

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Fortune Bay Corp.
1969 Upper Water Street
Suite 2001, Purdy's Wharf, Tower II
Halifax, Nova Scotia B3J 3R7

Item 2. Date of Material Change

December 2, 2021

Item 3. News Releases

A press release in the form of Schedule "A" attached hereto was disseminated on December 2, 2021 via CNW Group news service and subsequently filed on the System for Electronic Document Analysis and Retrieval (www.sedar.com)

Item 4. Summary of Material Change

Fortune Bay Corp. (TSXV:FOR, Frankfurt: 5QN) ("Fortune Bay" or the "Company") closed its previously announced non-brokered private placement (the "Offering") for aggregate gross proceeds of \$6,863,700. The Company issued 4,669,231 units and 4,972,338 flow through shares. Each unit was issued at a price of \$0.65 and the flow through shares were issued at a price of \$0.77 per share.

The Company intends to use the proceeds of the Offering to fund exploration and project development at Fortune Bay's Saskatchewan projects, and for general operating costs.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

See Schedule "A" attached.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

The report is not being filed on a confidential basis.

Item 7. Omitted Information

No significant facts have been omitted from this report.

Item 8. Executive Officer

The following officer of the Company may be contacted for further information:

Dale Verran

Chief Executive Officer

T: 902-334-1919

E: info@fortunebay.com

Item 9. Date of Report

This report is dated this 3rd day of December, 2021.

SCHEDULE "A"

TSV: FOR
fortunebaycorp.com

NEWS RELEASE



FORTUNE BAY ANNOUNCES CLOSING OF \$6,863,700 NON-BROKERED PRIVATE PLACEMENT

HALIFAX, NS December 2, 2021 – Fortune Bay Corp. (TSXV:FOR, Frankfurt: 5QN) ("Fortune Bay" or the "Company") is pleased to announce that it has closed its previously announced non-brokered private placement (the "Offering") for aggregate gross proceeds of \$6,863,700. The Company issued 4,669,231 units and 4,972,338 flow through shares. Each unit was issued at a price of \$0.65 per unit, with each unit comprised of one common share and one-half common share purchase warrant. Each whole warrant will be exercisable into one common share of the Company at an exercise price of \$0.85 per share for a period of two years. The flow through shares were issued at a price of \$0.77 per share.

Finder's fees of \$480,459 are payable in cash. In addition, a total of 674,909 non-transferable finder's warrants are issuable (the "Finder's Warrants"), with 326,846 Finder's Warrant having an exercise price of \$0.65 per share and 348,064 Finder's Warrant having an exercise price of \$0.77 per share. Each Finder's Warrant entitles a finder to purchase one common share at the applicable exercise price for two years from the date of issue, expiring on December 2, 2023.

The Company intends to use the proceeds of the Offering to fund exploration and project development at Fortune Bay's Saskatchewan projects, and for general operating costs.

Directors and officers of the Company subscribed for an aggregate of 30,770 units and 32,468 flow through shares. The participation of an insider in the Offering constitutes a "related party transaction", as such terms are defined by Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). The Company is relying on an exemption from the formal valuation requirements of MI 61-101 available on the basis of the securities of the Company not being listed on specified markets. The Company is also relying on the exemption from minority shareholder approval requirements under MI 61-101 as the fair market value of the participation in the Offering by the Insiders does not exceed 25% of the market capitalization of the Company.

All securities issued pursuant to the Offering will be subject to a statutory four-month hold period in accordance with Canadian securities legislation.

About Fortune Bay

Fortune Bay Corp. (TSXV:FOR, Frankfurt: 5QN) is an exploration and development company with 100% ownership in two advanced gold exploration projects in Canada, Saskatchewan (Goldfields Project) and Mexico, Chiapas (Ixhuatán Project), both with exploration and development potential. The Company is also advancing the 100% owned Strike and Goldfields West uranium exploration projects, located near the Goldfields Project, which have high-grade potential typical of the Athabasca Basin. The Company has a goal of building a mid-tier exploration and development Company through the advancement of its existing projects and the strategic acquisition of new projects to create a pipeline of growth opportunities. The Company's corporate strategy is driven by a Board and Management team with a proven track record of discovery, project development and value creation. Further information on Fortune Bay and its assets can be found on the Company's website at www.fortunebaycorp.com or by contacting us as info@fortunebaycorp.com or by telephone at 902-334-1919.

On behalf of Fortune Bay Corp.

Dale Verran
Chief Executive Officer
902-334-1919

Cautionary Statement Regarding Forward-Looking Information

Information set forth in this news release contains forward-looking statements that are based on assumptions as of the date of this news release. These statements reflect management's current estimates, beliefs, intentions and expectations. They are not guarantees of future performance. Fortune Bay Corp. ("Fortune Bay" or the "Company") cautions that all forward-looking statements are inherently uncertain, and that actual performance may be affected by a number of material factors, many of which are beyond Fortune Bay's control. Such factors include, among other things: risks and uncertainties relating to metal prices, changes in planned work resulting from weather, logistical, technical or other factors, the possibility that results of work will not fulfill expectations and realize the perceived potential of Fortune Bay's mineral properties, uncertainties involved in the interpretation of drilling results and other tests, the possibility that required permits may not be obtained in a timely manner or at all, risk of accidents, equipment breakdowns or other unanticipated difficulties or interruptions, the possibility of cost overruns or unanticipated expenses in work programs, the risk of environmental contamination or damage resulting from the exploration operations, the need to comply with environmental and governmental regulations and the lack of availability of necessary capital, which may not be available to Fortune Bay, acceptable to it or at all. Fortune Bay is subject to the specific risks inherent in the mining business as well as general economic and business conditions. Accordingly, actual and future events, conditions and results may differ materially from the estimates, beliefs, intentions and expectations expressed or implied in the forward-looking information. Except as required under applicable securities legislation, Fortune Bay undertakes no obligation to publicly update or revise forward-looking information. Fortune Bay does not intend, and does not assume any

obligation, to update these forward-looking statements, except as required under applicable securities legislation. For more information on Fortune Bay, readers should refer to Fortune Bay's website at www.fortunebaycorp.com.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.