

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

James Bay Resources Limited (“**James Bay**” or the “**Company**”)
20 Victoria Street, Suite 800
Toronto, Ontario
M5C 2N8

Item 2. Date of Material Change

June 9, 2014, June 26, 2014 and July 28, 2014.

Item 3. News Release

Press releases issued by the Company on June 10, 2014, June 26, 2014 and July 28, 2014 via a Canadian news wire service, copies of which have been filed via SEDAR.

Item 4. Summary of Material Change

James Bay announced: the closing of a \$470,000.00 non-brokered private placement; an update on the Ogedeh Project; and the closing of a \$3,810,670 non-brokered private placement.

Item 5. Full Description of Material Change

June 9, 2014 Private Placement

James Bay announced that it has raised gross proceeds of \$470,000.00 by way of a non-brokered private placement (the "**June Offering**") of 470,000 units (“**Units**”) at a price of \$1.00 per Unit, being the second tranche of its financing previously announced in its press release dated December 23, 2013.

Each Unit is comprised of one common share (a “**Common Share**”) in the capital of James Bay and one Common Share purchase warrant (each a “**Warrant**”). Each Warrant comprising part of the Units is exercisable for a Common Shares at a price of \$1.25 for thirty-six months from the date of issuance.

The proceeds from the June Offering, will be used to fund working capital and to enable James Bay to further the foundation of its proposed oil and gas business in Nigeria. James Bay obtained written approval from shareholders holding greater than 50% of the outstanding Common Shares authorizing the Offering. Closing of the Offering is not contingent on completion of the COB. For complete details, please also see James Bay's press release dated January 31, 2014.

The Common Shares and Warrants issued as Units pursuant to the June Offering are subject to a four month regulatory hold period commencing from the date of closing. In addition, the securities comprising the Units have a TSXV legend restricting transfer until completion of the COB.

Update on Ogedeh Project

On June 26, 2014 James Bay provided an update on its activity concerning the Ogedeh Project and other related activities. James Bay entered into an agreement to acquire a 47% direct interest in the Ogedeh Project from Bicta Energy & Management Systems Limited in 2012 and as previously announced in its May 29, 2013 press release, James Bay's wholly owned subsidiary James Bay Energy Nigeria Limited (previously D&H Energy Nigeria Limited) ("**JBENL**") received the required ministerial approval for the assignment of the 47% participating interest in the Ogedeh Project. The Ogedeh Project is a marginal field located in the south western corner of OML 90 (oil mining lease) in the western Niger Delta Basin, Nigeria. The TSX Venture Exchange's ("**TSXV**") prior approval for the previously announced change of business from a mining issuer to an oil and gas issuer with interests in Nigeria has expired and the proposed change of business ("**Proposed COB**") and related financing are both subject to prior acceptance by the TSXV and disinterested approval by the shareholders.

Since that time James Bay has been working to secure the financing required to complete the Proposed COB. James Bay remains committed to the Proposed COB and has received a draft term sheet from an international bank, to fund the operational requirements of the Ogedeh Project. James Bay continues its effort to meet the conditions for the bank debt facility to be effective. James Bay has also received an updated 51-101 Report in relation to the Ogedeh Project, which it anticipates being filed with the TSXV later this week. The potential use of this bank facility, if it becomes effective, will be to finance the Ogedeh Project and forward the Proposed COB which, as set out above, will require prior acceptance by the TSXV and the approval of the disinterested shareholders.

For further information on the COB, reference should be made to the Company's press releases dated June 28, 2012, October 10, 2012, January 14, 2013 and May 29, 2013 copies of which are all available at www.SEDAR.com.

The COB transaction remains subject to and conditional upon, among other things, completion of a financing and receipt of the final approval of the TSX Venture Exchange, all as more fully set out in the Circular.

July 28, 2014 Private Placement

On July 28, 2014, James Bay raised gross proceeds of \$3,810,670 by way of a non-brokered private placement (the “**July Offering**”) of 3,810,670 Units at a price of \$1.00 per Unit, being the third and final tranche of its financing previously announced in its press release dated December 23, 2013. In the course of all three tranches of the private placement closed on January 31, 2014, June 9, 2014 and July 28, 2014, James Bay issued a total of 6,211,094 Units for aggregate gross proceeds of \$6,211,094.

Each Unit is comprised of one Common Share and one Warrant. Each Warrant comprising part of the Units is exercisable for a Common Shares at a price of \$1.25 for thirty-six months from the date of issuance.

On June 26, 2014 the Company announced that, as a result of making certain introductions and helping to arrange for the financing of an indigenous oil and gas company in Nigeria, James Bay, through its wholly owned subsidiary James Bay Energy Nigeria Limited (“**JBENL**”), is the owner of a minority interest in such company (the “**Indigenous Company**”) and that the Indigenous Company has entered into an agreement to acquire a material interest in a substantial oil and gas property in Nigeria (the “**Project**”). Approximately \$240,000 of the proceeds from the Offering will be used for expenses related to the Project, which expenditures are required to further the foundation of the Company’s proposed oil and gas business in Nigeria. The balance of the proceeds will be used to fund working capital and to further enable James Bay to strengthen the foundation of its proposed oil and gas business in Nigeria.

In connection with the Offering, the Company paid to eligible persons (the “**Finders**”) a cash finder's fee of an aggregate of \$228,640.20 and has issued 228,640 finder's warrants (“**Finder's Warrants**”) equal to 6% of the aggregate number of Units placed by the Finders in the Offering.

Each Finder’s Warrant is exercisable to acquire one Common Share at a price of \$1.00 per Common Share for thirty-six months from the date of issuance.

Additionally, the Company announced that further to its news release of June 10, 2014 announcing the closing of the Second Tranche Offering, in connection with the Second Tranche Offering the Company paid to eligible persons (the “**Second Tranche Finders**”) a cash finder's fee of an aggregate of \$28,200 and issued 28,200 Finder's Warrants equal to 6% of the aggregate number of Units placed by the Second Tranche Finders in the Second Tranche Offering.

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

Not Applicable.

Item 7. Omitted Information

No information has been omitted from this material change report.

Item 8. Senior Officer

The following senior officer of the Company is knowledgeable about the material change and the Material Change Report, and may be contacted by the Commission as follows:

Stephen Shefsky, President and CEO
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Item 9. Date of Report

February 26, 2015.