

**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

August 11, 2020.

Item 3. News Release

The News Release dated August 14, 2020 was disseminated by BayStreet and Stockwatch on August 14, 2020.

Item 4. Summary of Material Change

The Company announced it has continued from being incorporated under Canadian federal jurisdiction to being incorporated under the Business Corporations Act of the Province of British Columbia (the "**Continuance**"). The Continuance occurred on August 11, 2020.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company announced it has continued from being incorporated under Canadian federal jurisdiction to being incorporated under the Business Corporations Act of the Province of British Columbia (the "**Continuance**"). The Continuance occurred on August 11, 2020.

The Continuance was completed for the reasons set out in the Company's Information Circular dated October 2, 2019 which was filed and is available for viewing on SEDAR, and the reasons are still relevant to the Company's plans.

The Company trades on the NEX board of the TSX Venture Exchange (the "**Exchange**"), and is looking at various business opportunities whose acquisition would result in re-listing on Tier 2 of the Exchange.

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

August 14, 2020.



**KING'S BAY RESOURCES CORP. ANNOUNCES
CONTINUANCE INTO BRITISH COLUMBIA**

VANCOUVER, BRITISH COLUMBIA – August 14, 2020 – King's Bay Resources Corp. (TSXV:KBG) (the "**Company**") announces it has continued from being incorporated under Canadian federal jurisdiction to being incorporated under the Business Corporations Act of the Province of British Columbia (the "**Continuance**"). The Continuance occurred on August 11, 2020.

The Continuance was completed for the reasons set out in the Company's Information Circular dated October 2, 2019 which was filed and is available for viewing on SEDAR, and the reasons are still relevant to the Company's plans.

The Company trades on the NEX board of the TSX Venture Exchange, and is looking at various business opportunities whose acquisition would result in re-listing on Tier 2 of the Exchange.

For further information please contact:

Kevin Bottomley
President and CEO
604-681-1568
kevin@kingsbayres.com

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