Form 51–102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Bayhorse Silver Inc. ("**Bayhorse**" or the "**Company**")
4628 Rumble Street
Burnaby, British Columbia V5J 2A7

Item 2. Date of Material Change

April 29, 2026

Item 3. News Release

A news release announcing the material change referred to in this Material Change Report was disseminated by the Company on April 29, 2026 and filed under the Company's profile on www.sedarplus.ca on the same date.

Item 4. Summary of Material Change

On April 29, 2026, the Company closed its previously announced brokered "best efforts" private placement (the "**Offering**") for aggregate gross proceeds of $4,113,480, which includes proceeds from the partial exercise of the agent's option.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

On April 29, 2026, the Company closed the Offering for gross proceeds of $4,113,480, which includes proceeds from the partial exercise of the agent's option.

Pursuant to the Offering, the Company sold 58,764,000 units of the Company (each, a "**Unit**") at a price of $0.07 per Unit (the "**Offering Price**"). Red Cloud Securities Inc. ("**Red Cloud**") acted as sole agent and bookrunner in connection with the Offering.

Each Unit consists of one common share in the capital of the Company (each, a "**Common Share**") and one Common Share purchase warrant (each, a "**Warrant**"). Each Warrant entitles the holder thereof to purchase one Common Share (a **"Warrant Share**") at an exercise price of $0.10 per Warrant Share at any time on or before April 29, 2029.

In accordance with National Instrument 45-106 - *Prospectus Exemptions* ("**NI 45-106**"), the Units were issued to purchasers pursuant to the listed issuer financing exemption under Part 5A of NI 45-106, as amended by Coordinated Blanket Order 45-935 - *Exemptions from Certain Conditions of the Listed Issuer Financing Exemption* (the "**Listed Issuer Financing Exemption**"). The securities issuable from the sale of Units issued pursuant to the Listed Issuer Financing Exemption to purchasers resident in Canada are immediately freely tradeable in accordance with applicable Canadian securities legislation.

The Company intends to use the net proceeds of the Offering for the exploration and advancement of the Company's Bayhorse Silver Mine and adjacent Pegasus Porphyry Copper Project in Idaho, United States, as well as for general working capital and corporate purposes, as is more fully described in the offering document (the "**Offering Document**") dated April 14, 2026, which is accessible under the Company's profile at www.sedarplus.ca and on the Company's website at www.bayhorsesilver.com.

As consideration for their services under the Offering, Red Cloud received a cash fee of $234,123 and 3,344,610 non-transferable common share purchase warrants (the "**Broker Warrants**"). Each Broker Warrant is exercisable into one Common Share at the Offering Price at any time on or before April 29, 2029. The Broker Warrants and any Common Shares issuable upon any future exercise of the Broker Warrants will be subject to a hold period in Canada in accordance with applicable Canadian securities law, expiring on August 30, 2026.

Certain insiders of the Company subscribed for an aggregate of 1,083,000 Units for aggregate gross proceeds of $75,810 in the Offering. The Insiders' participation constitutes a "related party transaction" within the meaning of Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). The Company is relying on the exemption from the valuation requirements and minority shareholder approvals in MI 61-101 pursuant to subsections 5.5(a) and 5.7(1)(a) of MI 61-101, respectively, as the fair market value of the Insiders' participation in the Offering does not represent more than 25% of the Company's market capitalization, as determined in accordance with MI 61-101.

The securities referred to in this material change report have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or any U.S. state securities laws, and may not be offered or sold to, or for the account or benefit of, persons in the United States or U.S. persons, absent registration under the U.S. Securities Act and all applicable U.S. state securities laws or in compliance with an exemption therefrom. This material change report does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

Related Party Disclosure

The following supplementary information is provided in accordance with Section 5.2 of MI 61-101.

(a) a description of the transaction and its material terms:

See item 5 above.

(b) the purpose and business reasons for the transaction:

See item 5 above.

(c) the anticipated effect of the transaction on the issuer's business and affairs:

See item 5 above.

(d) a description of:

(i) the interest in the transaction of every interested party and of the related parties and associated entities of the interested parties:

Prior to the completion of the Offering, Chris Doulis, the President of the Company, held 2,050,000 Common Shares and 950,000 Warrants. Chris Doulis acquired 600,000 Units in the Offering. After completion of the Offering, Chris Doulis beneficially owned or controlled 2,650,000 Common Shares and 1,550,000 Warrants, representing approximately 0.63% of the Company on an undiluted basis and 1.00% of the Company on a partially diluted basis.

Prior to the completion of the Offering, Rick Low, the Chief Financial Officer of the Company, held 6,757,700 Common Shares and 5,475,000 Warrants. Rick Low acquired 358,000 Units in the Offering. After completion of the Offering, Rick Low beneficially owned or controlled 7,115,700 Common Shares and 5,833,000 Warrants, representing approximately 1.70% of the Company on an undiluted basis and 3.06% of the Company on a partially diluted basis.

(ii) the anticipated effect of the transaction on the percentage of securities of the issuer, or of an affiliated entity of the issuer, beneficially owned or controlled by each person or company referred to in subparagraph (i) for which there would be a material change in that percentage:

See item (d)(1) above.

(e) unless this information will be included in another disclosure document for the transaction, a discussion of the review and approval process adopted by the board of directors and the special committee, if any, of the issuer for the transaction, including a discussion of any materially contrary view or abstention by a director and any material disagreement between the board and the special committee:

Resolution passed by the board of directors of the Company on April 13, 2026 and April 27, 2026. No special committee was established in connection with the transaction.

(f) a summary in accordance with section 6.5 of MI 61-101, of the formal valuation, if any, obtained for the transaction, unless the formal valuation is included in its entirety in the material change report or will be included in its entirety in another disclosure document for the transaction:

Not applicable.

(g) disclosure, in accordance with section 6.8 of MI 61-101, of every prior valuation in respect of the issuer that relates to the subject matter of or is otherwise relevant to the transaction:

i. that has been made in the 24 months before the date of the material change report:

Not applicable.

ii. the existence of which is known, after reasonable enquiry, to the issuer or to any director or senior officer of the issuer:

Not applicable.

(h) the general nature and material terms of any agreement entered into by the issuer, or a related party of the issuer, with an interested party or a joint actor with an interested party, in connection with the transaction:

Other than subscription questionnaires provided by Chris Doulis and Rick Low, the Company did not enter into any agreement with an interested party or a joint actor with an interested party in connection with the Offering. To the Company's knowledge, no related party to the Company entered into any agreement with an interested party or a joint actor with an interested party, in connection with the Offering.

(i) disclosure of the formal valuation and minority approval exemptions, if any, on which the issuer is relying under sections 5.5 and 5.7 of MI 61-101, respectively, and the facts supporting reliance on the exemptions:

The participation of each of Chris Doulis and Rick Low in the Offering constitutes a related party transaction under MI 61-101. The Company is relying on the exemptions from the valuation requirement and the minority approval requirement set out in subsections 5.5(a) *Fair Market Value Not More than 25% of Market Capitalization* and 5.7(1)(a) *Fair Market Value not More than 25% of Market Capitalization*, of MI 61-101, respectively.

The Company did not file a material change report in respect of the related party transaction at least 21 days before the closing of the Offering, which the Company deems reasonable in the circumstances so as to be able to avail itself of the proceeds of the Offering and complete the Offering in an expeditious manner.

The Company will send a copy of this material change report to any security holder of the Company upon request and without charge.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officers

The following senior officer of the Company is knowledgeable about the material change and this Material Change Report and may be contacted:

Graeme O'Neill
Chief Executive Officer
Toll Free: 866-399-6539, Office: 604-684-3394

Item 9. Date of Report

DATED at Burnaby, BC, this __6th__ day of May, 2026