FORM 51-102F3
MATERIAL CHANGE REPORT

PART 1 CONTENT OF MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Northern Freegold Resources Ltd.
Suite 900, 475 Howe Street
Vancouver, BC V6C 2B3

Item 2 Date of Material Change

June 16, 2009

Item 3 News Release

June 16, 2009

Method(s) of dissemination are through Marketwire.

Item 4 Summary of Material Change

Northern Freegold Resources Ltd. announced the closing of a bought deal private placement originally announced May 28, 2009 with a syndicate of underwriters led by Canaccord Capital Corporation and including Dundee Securities Corp. and Haywood Securities Inc. A total of 10,000,000 units were sold at an issue price of $0.50 per unit for gross proceeds of C$5,000,000.

Item 5 Full Description of Material Change

Northern Freegold Resources Ltd. (the "Company") announced the closing of a bought deal private placement originally announced May 28, 2009 with a syndicate of underwriters led by Canaccord Capital Corporation and including Dundee Securities Corp. and Haywood Securities Inc. (collectively the "Underwriters"). A total of 10,000,000 units (the "Units") were sold at an issue price of $0.50 per Unit for gross proceeds of C$5,000,000 (the "Offering").

Each Unit consisted of one common share of the Company and one-half warrant with each whole warrant exercisable at a price of $0.75 for a period of 24 months from closing of the Offering.

The Underwriters were paid a cash fee equal to 6.5% of the gross proceeds raised from the Offering and were granted underwriter warrants equal to 6.5% of the Units issued as part of the Offering. Each underwriter warrant is exercisable for a period of 24 months from closing of the Offering at an exercise price of $0.75.

The Company further announced it expected the non-brokered portion of the private placement of up to C$3,000,000 comprising 6,000,000 Units, under the same terms as above, to close June 17, 2009.

The net proceeds of the Offering will be used for general working capital as well as ongoing exploration on the Freegold Mountain Project. All securities issued under the Offering are subject to a standard four month hold period from the date of closing.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

If this Report is being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102, state the reasons for such reliance.

N/A

Item 7 Omitted Information

N/A

Item 8 Executive Officer

Susan P. Craig
Phone: (604) 893-8757

Item 9 Date of Report

June 16, 2009