

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

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

King's Bay Resources Corp. (the "**Company**")  
Suite 1450 – 789 West Pender Street  
Vancouver, BC V6C 1H2

**Item 2. Date of Material Change**

December 12, 2018

**Item 3. News Release**

The News Release dated December 12, 2018 was disseminated by BayStreet and Stockwatch on December 12, 2018.

**Item 4. Summary of Material Change**

The Company announced that further to its news release dated November 28, 2018, it has received acceptance from the TSX Venture Exchange (the "**TSXV**") to extend the expiry date of 12,516,700 warrants (the "**Warrants**") issued in a private placement unit offering from December 30, 2016 to December 30, 2019. In all other respects, the terms of the Warrants will remain unchanged. Per TSXV policies, warrants issued to brokers or finders in connection with a private placement are not eligible to be extended.

**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**

December 12, 2018



## King's Bay Announces Approval for Warrant Extension

NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES NOR FOR  
DISSEMINATION IN THE UNITED STATES

**December 12, 2018** - King's Bay Resources Corp. (TSXv: **KBG**)(FSE: **KGB1**) (the "**Company**" or "**King's Bay**") announces that, further to its news release dated November 28, 2018, it has received acceptance from the TSX Venture Exchange (the "**TSXV**") to extend the expiry date of 12,516,700 warrants (the "**Warrants**") issued in a private placement unit offering from December 30, 2016 to December 30, 2019. In all other respects, the terms of the Warrants will remain unchanged. Per TSXV policies, warrants issued to brokers or finders in connection with a private placement are not eligible to be extended.

ON BEHALF OF THE BOARD OF DIRECTORS

**King's Bay Resources Corp.**

*"Kevin Bottomley"*

President & Chief Executive Officer

Tel: (604) 681-1568

[Kevin@kingsbayres.com](mailto:Kevin@kingsbayres.com)

For investment inquiries please contact:

Jared Rushton, Corporate Development

Tel: (604) 681-1568

[jrushton@kingsbayres.com](mailto:jrushton@kingsbayres.com)

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