

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

ADMIRAL BAY RESOURCES INC. (the "Issuer")
Suite 810 – 789 West Pender Street
Vancouver, British Columbia V6C 1H2

Item 2 Date of Material Change

May 16, 2018

Item 3 News Release

The news release dated May 16, 2018 was filed on SEDAR.

Item 4 Summary of Material Change

The Issuer announced that it received revocation orders dated May 16, 2018 from each of the British Columbia Securities Commission and the Alberta Securities Commission.

Item 5 Full Description of Material Change

Item 5.1 Full Description of Material Change

The Issuer announces that it has received the following revocation orders:

- Revocation Order dated May 16, 2018 from the British Columbia Securities Commission to a Cease Trade Order ("CTO") previously issued December 11, 2011; and
- Revocation Order dated May 16, 2018 from the Alberta Securities Commission to a CTO issued March 5, 2012.

The CTOs were issued by the BCSC and the ASC on December 6, 2011, as a result of the failure of the Company, under its previous management, to file annual audited financial statements and related management discussion and analysis within the required time.

The Company has addressed all of the outstanding filing deficiencies and brought its continuous disclosure records on SEDAR up to date. As a condition for receiving the revocation orders, the Company has provided the Commissions with an undertaking to hold its annual shareholders' meeting within three months after the CTOs are revoked.

Past Developments

Since the CTOs were put in place in 2011, the Company has been relatively inactive. The Company has reviewed several potential projects over the years, but until such time as the Company had the funds necessary to seek the CTO's be lifted, it did not actively pursue any opportunity. Once the Company was financially able to apply for the CTO revocations, it began to investigate projects more closely.

Future Developments

The Company has appointed two independent directors, Mr. Theo van der Linde and Mr. Eugene Beukman, who have also been appointed audit committee members for purposes of NI 52-110.

The Company will apply to the Canadian Securities Exchange (the "CSE") for approval to list the Company's common shares, at which time the Company will concurrently delist from the TSX.V. Part and parcel with the CSE application, the Company plans to complete a private placement of \$400,000 which it will use to pursue a suitable resource project that meets CSE requirements for purposes of listing. The Company has several industry advisors that have committed to joining the Company upon listing on the CSE. Details of all new directors and management will be disclosed in conjunction with the Company's application to list on the CSE.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Steven Tedesco, CEO, President & Director
Business Telephone: (303) 829-3041
E-Mail: a.tedesco14@runningfoxes.com

Item 9 Date of Report

May 17, 2018