51-102F3 MATERIAL CHANGE REPORT [F]

Item 1 Name and Address of Company

Nickel North Exploration Corp. (the **"Company"**)
Suite 3114, Four Bentall Centre
1055 Dunsmuir Street
Vancouver, BC V7X 1G4

Item 2 Date of Material Change

August 23, 2013

Item 3 News Release

The news release was disseminated on August 23, 2013 by Stockwatch.

Item 4 Summary of Material Change

On August 23, 2013, the Company acquired all of Sino Minerals Corp.'s 100% interest in 14 mining claims covering a total area of approximately 2,860.4 hectares located in the Province of Ontario and known as the Nairn Property (the **"Nairn Property"**), subject to a 2% net smelter returns royalty over six of the claims and third party freehold patent surface rights over eight of the claims. In consideration for the Nairn Property, the Company issued to Sino Minerals Corp. (**"Sino Minerals"**) 2,000,000 common shares at a deemed price of $0.25 per share for a deemed purchase price of $500,000.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

On August 23, 2013, the Company acquired all of Sino Minerals' 100% interest in the Nairn Property, subject to a 2% net smelter returns royalty over six of the claims and third party freehold patent surface rights over eight of the claims. In consideration for the Nairn Property, the Company issued to Sino Minerals 2,000,000 common shares at a deemed price of $0.25 per share for a deemed purchase price of $500,000.

Sino Minerals is an affiliate of Goldrock Resources Co., Ltd. ("**Goldrock**") and Sinotech (Hong Kong) Corporation Limited ("**Sinotech**"), the largest shareholders of the Company, which, upon issuing these securities, collectively, hold 23,750,000 common shares of the Company, representing approximately 36.13% of all issued and outstanding common shares of the Company. In addition, Goldrock and Sinotech, together, hold 10,375,000 Warrants. Assuming the exercise of the Warrants, Goldrock, Sinotech, Sino Minerals and their affiliates would, together, hold 34,125,000 Common Shares, which would represent approximately 44.85% of the issued and outstanding Common Shares of the Company.

The transactions contemplated under the Property Purchase Agreement constituted a "related party transaction" under Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* (**"MI 61-101"**), but the Company is exempt from both the formal valuation and minority shareholder approval requirements of MI 61-101 in connection with the Property Purchase Agreement on the basis that the Company is not listed on a senior stock exchange and/or the fair market value of the securities issued does not exceed 25% of the market capitalization.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7 Omitted Information

None

Item 8 Executive Officer

Phillip Mudry
President and Chief Executive Officer
(604) 609-6182

Item 9 Date of Report

August 29, 2013