Form 52-102F3
MATERIAL CHANGE REPORT

Item 1. **Name and Address of Reporting Issuer**

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

Item 2. **Date of Material Change**

May 17, 2012

Item 3. **News Release**

A news release dated May 17, 2012 was disseminated via Marketwire.

Item 4. **Summary of Material Changes**

A summary of the nature and substance of the material change is as follows:
Northern Freegold Resources Appoints Paul Reynolds Vice President, Exploration

Item 5. **Full Description of Material Changes**

See the attached News Release for complete details.

Item 6. **Reliance of subsection 7.1(2) and (3) of National Instrument 51-102**

Not applicable.

Item 7. **Omitted Information**

Not applicable.

Item 8. **Executive Officer**

For further information please contact John Burges at (604) 893-8757.
May 17, 2012

May 17, 2012
PR # 12-11

TSX.V: NFR
OTCQX: NFRGF
Frankfurt: 8N6

Northern Freegold Appoints Paul Reynolds Vice President, Exploration

Vancouver, BC: May 17, 2012. Northern Freegold Resources Ltd. (NFR: TSX-V) ("Northern Freegold" or the "Company") is pleased to announce the appointment of Mr. Paul Reynolds as Vice President, Exploration of the Company (subject to regulatory approval).

Mr. Reynolds will replace Mr. Allan Armitage as Vice President, Exploration effective June 1, 2012. Mr. Armitage has been an invaluable resource in the growth and development of the Freegold Mountain Project and we would like to thank him for his service to the Company. Through his association with GeoVector Management Inc. he will remain involved in the technical management of the project, including resource estimation.

Mr. Reynolds is a professional geoscientist with over 25 years experience working in Canada, the USA, Bolivia, Argentina, and Guyana. He specializes in the conception and management of mineral exploration ventures. Mr. Reynolds has significant recent experience in the Yukon, working with similar rock types to those found at the Freegold Mountain Project. Paul holds a B.Sc. degree from the University of British Columbia (1987) and is a member of the Association of Professional Engineers and Geoscientists of the Province of British Columbia (since 1992), a fellow of the Geological Association of Canada, and a member of the Society of Economic Geologists.

Mr. Reynolds has 16 years experience managing public companies as both a director and/or executive officer. Paul is the current President, CEO and director of Central Resources Corp. (TSXV). Mr. Reynolds is formerly Chairman of Athlone Energy Ltd., which was sold to Daylight Energy Ltd. in September 2008. He is also a director of Azincourt Resources Inc. (TSXV), Crazy Horse Resources Inc. (TSXV), Petro One Energy Corp. (TSXV) and TerraX Minerals Inc. (TSXV).

In his duties as Vice President Exploration of Northern Freegold Resources Ltd., Mr. Reynolds will be responsible for overseeing exploration, development, and corporate strategies and will report to John Burges, the President and CEO. Mr. Burges commented, "We are delighted to be able to attract a professional of Paul's calibre to Northern Freegold. He will lead our exploration and corporate development effort. Paul will be working closely with the technical team at GeoVector Management Inc. who will continue to remain actively involved in the evaluation of the resource and project management of the Freegold Mountain project."

About Northern Freegold

Northern Freegold Resources Ltd. (OTCQX: NFRGF; TSX.V: NFR) trades in the United States on OTCQX under the symbol "NFRGF", and in Canada on the TSX Venture Exchange under the symbol "NFR". Northern Freegold is a rapidly advancing Canadian-based precious metals exploration and development company. Northern Freegold brings wide-ranging expertise and strong management to focus on the development of its district-scale Freegold Mountain gold and copper project in the Yukon and the Burro Creek gold and silver property in Arizona.

PR Contact for Northern Freegold Resources Ltd.:
Julie Hajduk, Manager of Investor Relations, +1 (604) 893-8757, julie@northernfreegold.com

On behalf of the Board of Directors

Signed "John Burges"

John Burges, President and CEO

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Cautionary Note Regarding Forward-Looking Information: This news release contains forward-looking information, which involves known and unknown risks, uncertainties and other factors that may cause actual events to differ materially from current expectation. Important factors - including the availability of funds, the results of financing efforts, the results of exploration activities -- that could cause actual results to differ materially from the Company's expectations are disclosed in the Company's documents filed from time to time on SEDAR (see www.sedar.com). Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this press release. The company disclaims any intention or obligation, except to the extent required by law, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.