

**FORM 51-102F3
MATERIAL CHANGE REPORT**

1. Name and Address of Company:

Bayshore Petroleum Corp. ("**Bayshore**" or the "**Corporation**")
14-3515 27 Street N.E.
Calgary, Alberta
T1Y 5E4

2. Date of Material Change:

October 16, 2017

3. News Release:

Two news releases disclosing the nature and substance of the material change were issued by the Corporation on October 6 and October 16, 2017 through the news wire services of Marketwire.

4. Summary of Material Change:

On October 6, 2017, Bayshore announced the resignation of a director (Cheng) and the intention to replace said director, and on October 16, 2017, the Company announced the appointment of a replacement director (Chan), as fully described in the news release.

5. Full Description of Material Change:

Attached to this material change report is the Bayshore press releases dated October 6 and October 16, 2017.

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

Not applicable.

7. Omitted Information:

Not applicable.

8. Executive Officer:

Inquiries in respect of the material change referred to herein may be made to:

Peter Ho, President and Chief Executive Officer - (403) 265-8820

9. Date of Report:

October 20, 2017

PRESS RELEASE

**BAYSHORE PETROLEUM CORP ANNOUNCES
RESIGNATION OF DIRECTOR**

/NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE
UNITED STATES/

CALGARY, October 6, 2017 – Bayshore Petroleum Corp. (“Bayshore” or the “Company”) (BSH/TSX Venture Exchange) announces the resignation of director C.F. Cheng effective immediately. Mr. Cheng leaves the Company to focus on his other business interests, and Bayshore thanks him for his tremendous support and many years of service. The Company wishes him the best in his future endeavors. Bayshore anticipates replacing Mr. Cheng soon in connection with an anticipated financing.

On behalf of the Board of Directors

BAYSHORE PETROLEUM CORP.
"Peter Ho"
Chairman and CEO

Bayshore Head Office:
PHONE +1403 265 8820
ccc@bayshorepetroleum.com
14 – 3515 27th Street N.E.
Calgary, Alberta, T1Y 5E4, Canada

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities of the Company in the United States. The Company's securities 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 state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

Cautionary Statements

Statements in this press release may contain forward-looking information including expectations of future production, operating costs, commodity prices, administrative costs, commodity price risk management activity, acquisitions and dispositions, capital spending, access to credit facilities, income taxes, regulatory changes, and other components of cash flow and earnings. This press release may also contain forward-looking or subjective information regarding technology, processes, and the oil and gas industry. The reader is cautioned that assumptions used in the preparation of such information may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted, a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of the company. These risks include, but are not limited to, the risks associated with the mining and oil and gas industry, commodity prices and exchange rate changes. Industry related risks could include, but are not limited to, operational risks in exploration, development and production, delays or changes in plans, risks associated to the uncertainty of reserve estimates, technology and technology implementation, health and safety risks and the uncertainty of estimates and projections of production, costs and expenses. The reader is cautioned not to place undue reliance on this forward-looking information.

PRESS RELEASE

**BAYSHORE PETROLEUM CORP ANNOUNCES
APPOINTMENT OF DIRECTOR**

/NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES/

CALGARY, October 16, 2017 – Bayshore Petroleum Corp. (“Bayshore” or the “Company”) (BSH/TSX Venture Exchange) announces the appointment of a new director, Mr. Po Kwong (Ivan) Chan effective immediately. Mr. Chan is a businessman resident in Hong Kong and a director of several private companies located in Hong Kong and throughout Asia. This includes the Core Healthcare Investment Holdings Limited, Dutfield Consultants Ltd., and Morag Investments Limited. Mr. Chan brings decades of financial and strategic banking expertise to Bayshore, and the Company is pleased to have him as an independent director for the next phase of corporate development. Mr. Chan’s appointment is subject to TSX Venture Exchange approval, and will be confirmed by shareholders in an anticipated upcoming shareholder meeting.

On behalf of the Board of Directors

BAYSHORE PETROLEUM CORP.
"Peter Ho"
Chairman and CEO

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