

**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

January 31, 2013.

3. News Release

The news release dated January 31, 2013 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

Vancouver, BC, January 31, 2013 — Bayswater Uranium Corporation (TSX-V: [BYU](#)), (OTC: [BYSWF](#)) is pleased to report that AUC LLC (“AUC”), an associate that holds and operates the Reno Creek In Situ Recovery (“ISR”) Uranium Project located in the Powder River Basin of Wyoming (the “Reno Creek Project”), has received a positive technical and economic study (the “Preliminary Feasibility Study” or “PFS”) for the Reno Creek Project. The independent PFS was prepared by TREC, Inc., of Casper, WY, pursuant to National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* (“NI 43-101”) and incorporated Measured and Indicated resources estimated by Behre Dolbear in AUC’s November 30, 2012 technical report. This PFS is based on resources only; the database from which resources have been estimated as stated is insufficient to calculate reserves as defined by NI 43-101 standards. The PFS demonstrates robust results for the technical and economic viability of the Reno Creek Project.

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

Victor Tanaka, President
Tel: (604) 687-2153

9. Date of Report

January 31, 2013

Bayswater Associate AUC Receives Positive PFS for Reno Creek Uranium Project

Highlights:

- **Robust Economics:** NPV_{8%} of US\$247 million and 45% IRR
- **Commercial Production:** Start-up expected by Q1 2016
- **Mine plan:** Recovery of 15.6 million pounds U₃O₈ from 21.9 million pound Measured and Indicated Resource
- **Steady State Production:** Designed for 1.5 million pounds U₃O₈ per year
- **Cash Operating Cost:** US\$21.60/pound U₃O₈
- **Total Cost (operating, capital, and royalties):** US\$32.5/pound U₃O₈
- **Initial Capital Cost:** US\$75.6 million
- **Life of Mine Pre-Tax Net Cash Flow:** US\$506.8 million

Vancouver, BC, January 31, 2013 — Bayswater Uranium Corporation (TSX-V: [BYU](#)), (OTC: [BYSWF](#)) is pleased to report that AUC LLC (“AUC”), an associate that holds and operates the Reno Creek In Situ Recovery (“ISR”) Uranium Project located in the Powder River Basin of Wyoming (the “Reno Creek Project”), has received a positive technical and economic study (the “Preliminary Feasibility Study” or “PFS”) for the Reno Creek Project. The independent PFS was prepared by TREC, Inc., of Casper, WY, pursuant to National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* (“NI 43-101”) and incorporated Measured and Indicated resources estimated by Behre Dolbear in AUC’s November 30, 2012 technical report. This PFS is based on resources only; the database from which resources have been estimated as stated is insufficient to calculate reserves as defined by NI 43-101 standards. The PFS demonstrates robust results for the technical and economic viability of the Reno Creek Project.

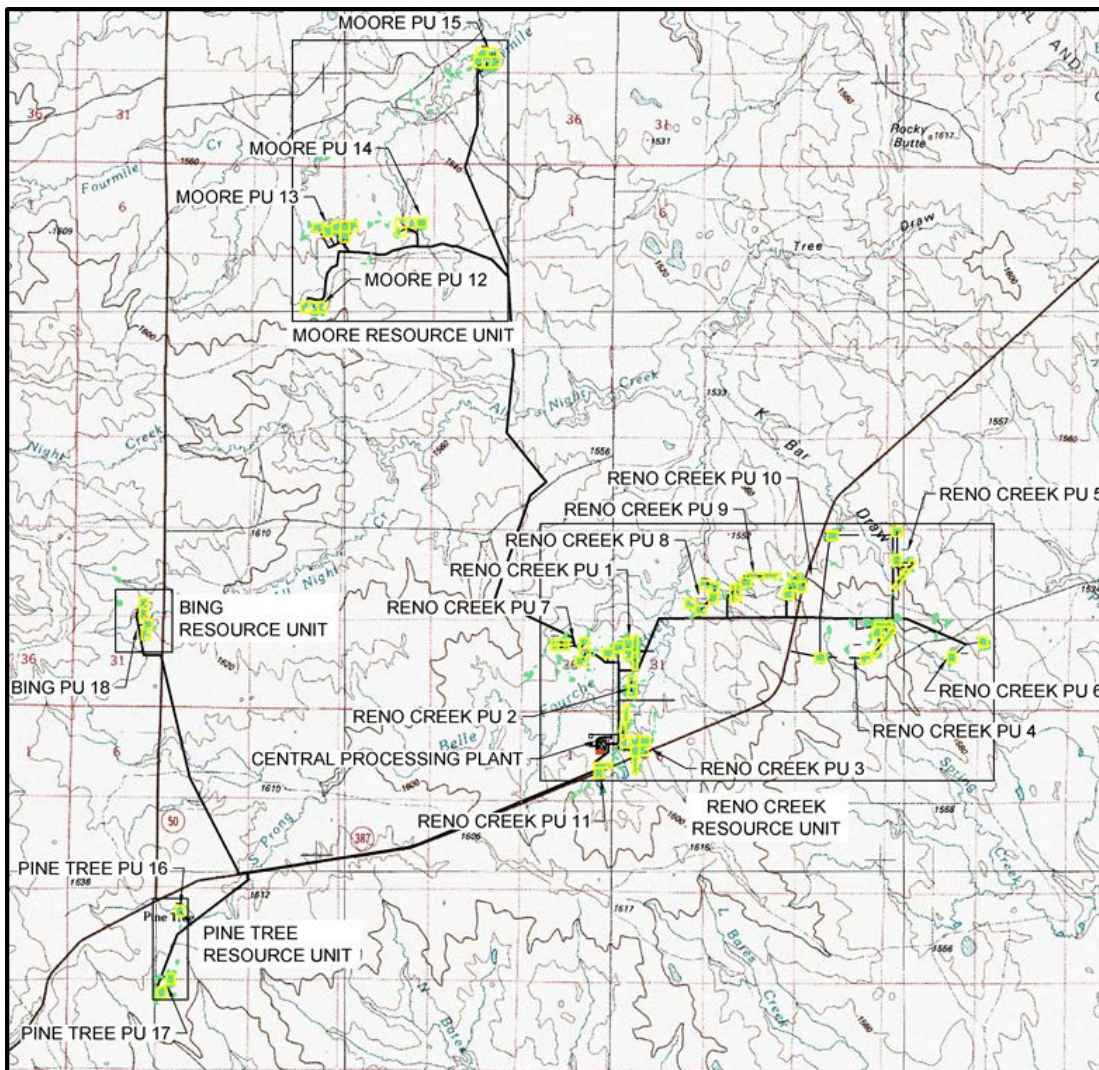
Project Overview

The Reno Creek Project consists of approximately 21,000 acres located in the Powder River Basin of northeastern Wyoming, an established ISR uranium mining district. Current ISR activities in or near the Powder River Basin include the operating Uranium One Willow Creek facility, the operating Cameco Smith Ranch-Highland facilities, Cameco’s North Butte project which is permitted for commercial ISR operation and is in construction, and the Uranerz Energy Corporation, Nichols Ranch Project, which is currently constructing a satellite plant in the Pumpkin Buttes area.

The Reno Creek Project is composed of four Resource Units (Figure 1). The Reno Creek Resource Unit combines two contiguous sub-units, North Reno Creek and Southwest Reno Creek, and will be operated as a single integrated unit, i.e. the Reno Creek Resource Unit.

The Reno Creek Project is designed to produce approximately 1.5 million pounds per year of uranium from 18 Production Units and a Central Processing Plant (the “CPP”). The Reno Creek Project design incorporates production based on the grade and thickness of the mineralized production zone and the hydrologic characteristics developed by rigorous testing for each resource unit. The plan is to ramp up to production of approximately 1.5 million pounds of U₃O₈ per year, with a maximum production capacity of 2.0 million pounds per year.

Figure 1: Reno Creek Project Map



The CPP will include ion exchange, elution, precipitation, yellowcake drying and packaging, and groundwater restoration operations. The CPP design also will allow the CPP to accept lixiviant or resin from other nearby sources. The CPP will be located in the southwestern part of the Reno Creek Project on land owned by AUC. The first eleven Production Units will be developed in the Reno Creek Resource Unit, which is currently being permitted. Development of the Moore, Pine Tree, and Bing Resource Units will follow beginning in Year 8. All of the Production Units will be connected to the CPP via pipelines. No satellite recovery units are contemplated.

A NI 43-101 compliant Mineral Resource estimation was prepared for the Reno Creek Project by Behre Dolbear and the results were used in the development of the PFS. The Technical Report, dated November 30, 2012, estimates current in place “Measured and Indicated” resources of 20.9 million tons at an average grade of 0.052% U_3O_8 containing 21.9 million pounds of uranium “(U_3O_8)” and an “Inferred” resource of 1.6 million tons at an average grade of 0.050% U_3O_8 , containing 1.6 million pounds of U_3O_8 . Please see the Company’s news release dated December 3, 2012 for details.

The estimated production is based on 71.4% recovery of in-place mineral resources. The results are summarized in Table 1.

Table 1: Measured and Indicated Resource and Recoverable pounds of the Reno Creek Project

Resource Unit	Measured & Indicated Resource (Million Pounds of U3O8)	Estimated Recoverable (Million Pounds of U3O8)
North Reno Creek		
Measured	2.96	2.11
Indicated	5.13	3.66
Total	8.09	5.78
Southwest Reno Creek		
Measured	3.32	2.37
Indicated	3.55	2.53
Total	6.87	4.91
Moore		
Measured	1.56	1.11
Indicated	2.97	2.12
Total	4.53	3.23
Bing		
Measured	0.21	0.15
Indicated	0.72	0.51
Total	0.93	0.66
Pine Tree		
Measured	0.32	0.23
Indicated	1.13	0.81
Total	1.45	1.04
Reno Creek Project		
Measured	8.38	5.98
Indicated	13.5	9.64
Total	21.9	15.64

Excluded from this analysis are the 1.6 million pounds of Inferred Resources also identified in the resource estimate. The Reno Creek, Moore, Pine Tree, and Bing resource units are not fully drilled out and prospective areas exist in all units. The PFS recommends additional delineation drilling at Reno Creek and exploration drilling at Moore, Bing and Pine Tree units.

The Initial Capital Costs of US\$75.6 million includes the CPP facility and the first production unit at Reno Creek, which consists of six wellfield/header houses and approximately 480 production wells and 40 monitor wells. Cash operating costs, including ongoing wellfield development/installation, restoration, reclamation and administrative costs are estimated at US\$21.60 per pound U₃O₈. Total costs, including production taxes, cash operating costs, royalties, initial and subsequent capital, are estimated at US\$32.50 per pound U₃O₈. A uranium price projection of US\$65 per pound for long term contracts is based on a wide variety of industry sources. The NPV for the

project, using a discount rate of 8%, is projected to be approximately US\$247 million, and the IRR is estimated to be 45%. Payback is projected to occur in the first half of the second year of production (targeting 2018). A summary of the project economics are shown in Table 2.

Table 2: Summary of Project Economics

Item	Total (US\$m)	US\$/pound Recovered
Revenue	1,015	65.0
Royalties and Production Taxes	99	6.3
Operating Costs	167	10.7
Initial Capital Costs	76	4.9
Subsequent Capital Costs	156	10.0
Administrative Support Costs	10	0.6
Total Costs	508	32.5
Net Cash Flow (Pre-Tax)	506	32.5
NPV _{8%}	247	
IRR	45%	

The PFS titled “*Preliminary Feasibility Study Reno Creek ISR Project Campbell County, Wyoming,*” authored by Douglass H. Graves, P.E., Q.P., of TREC, who is responsible for the content of the PFS and has reviewed and approved the content of this release. The PFS will be available on the Company’s website at www.bayswateruranium.com and on the Company’s profile on SEDAR (www.sedar.com).

Permits Update

The Company is also pleased to report continuing progress in advancing the permitting and licensing of the Reno Creek Project which is currently in permitting with the Nuclear Regulatory Commission (the “NRC”) and the Wyoming Department of Environmental Quality (the “WDEQ”), The NRC has received AUC’s application and has scheduled the commencement of its review processes. AUC has recently submitted its application to the WDEQ. AUC has received its Draft Class I UIC Deep Disposal Well permit from the WDEQ, which is currently in public review.

Project Ownership

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. On conversion, PRRF’s investment in RCHI will be converted into common shares of Bayswater pursuant to prescribed formulas as previously described in the Company’s news release dated March 3, 2010. Upon such conversion, Bayswater will own a 100% interest in RCHI which holds the Reno Creek property.

Qualified Person

Victor Tanaka, B.Sc. P.Geo. (B.C.), President and Chief Executive Officer of Bayswater, and a Qualified Person under NI 43-101 has reviewed the contents of this news release.

About Bayswater Uranium Corporation

Bayswater Uranium Corporation is a uranium exploration and development company. The Company's focus is to advance the Reno Creek Project in Wyoming to production in the shortest time frame possible. Bayswater also owns other uranium interests in Wyoming and Canada. Bayswater's vision is to build a producing uranium company with a portfolio of development projects. Shares of the Company are listed on the TSX Venture Exchange under the symbol "[BYU](http://www.bayswateruranium.com)". 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

Victor Tanaka
President

For further information contact:

John Gomez
Manager, Investor Relations
Telephone: (604) 687-2153

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, including statements with respect to the future price of uranium, the estimation of mineral resources, production and recovery, the realization of mineral resources, the timing and amount of future production, expected costs (both capital and operating), the success of exploration, development and mining activities and permitting timelines. 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.