

MATERIAL CHANGE REPORT

- Item 1.** Name and Address of Company – Bayridge Resources Corp. (the “Company”), 1480-885 West Georgia Street, Vancouver, BC V6C 3E3.
- Item 2.** Date of Material Change – March 11, 2024.
- Item 3.** News Release – News release issued March 7, 2024 through Newsfile Corp.
- Item 4.** Summary of Material Change – On March 11, 2024, the Company completed a two-for-one share split of its issued and outstanding common shares. Each shareholder of record of the Company as of the close of business on the record date, March 12, 2024, received one additional share for each share held on such date.
- Item 5.1** Full Description of Material Change – See the news release attached as Schedule “A” hereto.
- Item 5.2** Disclosure for Restructuring Transactions – N/A.
- Item 6.** Reliance on Section 7.1(2) or (3) of National Instrument 51-102 – Not applicable.
- Item 7.** Omitted Information – N/A.
- Item 8.** Executive Officer – Mr. Charn Deol, CEO and Director of the Company, is knowledgeable about the material change and this report. He can be contacted at 604-760-1781.
- Item 9.** Date of Report – March 15, 2024.

SCHEDULE "A"

News Release

NOT FOR DISTRIBUTION TO THE UNITED STATES NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES

BAYRIDGE ANNOUNCES SUBDIVISION OF SHARES AND PRIVATE PLACEMENT

Vancouver, British Columbia, March 7, 2024 – **Bayridge Resources Corp.** (CSE: BYRG) (“**Bayridge**” or the “**Company**”) is pleased to announce a two-for-one share split of the Company’s issued and outstanding common shares (the “**Subdivision**”). Each shareholder of record of the Company as of the close of business on the record date, March 12, 2024 (the “**Record Date**”), will receive one additional share for each share held on such date.

The Company currently has 21,839,344 issued and outstanding common shares. Upon completion of the Subdivision, there will be approximately 43,678,688 shares issued and outstanding. The Company proposes the Subdivision to increase the liquidity and marketability of its common shares.

The Canadian Securities Exchange (the “**CSE**”) will publish a bulletin confirming the Subdivision for the Company in due course. The Company’s common shares will begin trading on a post-Subdivision basis on Monday, March 11, 2024.

Shareholders do not need to take any action with respect to the Subdivision. As per CSE policy, the Subdivision is being conducted on a "push-out" basis and therefore the Company’s CUSIP number will remain the same. The Company’s transfer agent, Odyssey Trust Company, will send holders of common shares as of the Record Date a DRS advice letter in lieu of a share certificate, which will represent the additional shares resulting from the Subdivision.

Private Placement

The Company is also pleased to announce that it intends to undertake a non-brokered private placement (the “**Private Placement**”) to raise gross proceeds of up to \$6,000,000 through the issuance of a combination of hard-dollar units (each, an “**HDU**”) and flow-through units (each, an “**FTU**”).

Under the proposed Private Placement, the Company intends to offer up to 12,000,000 HDUs at \$0.25 per HDU, for gross proceeds of up to \$3,000,000, and up to 10,000,000 FTUs at \$0.30 per FTU, for gross proceeds of up to \$3,000,000. Each HDU will be composed of one (1) common share of the Company (a “**Common Share**”) and one-half of one (1/2) common share purchase warrant (each whole warrant, a “**Warrant**”), with each Warrant entitling the holder thereof to purchase one Common Share at a price of \$0.35 for a period of 24 months from the date of the closing. Each FTU will be comprised of one (1) Common Share, issued on a flow-through basis pursuant to the *Income Tax Act* (Canada), and one-half of one (1/2) Warrant. All pricing described above is on a post-Subdivision basis.

In the event the Company receives greater than expected support for the Private Placement, the Company may increase the size of the Private Placement and issue up to 16,800,000 HDUs, for gross proceeds of up to \$4,200,000, and up to 12,000,000 FTUs, for gross proceeds of up to \$3,600,000.

The Company intends to use the proceeds raised from the Private Placement for property option payments, exploration activities and general working capital. The Private Placement is subject to certain conditions including, but not limited to, receipt of all necessary approvals including the approval of the CSE.

The securities issued pursuant to the Private Placement have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons in the absence of U.S. registration or an applicable exemption from the U.S. registration requirements. This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in the United States or in any other jurisdiction in which such offer, solicitation or sale would be unlawful.

About Bayridge Resources Corp.

Bayridge Resources Corp. is a mining exploration company concentrating on battery metals projects. Currently, the Company operates a lithium exploration project in Ontario, the Sharpe Lake property.

For more information, please contact:

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Tel: 604-760-1781

The CSE (operated by CNSX Markets Inc.) has neither approved nor disapproved of the contents of this press release.

The information in this news release includes certain information and statements about management's view of future events, expectations, plans and prospects that constitute forward-looking statements. These statements are based upon assumptions that are subject to risks and uncertainties. Forward-looking statements in this news release include, but are not limited to, statements relating to the Subdivision and the timing thereof, the Private Placement, approval of the Private Placement by the Canadian Securities Exchange, and the intended use of proceeds from the Private Placement. Although the Company believes that the expectations reflected in forward-looking statements are reasonable, it can give no assurances that the expectations of any forward-looking statement will prove to be correct. Except as required by law, the Company disclaims any intention and assumes no obligation to update or revise any forward-looking statements to reflect actual results, whether as a result of new information, future events, changes in assumptions, changes in factors affecting such forward-looking statements or otherwise.