

Form 51-102F3
MATERIAL CHANGE REPORT

Section 7.1 of National Instrument 51-102
Continuous Disclosure Obligations

1. Name and Address of Company

Bayswater Uranium Corporation
1111 Melville Street, Suite 1100
Vancouver, BC V6E 3V6

2. Date of Material Changes

March 15, 2012.

3. News Release

The news release dated March 15, 2012 was filed with the TSX Venture Exchange and the British Columbia and Alberta Securities Commissions via SEDAR and disseminated through Canada Stockwatch and Market News.

4. Summary of Material Change

AUC LLC, an Affiliate of Bayswater, Completes Acquisition of Data Packages for Reno Creek Uranium Project, Wyoming

5. Full Description of Material Change

See attached News Release.

6. Reliance on Section 7.1(2) or (3) of National Instrument 51-102

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

George Leary, President
Tel: (403) 265-3775

9. Date of Report

March 15, 2012

AUC LLC, an Affiliate of Bayswater, Completes Acquisition of Data Packages for Reno Creek Uranium Project, Wyoming

Data packages acquired include information on approximately 7600 drill holes with hundreds of accompanying maps, sections, and reports that principally focus on previous exploration in the area of AUC's historical resources in the Pine Tree Trend, west of the Reno Creek deposits.

Vancouver, BC, March 15, 2012 — Bayswater Uranium Corporation (TSX-V: [BYU](#)), (OTC: [BYSWF](#)) is pleased to report that AUC LLC ("AUC"), an affiliate that holds the Reno Creek properties and operator of the Reno Creek Uranium Project, has completed acquisition of two data packages applicable to the Reno Creek project located in Campbell County, Wyoming. The data acquired documents previous exploration by others carried out within the Reno Creek project area and in particular within the region of known historical resources in AUC's Pine Tree Trend. Uranium mineralization on the Pine Tree Trend, which forms part of the Reno Creek Project, is located approximately five miles west of the Reno Creek deposits, and extends along a known mineralized roll-front for approximately 15 miles. Historical resources, as previously announced, along the Pine Tree Trend comprise approximately 8.41 million pounds U₃O₈ grading 0.083% U₃O₈ as documented by Pathfinder Resources Ltd. in a 1980 report and by Rocky Mountain Energy in a report dated April, 1986. (Historical resource estimates are not compliant with NI 43-101 standards, are not treated as mineral resources, have not been verified by the Company's Qualified Person's, are provided for information purposes only and, as such, should not be relied upon.)

One data package, acquired from a private party, includes digital grade/intercept data for approximately 4600 drill holes, plus hundreds of other documents including intercept maps, lithologic and electric logs, roll front maps, cross sections, engineering and environmental studies and feasibility reports of which a portion relates to the Pine Tree Trend. Also, a part of the data package provides drill hole confirmation for portions of AUC's Reno Creek deposits that are currently in active permitting and resource delineation.

The second data package, recently acquired from Pathfinder Mines Corporation, a subsidiary of (Cogema) Areva, includes electric and lithologic logs, intercept and resource maps, resource compilations, environmental and engineering reports, and feasibility studies. This data applies principally to AUC's historical Pine Tree Trend holdings in areas explored by Pathfinder in the 1970s and 1980s. The package incorporates information from approximately 3000 drill holes.

These data package acquisitions, provide information to guide exploration and development of up to a dozen uranium mineralized target areas that lie within AUC's land holdings, outside of the area currently being permitted. The packages are presently being integrated into AUC's data base. AUC plans to use the data to assist in the process of evaluating various target areas and in converting the Pine Tree Trend historical resources into NI 43-101 compliant resources and incorporating this into a revised NI 43-101 resource estimate for the Reno Creek Project later in 2012.

Bayswater and Pacific Road Resources Funds ("PRRF") are developing the Reno Creek Uranium Project through Reno Creek Holdings Inc. ("RCHI"), which owns 100% of the Project through RCHI's wholly owned subsidiary AUC. Bayswater currently has a 13.47% interest in RCHI. PRRF is entitled to convert its investment in RCHI into common shares of Bayswater at any time up to six months following the later of completion of a feasibility study or receipt of all requisite mining permits, but in any event PRRF shall convert its investment not later than April 7, 2015, provided certain conditions are met. Upon conversion of PRRF's investment, Bayswater will own a 100% interest in RCHI which holds the Reno Creek property.

The Company's exploration activities are conducted under the supervision of George M. Leary, M.Sc. P. Eng. (B.C.), President of the Company, and Victor Tanaka, B.Sc. P.Geo. (B.C.), Executive VP and Chief Operating Officer of the Company. Both are Qualified Persons under NI 43-101. George Leary is the qualified person responsible for the technical information in this news release.

About Bayswater Uranium Corporation - The Super Junior Uranium Company™

Bayswater Uranium Corporation is an international uranium exploration and development company. The Company owns several advanced uranium properties in the United States with significant NI 43-101 compliant and historical resources that may be amenable to ISR and/or conventional mining. Bayswater's focus is to develop the Reno Creek Project in Wyoming to production in the shortest time frame possible. The Company's Elkhorn/Alzada Project, located approximately 100 miles northeast of Reno Creek, is being advanced as a complementary or stand alone project for future potential production. As well, Bayswater is the only uranium company to have strategic landholdings in each of Canada's most important producing and exploration regions – the Athabasca Basin, the Central Mineral Belt, and the Thelon Basin. Bayswater combines a balanced portfolio of advanced and exploration projects with the uranium expertise of its technical and managerial teams. To capitalize on the strong growth of the nuclear industry, the Company will continue to pursue acquisition opportunities of advanced-stage uranium projects with production potential. Bayswater's vision is to build a major international uranium company. Shares of the Company are listed on the TSX Venture Exchange under the symbol "[BYU](#)". For further information visit www.bayswateruranium.com.

About Pacific Road Resources Funds and Pacific Road Capital Management Pty Limited

The Pacific Road Resources Funds are private equity funds investing in the global mining industry. They provide expansion and buyout capital for mining projects, mining related infrastructure and mining services businesses located throughout resource-rich regions of the world. The Pacific Road Resources Funds are managed and advised by Pacific Road Capital Management Pty Ltd ("PRCM"). The PRCM team, located in Sydney, Australia, San Francisco and New York, USA, is comprised of experienced mining investment professionals that have extensive knowledge and experience in the mining and infrastructure sectors, including considerable operating, project development, transactional and investment banking experience. For further information on the Pacific Road Resources Funds and PRCM, please go to their website at www.pacroad.com.au.

On behalf of the Board of:

BAYSWATER URANIUM CORPORATION

George M. Leary
President

For further information contact:

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Statements in this news release other than purely historical information, including statements relating to the Company's future plans and objectives or expected results, constitute forward-looking statements. Forward-looking statements are based on numerous assumptions and are subject to all of the risks and uncertainties inherent in the Company's business, including risks inherent in mineral exploration, development and mining. There can be no assurance that such forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on such statements. The Company does not undertake to update any forward-looking statements that are incorporated by reference herein, except in accordance with applicable securities laws. 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 news release.