

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 – April 17, 2024.
- Item 3.** News Release – News release issued April 17, 2024 through Newsfile Corp.
- Item 4.** Summary of Material Change – On April 17, 2024, the Company closed its non-brokered private placement for aggregate gross proceeds of \$6,953,600 through the issuance of: (i) 12,060,000 non-flow-through units (each, a “NFT Unit”) at a price of \$0.25 per NFT Unit for gross proceeds of \$3,015,000 (the “NFT Offering”); and (ii) 13,128,667 flow-through units (each, a “FT Unit”) at a price of \$0.30 per FT Unit, for gross proceeds of \$3,938,600 (the “FT Offering” and, together with the NFT Offering, the “Offering”). Each NFT Unit is comprised 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 FT Unit is 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.
- In conjunction with the Offering, the Company paid an aggregate of \$330,162 in finder's fees and issued an aggregate of 1,217,206 non-transferable finder warrants (each, a “Finder's Warrant”) to finders. Each Finder's Warrant is exercisable into one (1) Common Share at a price of \$0.35 for a period of 24 months from the date of issuance.
- 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 – April 18, 2024.

SCHEDULE "A"

News Release

Bayridge Announces Closing of \$6.9 Million Private Placement

Vancouver, British Columbia--(Newsfile Corp. - April 17, 2024) - **Bayridge Resources Corp.** (CSE: BYRG) ("**Bayridge**" or the "**Company**") is pleased to announce that it has closed its previously-announced non-brokered private placement for aggregate gross proceeds of \$6,953,600 through the issuance of: (i) 12,060,000 non-flow-through units (each, a "**NFT Unit**") at a price of \$0.25 per NFT Unit for gross proceeds of \$3,015,000 (the "**NFT Offering**"); and (ii) 13,128,667 flow-through units (each, a "**FT Unit**") at a price of \$0.30 per FT Unit, for gross proceeds of \$3,938,600 (the "**FT Offering**" and, together with the NFT Offering, the "**Offering**").

Each NFT Unit is comprised 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 FT Unit is 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.

The Company intends to use the net proceeds of the Offering for expenditures on its properties located in Ontario and Saskatchewan, and for general working capital purposes.

In conjunction with the Offering, the Company paid an aggregate of \$330,162 in finder's fees and issued an aggregate of 1,217,206 non-transferable finder warrants (each, a "**Finder's Warrant**") to finders. Each Finder's Warrant is exercisable into one (1) Common Share at a price of \$0.35 for a period of 24 months from the date of issuance.

All securities issued under the Offering are subject to a four-month and one-day hold period. Additional details respecting the Offering can be found in the Form 9 filed in accordance with the rules of the Canadian Securities Exchange, a copy of which will be available at www.thecse.com under the Company's profile.

The securities issued pursuant to the Offering 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 that currently operates the Sharpe Lake property, a lithium exploration project in Ontario. The Company also has an interest in two uranium exploration projects located in the Athabasca Basin in Saskatchewan, which are optioned from CanAlaska Uranium Corp.

For more information, please contact:

Charn Deol, Director and Chief Executive Officer
E-mail: charnee@gmail.com
Tel: 604-760-1781

Forward-Looking Statements

This news release contains certain forward-looking statements within the meaning of applicable securities laws. All statements that are not historical facts, including without limitation, statements regarding future estimates, plans, programs, forecasts, projections, objectives, assumptions,

expectations or beliefs of future performance, including statements respecting the intended use of proceeds from the Offering are "forward-looking statements." These forward-looking statements reflect the expectations or beliefs of management of the Company based on information currently available to it. Forward-looking statements are subject to a number of risks and uncertainties, including those detailed from time to time in filings made by the Company with securities regulatory authorities, which may cause actual outcomes to differ materially from those discussed in the forward-looking statements. These factors should be considered carefully, and readers are cautioned not to place undue reliance on such forward-looking statements. The forward-looking statements and information contained in this news release are made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws.

The Canadian Securities Exchange has not reviewed this press release and does not accept responsibility for the adequacy or accuracy of this news release.

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DISSEMINATION IN THE UNITED STATES**

To view the source version of this press release, please visit
<https://www.newsfilecorp.com/release/205889>