

MATERIAL CHANGE REPORT

ITEM 1 Name and Address of Company:

Baylin Technologies Inc. (the “Company”)
4711 Yonge Street, Suite 500
Toronto, ON M2N 6K8

ITEM 2 Date of Material Change:

November 16, November 17 and November 20, 2017

ITEM 3 News Releases:

News releases disclosing the material change were issued by the Company on November 16, November 17 and November 20, 2017 by Marketwired (the “News Releases”).

Copies of the News Releases are attached hereto as Schedule “A”.

ITEM 4 Summary of Material Change:

On November 16, 2017 the Company announced that it had entered into an agreement with a syndicate of underwriters led by Raymond James Ltd. (collectively, the “Underwriters”) for a public equity offering, on a bought deal basis, of 6,382,979 common shares of the Company (each a “Common Share”) at a price of C\$2.35 per Common Share, for aggregate gross proceeds to the Company of C\$15,000,001 (the “Offering”).

On November 17, 2017 the Company announced that it had reached an agreement with the Underwriters to increase the size of the Offering to 7,340,426 Common Shares for aggregate gross proceeds to the Company of C\$17,250,001. The Company also granted the Underwriters an over-allotment option to purchase up to an additional 1,101,064 Common Shares, exercisable in whole or in part at any time for a period of 30 days following the closing of the Offering.

On November 20, 2017, the Company filed a prospectus supplement to the Company’s base shelf prospectus dated November 16, 2017. The Company anticipates certain of its directors and officers to purchase up to 2,806,966 Common Shares pursuant to the Offering. By virtue of such insider participation, the Offering would constitute a “related party transaction” under Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”). Because such insider participation will not exceed a certain threshold of the Company’s market capitalization, the Company is relying on exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101. The Offering is expected to close on or about November 28, 2017, subject to certain conditions.

ITEM 5 Full Description of Material Change:

Please see the News Releases attached hereto as Schedule “A”.

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

N/A

ITEM 7 Omitted Information:

N/A

ITEM 8 Executive Officer:

Further information regarding the matters described in this report may be obtained from Michael Wolfe, the Chief Financial Officer of the Company, who is knowledgeable about the details of the material changes described herein and may be contacted at 416.553.9832.

ITEM 9 Date of Report:

November 24, 2017.

SCHEDULE "A"

News Releases

(see attached)



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BAYLIN TECHNOLOGIES ANNOUNCES \$15 MILLION BOUGHT DEAL OFFERING OF COMMON SHARES

Toronto, CANADA, November 16, 2017 - Baylin Technologies Inc. (TSX: BYL) (the "Company" or "Baylin") is pleased to announce that it has entered into an agreement with Raymond James Ltd., on behalf of a syndicate of underwriters (collectively, the "Underwriters"), pursuant to which the Underwriters have agreed to purchase on a "bought deal" basis 6,382,979 common shares of the Company (the "Common Shares") at a price of C\$2.35 per Common Share (the "Offering Price") for aggregate gross proceeds to the Company of C\$15,000,001 (the "Offering").

The Company has agreed to grant the Underwriters an over-allotment option to purchase up to an additional 957,447 Common Shares at the Offering Price, exercisable in whole or in part at any time for a period ending 30 days from the closing of the Offering. In the event the over-allotment option is exercised in full, the aggregate gross proceeds of the Offering will be C\$17,250,001.

The Company will pay the Underwriters a cash fee equal to 6.0% of the aggregate gross proceeds of the Offering. The Company intends to use the net proceeds of the Offering for capital expenditures relating to its expansion into the Base Station Antenna market, for working capital and for general corporate purposes.

The Offering is being made pursuant to the Company's base shelf prospectus dated November 16, 2017 and the terms of the Offering will be described in a prospectus supplement to be filed with securities regulators in each of the provinces and territories of Canada. The Common Shares may also be offered in those jurisdictions outside of Canada which are agreed to by the Company and the Underwriters, where the Common Shares can be issued on a private placement basis, exempt from any prospectus, registration or other similar requirements.

The Offering is expected to close on or about November 28, 2017 and is subject to certain conditions including, but not limited to, the receipt of all necessary approvals, including the approval of the Toronto Stock Exchange.

The 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 U.S. state securities laws, and may not be offered or sold in the United States without registration under the U.S. Securities Act and all applicable state securities laws or compliance with the requirements of an applicable exemption therefrom. This press release shall not constitute an offer to sell or the solicitation of an offer to buy securities in the United States, nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

About Baylin

Baylin is a leading global technology company with over 39 years of experience in designing, producing and supplying innovative antennas. We strive to meet our customers' needs by being their trusted partner from initial design to production with an extensive portfolio of custom engineered solutions and leading edge off-the-shelf antenna products.

For further information contact:

Investor Relations:

Kelly Myles, Marketing and Communications Manager

Baylin Technologies Inc.
kelly.myles@baylintech.com

Forward-looking Information Cautionary Statement

Statements in this press release contain forward-looking information including, without limitation, the approval of the Toronto Stock Exchange, the timing and completion of the Offering and the anticipated use of proceeds by Baylin. The completion and timing of the Offering is based on a number of assumptions, including, that all approvals for the Offering will be received, no material adverse change will occur in Baylin's operations nor will any events occur that would trigger termination rights under the underwriting agreement with the Underwriters. The intended use of the net proceeds of the Offering by Baylin might change if the board of directors of Baylin determines that it would be in the best interests of Baylin to deploy the proceeds for some other purpose. The words "will", "expect", "may" and similar expressions are intended to be among the statements that identify forward-looking statements. The forward-looking statements are founded on the basis of expectations and assumptions made by Baylin.



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BAYLIN TECHNOLOGIES ANNOUNCES INCREASE TO PREVIOUSLY ANNOUNCED BOUGHT DEAL OFFERING OF COMMON SHARES

Toronto, CANADA, November 17, 2017 - Baylin Technologies Inc. (TSX: BYL) (the "Company" or "Baylin") is pleased to announce that it has amended the terms of its previously announced bought deal offering of common shares (the "Common Shares") of the Company (the "Offering"). Under the amended terms of the Offering, Raymond James Ltd., as sole book-runner, on behalf of a syndicate of underwriters including Paradigm Capital Inc., as co-lead underwriter, (collectively, the "Underwriters") have agreed to purchase on a "bought deal" basis 7,340,426 Common Shares at a price of C\$2.35 per Common Share (the "Offering Price") for aggregate gross proceeds to the Company of C\$17,250,001.

The Company has agreed to grant the Underwriters an over-allotment option to purchase up to an additional 1,101,064 Common Shares at the Offering Price, exercisable in whole or in part at any time for a period ending 30 days from the closing of the Offering. In the event the over-allotment option is exercised in full, the aggregate gross proceeds of the Offering will be C\$19,837,502.

The Company will pay the Underwriters a cash fee equal to 6.0% of the aggregate gross proceeds of the Offering. The Company intends to use the net proceeds of the Offering for capital expenditures relating to its expansion into the Base Station Antenna market, for working capital and for general corporate purposes.

The Offering is being made pursuant to the Company's base shelf prospectus dated November 16, 2017 and the terms of the Offering will be described in a prospectus supplement to be filed with securities regulators in each of the provinces and territories of Canada. The Common Shares may also be offered in those jurisdictions outside of Canada which are agreed to by the Company and the Underwriters, where the Common Shares can be issued on a private placement basis, exempt from any prospectus, registration or other similar requirements.

The Offering is expected to close on or about November 28, 2017 and is subject to certain conditions including, but not limited to, the receipt of all necessary approvals, including the approval of the Toronto Stock Exchange.

The 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 U.S. state securities laws, and may not be offered or sold in the United States without registration under the U.S. Securities Act and all applicable state securities laws or compliance with the requirements of an applicable exemption therefrom. This press release shall not constitute an offer to sell or the solicitation of an offer to buy securities in the United States, nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

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BAYLIN TECHNOLOGIES ANNOUNCES FILING OF PROSPECTUS SUPPLEMENT

Toronto, CANADA, November 20, 2017 - Baylin Technologies Inc. (TSX: BYL) (the "Company" or "Baylin") is pleased to announce that it has filed a prospectus supplement to a short form base shelf prospectus dated November 16, 2017 (the "Prospectus Supplement") in connection with its previously announced bought deal offering of 7,340,426 common shares (the "Common Shares") of the Company at a price of C\$2.35 per Common Share (the "Offering Price") for aggregate gross proceeds to the Company of C\$17,250,001 (the "Offering"). The Company has granted the Underwriters an over-allotment option to purchase up to an additional 1,101,064 Common Shares at the Offering Price, exercisable in whole or in part at any time for a period ending 30 days from the closing of the Offering. In the event the over-allotment option is exercised in full, the aggregate gross proceeds of the Offering will be C\$19,837,502. The Prospectus Supplement describes in detail the terms of the Offering and has been filed with securities regulators in each of the provinces and territories of Canada.

The Common Shares may also be offered in those jurisdictions outside of Canada which are agreed to by the Company and the Underwriters, where the Common Shares can be issued on a private placement basis, exempt from any prospectus, registration or other similar requirements.

The Offering is expected to close on or about November 28, 2017 and is subject to certain conditions including, but not limited to, the receipt of all necessary approvals, including the approval of the Toronto Stock Exchange.

It is anticipated that certain directors and officers of the Company will purchase up to 2,806,966 Common Shares pursuant to the Offering. By virtue of the participation of such insiders, the Offering would constitute a "related party transaction" under Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). The Company expects to release a material change report including details with respect to the related party transaction less than 21 days prior to the closing of the Offering, which the Company deemed reasonable in the circumstances so as to be able to avail itself of potential financing opportunities and complete the Offering in an expeditious manner. The Company is relying on exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101.

The 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 U.S. state securities laws, and may not be offered or sold in the United States without registration under the U.S. Securities Act and all applicable state securities laws or compliance with the requirements of an applicable exemption therefrom. This press release shall not constitute an offer to sell or the solicitation of an offer to buy securities in the United States, nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

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