

51-102F3 Material Change Report

Item 1 Name and Address of Company

State the full name of your company and the address of its principal office in Canada.

**URANIUM NORTH RESOURCES CORP.
Suite 1100 – 1111 Melville Street
Vancouver, B.C.
V6E 3V6**

Item 2 Date of Material Change

State the date of the material change.

May 4, 2011

Item 3 News Release

State the date and method(s) of dissemination of the news release issued under section 7.1 of National Instrument 51-102.

NR #11-07 dated May 4, 2011 was disseminated by Marketwire.

Item 4 Summary of Material Change

Provide a brief but accurate summary of the nature and substance of the material change.

Uranium North Resources Corp (UNR – TSX-V) Uranium North Resource Corp. (“Uranium North” or the “Company”) (TSX-V: UNR) announces that additional claims have been staked at the Mallery Stockwork gold / silver project in Nunavut. The new claims cover part of a significant new gold in till anomaly 3 kilometres south of the Mallery Stockwork which is scheduled for drilling in June, 2011.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Supplement the summary required under Item 4 with sufficient disclosure to enable a reader to appreciate the significance and impact of the material change without having to refer to other material. Management is in the best position to determine what facts are significant and must disclose those facts in a meaningful manner. See also Item 7.

Some examples of significant facts relating to the material change include: dates, parties, terms and conditions, description of any assets, liabilities or capital affected, purpose, financial or dollar values, reasons for the change, and a general comment on the probable impact on the issuer or its subsidiaries. Specific financial forecasts would not normally be required.

Other additional disclosure may be appropriate depending on the particular situation.

The new gold in till anomaly is highlighted by a sample that contains 51 gold grains with the majority of grains being angular indicating a nearby bedrock source. This is the fourth

largest gold grain anomaly on the property with the largest and similar anomalies occurring at the Mallery Stockwork.

“Our 2011 program will focus on drilling the Mallery Stockwork prospect. This new gold grain data extends our area of interest on the property and suggests a second mineralized trend or a southern extension of the Mallery Stockwork. In either event, we believe Mallery has the potential to be a large gold / silver bearing system,” states Mark Kolebaba, President and CEO of Uranium North Resources.

High gold and silver assays from surface grab samples of veins and volcanic rocks at the Mallery Stockwork prospect warrant core drilling in 2011. Values of interest from samples of quartz veins range from 1 g/T to 54 g/T gold. In addition, silver values are as high as 272 g/T (see news release dated October 14, 2010). A limited number of samples of the volcanic host rock have been analyzed, and gold values of interest in the range of 300 ppm to 2.19 g/T over 8 metre composite grabs have been returned (see news release dated February 1, 2011).

The company has funded an independent detailed review of the project which has led to the recommendation of several drill holes. Planning for a core drilling program is underway with an estimated June start date. Drilling will focus on high grade gold / silver quartz veins attempting to prove continuity between zones, determine grade and identify a large area with open pit potential.

The 100% owned Mallery Stockwork project is located 130 kilometres southwest of Baker Lake. The recently staked claims are pending approval by the Mining Recorder. The company has filed land use and water license applications and is awaiting final approval.

Bruce Kienlen, P.Geol and/or Graham Gill, P.Geo, are the Qualified Persons as defined by National Instrument 43-101 reviewing data for this project.

5.2 Disclosure for Restructuring Transactions

This item applies to a material change report filed in respect of the closing of a restructuring transaction under which securities are to be changed, exchanged, issued or distributed. This item does not apply if, in respect of the transaction, your company sent an information circular to its security holders or filed a prospectus or a securities exchange takeover bid circular.

Include the disclosure for each entity that resulted from the restructuring transaction, if your company has an interest in that entity, required by section 14.2 of Form 51-102F5. You may satisfy the requirement to include this disclosure by incorporating the information by reference to another document.

INSTRUCTIONS

(i) If your company is engaged in oil and gas activities, the disclosure under Item 5 must also satisfy the requirements of Part 6 of National Instrument 51-101 Standards of Disclosure for Oil and Gas Activities.

(ii) If you incorporate information by reference to another document, clearly identify the referenced document or any excerpt from it. Unless you have already filed the referenced document or excerpt, you must file it with the material change report. You must also disclose that the document is on SEDAR at www.sedar.com.

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.

INSTRUCTION

Refer to subsections 7.1 (4), (5), (6) and (7) of National Instrument 51-102 concerning continuing obligations in respect of reports filed under subsection 7.1(2) or (3) of National Instrument 51-102.

Item 7 Omitted Information

State whether any information has been omitted on the basis that it is confidential information.

NO INFORMATION HAS BEEN OMITTED.

In a separate letter to the applicable regulator or securities regulatory authority marked "Confidential" provide the reasons for your company's omission of confidential significant facts in the Report in sufficient detail to permit the applicable regulator or securities regulatory authority to determine whether to exercise its discretion to allow the omission of these significant facts.

INSTRUCTIONS

In certain circumstances where a material change has occurred and a Report has been or is about to be filed but subsection 7.1(2), (3) or (5) of National Instrument 51-102 is not or will no longer be relied upon, your company may nevertheless believe one or more significant facts otherwise required to be disclosed in the Report should remain confidential and not be disclosed or not be disclosed in full detail in the Report.

Item 8 Executive Officer

Give the name and business telephone number of an executive officer of your company who is knowledgeable about the material change and the Report, or the name of an officer through whom such executive officer may be contacted.

MARK KOLEBABA
Tel. (604) 484-2212

Item 9 Date of Report

This report is dated the 4th day of May, 2011.