

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

**Item 1. Name and Address of Company**

King's Bay Gold Corporation (the "Company")  
Suite 1450 – 789 West Pender Street  
Vancouver, BC V6C 1H2

**Item 2. Date of Material Change**

September 28, 2017

**Item 3. News Release**

The News Release dated September 28, 2017 was disseminated by FS Wire Services on September 28, 2017.

**Item 4. Summary of Material Change**

The Company announced that it has granted an aggregate of 1,325,000 stock options to directors, officers, consultants and an employee for the purchase of up to 1,325,000 common shares of the Company pursuant to its Stock Option Plan. Each option is exercisable for a period of five years at a price of \$0.10 per common share.

**Item 5. Full Description of Material Change**

**5.1 Full Description of Material Change**

The material change is fully described in Item 4 above and in the attached News Release which has been filed on SEDAR.

**5.2 Disclosure for Restructuring Transactions**

Not Applicable.

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

Not Applicable.

**Item 7. Omitted Information**

Not Applicable.

**Item 8. Executive Officer**

Please contact Kevin Bottomley, President and Chief Executive Officer of the Company, at 604-681-1568.

**Item 9. Date of Report**

September 29, 2017

## **King's Bay Announces Grant of Stock Options**

**September 28, 2017** - King's Bay Resources Corporation (TSXv: **KBG**)(FSE: **KGB1**) (the “**Company**” or “**King's Bay**”) is pleased to announce that it has granted an aggregate of 1,325,000 stock options to directors, officers, consultants and an employee for the purchase of up to 1,325,000 common shares of the Company pursuant to its Stock Option Plan. Each option is exercisable for a period of five years at a price of \$0.10 per common share.

ON BEHALF OF THE BOARD OF DIRECTORS

### **King's Bay Resources Corporation**

*“Kevin Bottomley”*

President & Chief Executive Officer

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