Inc. Board of Directors, which accepts full responsibility for its contents.

ON BEHALF OF THE BOARD

"Graeme O'Neill"

President

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.

Caution Regarding Forward-Looking Statements – This news release contains certain forward-looking statements, including statements regarding the business and anticipated financial performance of the Company, including with respect to completion of the Plan of Arrangement and the anticipated results thereof. These statements are subject to a number of risks and uncertainties. Actual results may differ materially from results contemplated by the forward-looking statements. There is no guarantee that the Plan of Arrangement or the acquisition of a business by Spinco will be completed as proposed or at all. The Plan of Arrangement remains subject to approval by the Supreme Court of British Columbia and the TSX Venture Exchange. When relying on forward-looking statements to make decisions, investors and others should carefully consider the foregoing factors and other uncertainties and should not place undue reliance on such forward-looking statements. The Company does not undertake to update any forward looking statements, oral or written, made by itself or on its behalf except as required by law.

BHS: TSX-V

410-744 West Hastings St.
Vancouver, British Columbia,
Canada, V6C 1A5
Main. 604.684.3394
bayhorsesilver.com