FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1. NAME AND ADDRESS OF COMPANY

Bay Talent Group Inc. (the "Company" or “BTG”)
333 Bay Street, Suite 1700
Toronto, Ontario, M5H 2R2

ITEM 2. DATE OF MATERIAL CHANGE

April 5, 2020

ITEM 3. NEWS RELEASE

Issued prior to market open on April 6, 2020 and distributed through the facilities of Newsfile Corp. The news release was filed on the Company’s SEDAR profile after public dissemination.

ITEM 4. SUMMARY OF MATERIAL CHANGE

BTG announces management changes including the Company Board of Directors’ acceptance of the resignation of Allan Hartley as CEO and Director of the Company, and the appointment of Simon Dealy as CEO and his concurrent resignation as President and CFO of BTG. The Company also announces the appointment of Dan Teguh as VP, Finance and Eric Loree as Chief Legal Officer, and the resignation of Steven Wang as officer and director of BTG subsidiaries.

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

The Company announces that its Board of Directors has accepted the resignation of Mr. Allan Hartley as Chief Executive Officer and a Director of the Company, effective immediately. The Company also announces the resignation of Steven Wang as officer and director of BTG’s subsidiaries, Provision IT Resources Ltd. and PTC Accounting and Finance Inc., effective immediately. Both Mr. Hartley and Mr. Wang played significant roles in the formation and growth of the Company. BTG is grateful for their contributions and wish them well in their future endeavors.

The Company announces the appointment of Mr. Simon Dealy, CPA, MBA, as Chief Executive Officer, effective immediately. Mr. Dealy has more than 25 years experience in operations, finance, strategic planning, acquisition, and business development. Mr. Dealy is co-founder of BTG and has served as BTG’s President since January 1, 2018 and Chief Financial Officer since January 1, 2019, and has, during these periods, and among other things, overseen the acquisition and integration of BTG’s material subsidiaries. Mr. Dealy holds a Master of Business Administration degree from Suffolk University and is a Certified Public Accountant.

The Company also announces the addition of Dan Teguh as Vice President, Finance. Prior to joining BTG, Mr. Teguh was Director of Corporate Development at a leading North American healthcare consolidator where he was responsible for acquisitions and transaction execution. Prior to this, Mr. Teguh held progressively senior roles at a publicly traded insurance holding company covering all aspects of capital management including mergers and acquisitions, planning, operations, financial reporting, and investor relations. Mr. Teguh began his career at Ernst & Young LLP. He is a Chartered Professional Accountant and holds a Bachelor of Commerce degree from Queen's University.

The Company also announces that Eric Loree has been named Chief Legal Officer. Mr. Loree joined BTG in December 2018 as Corporate Secretary. Prior to BTG, Mr. Loree worked in the Listed Issuer Services department at the TSX Venture Exchange where he was a member of the Exchange's Executive Listing and Policy Committees. He also previously acted as legal counsel to a major telecommunications company and practiced in the Corporate Finance and Securities Law department of a national law firm based in Toronto. Mr. Loree holds a Bachelor of Business Administration degree from Wilfrid Laurier University and a Bachelor of Laws degree from Queen's University.

Mr. Dealy, Chief Executive Officer of BTG was quoted "While COVID19 creates general uncertainty for business and the market, BTG is taking bold steps to realize on our strategic plans. We continue to move forward on our acquisition pipeline as we build towards an ever more digitized operating environment. The Canadian job market may be reduced during the next quarter however our Company's management is now strengthened, has a demonstrated track record in the HR industry and is looking to lead to a technology-based future driven by industry leading advisors."

ITEM 5.2 DISCLOSURE FOR RESTRUCTING TRANSACTION

Not applicable.

ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

Not applicable.

ITEM 7. OMITTED INFORMATION

Not applicable.

ITEM 8. EXECUTIVE OFFICER

Contact: Simon Dealy, CEO
Telephone: (617) 264-9196

ITEM 9. DATE OF REPORT

April 13, 2020.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

The information provided in this material change report contains "forward-looking statements" or "forward-looking information" (collectively referred to hereafter as "forward-looking statements") within the meaning of applicable Canadian securities legislation. All statements in this press release that address activities, events or developments that BTG expect or anticipate will, or may, occur in the future, including statements about BTG's business prospects, future trends, plans, strategies, including, in particular, BTG's acquisition strategy and the expected benefits thereof and objectives. In some cases, forward-looking statements are preceded by, followed by or include words such as "may", "will", "would", "could", "should", "believes", "estimates", "projects", "potential", "expects", "plans", "intends", "anticipates", "targeted", "continues", "forecasts", "designed", "goal", or the negative of those words or other similar or comparable words.

Forward-looking statements are not a guarantee of future performance and are based upon a number of, including, without limitation, assumptions about: future economic conditions (including the effect of the COVID-19 pandemic on national and international financial markets), competition; anticipated and unanticipated costs; the ability of BTG to obtain any necessary financing on acceptable terms; and the ability of the BTG to obtain qualified staff and services in a timely and cost-efficient manner.

Although management of BTG believes that the assumptions made and the expectations represented by such statements are reasonable, there can be no assurance that a forward-looking statement herein will prove to be accurate.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of BTG to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, risks relating to: the limited operating history of BTG, reliance upon key management, adverse changes in general economic conditions (including the continuation of the COVID-19 pandemic), the failure to identify eligible candidates, competition and low barriers to entry, litigation risk, cybersecurity risks, reputational damage, failure to access technology necessary to compete, failure to align cost structure with revenue, reliance on key customers, risk that BTG will be unable to meet its obligations under financial instruments, risks inherent to BTG's acquisition strategy, conflicts of interest, significant ownership and control by significant shareholders, requirement for additional financing, potential dilution from the exercise of convertible securities and the potential for activist shareholders, all as more particularly described in "Risk Factors" in the filing statement of BTG (then Danacore Industries Inc. dated as at November 26, 2019 filed under the Company's profile on www.SEDAR.com). Although BTG has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause results not to be as anticipated, estimated or intended. All forward-looking statements made in this press release are qualified by such cautionary statements. BTG undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable law.