

FORM 51-102 F3

MATERIAL CHANGE REPORT

(Pursuant to Part 7 of National Instrument 51-102 - Continuous Disclosure Obligations)

1. Name and Address of Issuer:

49 North Resources Inc. (the "Issuer" or "49 North")
602 – 224 - 4th Avenue South
Saskatoon, SK S7K 5M5

2. Date of Material Change:

April 8, 2013

3. Press Release:

A press release was distributed through CNW on April 8, 2013.

4. Summary of Material Changes:

The Issuer announced that it intends to seek approval from its Debentureholders to exchange the principal amount of their debentures plus interest prepaid until maturity for preferred shares of the Issuer. Such approval will be sought at a joint meeting of the Debentureholders, to be held on or about June 6, 2013.

5. Full Description of Material Change:

The Issuer intends to seek the approval of the holders of its 8% Convertible Unsecured Subordinated Debentures due September 23, 2013 (the "2013 Debentures") and the holders of its 8% Convertible Unsecured Subordinated Debentures due June 29, 2014 (the "2014 Debentures", and together with the 2013 Debentures, the "Debentures") to exchange the principal amount of the Debentures plus interest prepaid until maturity for First Preferred Series 1 Shares (the "Preferred Shares") to be created and issued by the Issuer (the "Proposal").

The Issuer will seek separate approval of the Proposal from each of the holders of the 2013 Debentures and the holders of the 2014 Debentures (collectively, the "Debentureholders") at a joint meeting (the "Meeting") of the Debentureholders to be held on or about June 6, 2013 and pursuant to the provision of, with respect to the 2013 Debentures, the Trust Indenture dated September 23, 2010 (the "2013 Debenture Indenture") and, with respect to the 2014 Debentures, the Trust Indenture dated June 29, 2011 and Supplemental Trust Indenture dated July 11, 2011 (collectively, the "2014 Debenture Indenture", and together with the 2013 Debenture Indenture, the "Indentures"). The Indentures allow for the exchange of the 2013 Debentures and the 2014 Debentures for other securities of the Issuer upon approval of at least 66⅔ % of the principal amount of the 2013 Debentures and the 2014 Debentures, respectively, voted at the Meeting, either in person or by proxy.

It is intended that the Preferred Shares to be created and issued in exchange for the Debentures will have the following characteristics:

- The holders of the Preferred Shares will be entitled to receive cumulative cash dividends, if and when declared by the Issuer's board of directors, accruing at a rate of 8% per annum (equal to \$0.08 per share). The dividend on each Preferred Share is payable annually, in arrears, beginning on the first anniversary of the date of issuance;
- Convertible, at the holder's option, into common shares of the Issuer ("Common Shares") at a conversion price \$0.75 per Common Shares for a period of five years after issuance. The conversion price will be subject to customary adjustments in specified circumstances;

- Subject to a mandatory conversion at the option of the Issuer if, at any time after the second anniversary of issuance, the Common Shares trade at an average target price of \$1.75 per share for 20 consecutive days. The conversion price will be \$0.75 per Common Share;
- Non-voting; and
- Issued at a price of \$1.00 per Preferred Share.

As part of the Proposal, the Issuer shall covenant not to incur any long term debt obligations until the Preferred Shares have been fully retired, unless prior approval for such long-term debt has been sought and received from the Preferred Shareholders. The terms of the Preferred Shares have not been finalized and may be subject to change. Definitive information with respect to the Proposal, once finalized, will be outlined in a management information circular (the “Circular”) expected to be mailed to the Debentureholders in early May 2013.

Under the Proposal, Debentureholders will be required to convert into Preferred Shares the principal amount of their Debentures plus interest, prepaid until the date of maturity. The Issuer currently has outstanding \$4,690,000 in aggregate principal amount of 2013 Debentures and \$11,490,000 in aggregate principal amount of 2014 Debentures. Interest until maturity equals \$375,280 for the 2013 Debentures and \$1,838,400 for the 2014 Debentures. Therefore the total number of Preferred Shares to be issued is anticipated to be 18,393,680 Preferred Shares, convertible into 24,524,906 Common Shares.

In conjunction with the Proposal, the board of directors and management have reduced general corporate overhead by approximately 30%, reduced management fees by 85% and suspended the payment of directors fees. These steps, along with the elimination of bank debt, which occurred in November and December of 2012, have been taken in order to put the Issuer on a strong financial footing.

The rationale for the Proposal is the current dismal state of the junior resource capital market, which has prompted management and the board of directors of the Issuer to deem it prudent to seek the approval of Debentureholders in restructuring the Issuer’s outstanding liabilities. Although the 2013 Debentures do not mature until September 24th of this year, and the 2014 Debentures in June of 2014, it is the opinion of management and the board of directors that market conditions do not support the planned refinancing in the near term. Under normal circumstances, the Issuer’s portfolio of publicly traded resource issuers would be relied upon as a source of cash flow to satisfy obligations of this nature. In the current protracted downturn, however, the dramatic disintegration of both value and liquidity has severely limited the cash flow the Issuer can generate from assets at this time. The restructuring plan contained in the Proposal is designed to preserve the value of the Issuer’s substantial portfolio of assets while offering full value and the highest possible returns to Debentureholders and other stakeholders.

Over the past month, the Issuer has conducted a comprehensive review of financing and strategic alternatives available to the Issuer. While the Issuer has several transactions that are ongoing, it is uncertain that any transaction will be completed so as to fund the payout of the Debentures. As a result, management and the board of directors have decided the Proposal presents the best alternative for the Issuer at this time. Management and the board of directors of the Issuer have determined that the Proposal is in the best interest of all the Issuer’s stakeholders on the basis of the following:

- The Proposal will ensure the necessary financial flexibility for the Issuer to continue with its operating strategy and focus on enhancing long-term value for stakeholders;
- If the Proposal is not approved and no alternative put in place, the Issuer may not have sufficient funds to service and retire the Debentures, in which case there is a risk that the Issuer may not be able to continue as a going concern;
- The resource capital market does not support a common share financing at this time;
- The Proposal is a viable alternative to the prolonged recovery process for Debentureholders;
- The 8% cumulative dividend represents an attractive yield in the current low interest rate environment;
- Preliminary discussions have shown that a substantial percentage of the Debentureholders support a restructuring of the Debentures; and
- The Proposal constitutes the most favourable outcome for all stakeholders among the available alternatives.

The Preferred Shares will be issued pursuant to the “securities for debt” exemption of National Instrument 45-106 *Prospectus and Registration Exemptions* and will be subject to a 4 month hold period. The Issuer will not issue fractional Preferred Shares but instead will satisfy fractional interest by cash payment. The issuance of the Preferred Shares is subject to receipt of approvals from the TSX Venture Exchange.

6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102:

This report is not being filed on a confidential basis.

7. Omitted Information:

There are no significant facts required to be disclosed herein which have been omitted.

8. Executive Officer:

For further information contact:

Tom MacNeill, President and CEO
49 North Resources Inc.
Phone: 306-653-2692

9. Date of Report:

April 9, 2013

Forward Looking Information:

This Material Change Report contains forward-looking information within the meaning of applicable Canadian securities legislation. In particular but without limitation, this press release includes statements respecting the successful implementation of the Proposal. There is no certainty that the Proposal will be implemented in part or at all. Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those expressed or implied by such forward-looking information. In addition, the forward-looking information contained in this release is based upon what management believes to be reasonable assumptions. Readers are cautioned not to place undue reliance on forward-looking information as it is inherently uncertain and no assurance can be given that the expectations reflected in such information will prove to be correct. The forward-looking information in this Material Change Report is made as of the date hereof and, except as required under applicable securities legislation, the Issuer assumes no obligation to update or revise such information to reflect new events or circumstances.