

**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

June 17, 2014.

3. News Release

The news release dated June 17, 2014 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

Bayswater Uranium Corporation announces that James Stewart tendered his resignation as a director to the Company. The Company would like to extend its gratitude to Mr. Stewart for his years of service to the Company and wishes him all the best in the future.

5. Full Description of Material Change

Bayswater Uranium Corporation announces that James Stewart tendered his resignation as a director to the Company. The Company would like to extend its gratitude to Mr. Stewart for his years of service to the Company and wishes him all the best in the future.

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

June 17, 2014