

## 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**

October 31, 2014

**Item 3. News Release**

Press release issued by the Company on October 31, 2014 via a Canadian news wire service (Marketwire). Not for Distribution to U.S. News Wire Services or for Dissemination in the U.S.

**Item 4. Summary of Material Change**

James Bay announced the closing of a \$520,000 Offering.

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

James Bay announced that it has closed a non-brokered private placement (the “**Offering**”) of 520,000 units (“**Units**”) at a price of \$1.00 per Unit, for aggregate gross proceeds of \$520,000. 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 Common Shares at a price of \$1.25 for thirty-six months from the date of issuance.

The net proceeds from the Offering will be used to fund working capital and to enable the Company to further its oil and gas business in Nigeria.

In connection with the Offering, the Company has paid to eligible persons (the “**Finders**”) a cash finder's fee of an aggregate of \$31,200 and has issued 31,200 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.

The Common Shares and Warrants issued as Units pursuant to the Offering, and the Finder's Warrants and Common Shares underlying the Finder's Warrants, will be subject to a four month regulatory hold period commencing from the date of closing.

The securities offered have not been registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an exemption from the registration requirements. The press release issued October 31, 2014 shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any State in which such offer, solicitation or sale would be unlawful.

**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  
Telephone: 416-366-4200  
Facsimile: 416 366-4201  
Internet: [www.jamesbayresources.com](http://www.jamesbayresources.com)

**Item 9. Date of Report**

February 26, 2015.