

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

April 28, 2011.

3. News Release

The news release dated April 28, 2011 was filed with the TSX Venture Exchange and the British Columbia and Alberta Securities Commissions via SEDAR and disseminated through The Windward Agency.

4. Summary of Material Change

Bayswater Uranium Corporation (TSX.V: [BYU](#)), (OTC: [BYSWF](#)) is pleased to announce the results of the initial ISR amenability testing conducted on the Hauber Project LLC lands located in Crook County, Wyoming that make up part of the Company's Elkhorn/Alzada 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

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

9. Date of Report

April 28, 2011.

Hauber Project Uranium Venture Shows Positive In-Situ Recovery (ISR) Amenability Results

Vancouver, B.C., April 28, 2011 – Bayswater Uranium Corporation (TSX.V: [BYU](#)), (OTC: [BYSWF](#)) is pleased to announce the results of the initial ISR amenability testing conducted on the Hauber Project LLC lands located in Crook County, Wyoming that make up part of the Company's Elkhorn/Alzada project. Results of the testing are summarized as follows:

- Gamma ray logging of two core holes verified historical levels of mineralization in the target Lakota Sandstone at depths ranging from 250 to 325 feet below surface.
- PFN logging and chemical assays collected on the two core holes drilled in 2010, and compared to radiometric uranium measurements, revealed on average no significant disequilibrium; additional data to verify this conclusion will be collected in the future.
- The mineralized host sandstones exhibited permeabilities ranging from 600 to over 2400 millidarcies, within the accepted range for ISR mining.
- The overlying and underlying aquitards exhibited permeabilities ranging from 0.2 to 5 millidarcies, demonstrating the existence of quality confining layers.
- Bottle roll metallurgical tests reported total uranium recoveries averaging approximately 90%, on samples ranging from 0.03% to 0.19% U₃O₈.

In December 2009, Bayswater entered into a venture agreement as amended with NFUR Hauber, LLC, a subsidiary of Ur-Energy Inc. (TSX: [URE](#)) whereby the Company can earn a 75% interest in Ur-Energy's Hauber uranium project located in Crook County, Wyoming ("the Hauber Project"). The 75% interest may be earned through aggregated expenditures of US\$1,000,000 over the earn-in period of four years. The Hauber Project includes five project areas in close proximity, which host an indicated 1.45 million pounds of eU₃O₈ in 422,000 tons at an average grade of 0.17% eU₃O₈ pursuant to a NI 43-101 Technical Report by Thomas C. Pool P.E. dated January, 2010 as filed on SEDAR.

The first year's program included drilling of two core holes targeting the Lakota Sandstone, followed by logging and testing. The two core holes were drilled into areas that exhibited historical mineralization, based on historical Homestake Mining Corporation drill hole logs held by the Company. Core samples were obtained across the entire Lakota Sandstone target, and also included portions of the overlying and underlying confining shales. Samples were tested for porosity and permeability by Core Lab of Denver, CO. Subsequently, aliquots from the mineralized sections of the core were subjected to bottle roll metallurgical testing, using a bicarbonate lixiviant, by Energy Laboratories of Casper, WY. Aliquots of the mineralized sections of the core were also submitted for chemical uranium and trace element assays to ALS Chemex of Reno, NV.

Bayswater, depending on general market conditions and financing, intends to expand its evaluation of the Hauber Project by carrying out a two-phase program in 2011 that will include:

- a pump test of the host Lakota sandstone in the area of 2010 drilling in order to demonstrate the production zone aquifer behavior to further evaluate potential ISR mining; and
- drilling of up to 25 additional holes for purposes of confirmation of previous historical drill results and to potentially expand resources.

The goal of the 2010 and 2011 programs is to successfully demonstrate the hydrologic and metallurgical potential for ISR mining and that the known resources can be expanded by further step-out drilling.

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. With the acquisition of the Reno Creek Property, WY, the Company's focus is to develop Reno Creek 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 current market conditions and 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.

On behalf of the Board of:

BAYSWATER URANIUM CORPORATION

George M. Leary
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. 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.