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

September 9, 2014

Item 3 News Release

The news release was disseminated on September 9, 2014 by Marketwired.

Item 4 Summary of Material Change

On September 9, 2014, the Company completed a private placement of an unsecured convertible debenture in the principal amount of $1,000,000 with Sinotech (Hong Kong) Corporation Limited. The principal amount of the convertible debenture will mature on September 9, 2015 and accrue interest at 8% per annum payable on the maturity date.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

On September 9, 2014, the Company completed a private placement (the **"Offering"**) of an unsecured convertible debenture (the **"Debenture"**) in the principal amount of $1,000,000 with Sinotech (Hong Kong) Corporation Limited (**"Sinotech"**). The principal amount of the Debenture will mature on September 9, 2015 (the **"Maturity Date"**) and accrue interest at 8% per annum payable on the Maturity Date.

At any time after the date that is six months after issuance of the Debenture, the Company may convert all or any part of the principal amount outstanding under the Debenture into common shares in the capital of the Company (each, a **"Share"**) at a conversion price of $0.10 per Share and any accrued but unpaid interest thereon at the greater of $0.10 per Share and the Market Price (as defined in the policies of the TSX Venture Exchange) at the time of conversion;

The proceeds of the Offering are expected to be used by the Company for the exploration program on the Company's Hawk Ridge Project.

The securities issued under the Offering are subject to a hold period expiring on January 10, 2015.

Sinotech is a wholly-owned subsidiary of Sinotech Minerals Exploration Co., Ltd. (**"Sinotech Minerals Exploration"**). Sinotech Minerals Exploration is a majority owner of Beijing Donia Resources Co., Ltd., which wholly-owns Goldrock Resources Corporation Limited (**"Goldrock"**). Goldrock and Sinotech, together, own 23,271,860 common shares of the Company (15,271,860 common shares for Goldrock and 8,000,000 common shares for Sinotech), representing approximately 35.4% of the issued and outstanding common shares of the Company. In addition, Goldrock and Sinotech, together, own common share purchase warrants to purchase up to 10,375,000 common shares of the Company (6,375,000 common shares for Goldrock and 4,000,000 common shares for Sinotech). Assuming the exercise of the common share purchase warrants and the conversion of the entire principal amount of the Debenture plus all accrued interest thereon on the Maturity Date, Goldrock, Sinotech and Sino Minerals Corp. would hold, together, 44,446,860 common shares of the Company, which would represent approximately 51.2% of the issued and outstanding common shares of the Company. Two directors nominated by Goldrock, Jingbin Wang and Anna Mao abstained from voting on the approval of the Offering.

The participation of Sinotech in the Offering constituted a "related party transaction" under Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* (**"MI 61-101"**), but the Company was exempt from both the formal valuation and minority shareholder approval requirements of MI 61-101 in connection with the Offering on the basis that the Company is not listed on a senior stock exchange, the fair market value of the securities issued does not exceed 25% of the market capitalization or $2,500,000 and the securities were distributed for cash.

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

Andrew Lee Smith
Interim President and Chief Executive Officer
(604) 609-6182

Item 9 Date of Report

September 9, 2014

Nickel North Exploration Corp.
NNX | TSX Venture Exchange
www.nickelnorthexploration.com
info@nickelnorthexploration.com

NEWS RELEASE

Nickel North Completes Private Placement

For Immediate Release
September 9, 2014

Nickel North Exploration Corp. (NNX - TSX-Venture Exchange) (the **"Company"** or **"Nickel North"**) announces that it has complete a private placement (the **"Offering"**) of an unsecured convertible debenture (the "**Debenture**") in the principal amount of $1,000,000 with Sinotech (Hong Kong) Corporation Limited (**"Sinotech"**), as described in its news release dated August 28, 2014. The principal amount of the Debenture will mature on September 9, 2015 (the "**Maturity Date**") and accrue interest at 8% per annum payable on the Maturity Date.

At any time after the date that is six months after issuance of the Debenture, the Company may convert all or any part of the principal amount outstanding under the Debenture into common shares in the capital of the Company (each, a **"Share"**) at a conversion price of $0.10 per Share and any accrued but unpaid interest thereon at the greater of $0.10 per Share and the Market Price (as defined in the policies of the TSX Venture Exchange) at the time of conversion.

The proceeds of the Offering are expected to be used by the Company for the exploration program on the Company's Hawk Ridge Project.

The securities issued under the Offering are subject to a hold period expiring on January 10, 2015.

Sinotech is a wholly-owned subsidiary of Sinotech Minerals Exploration Co., Ltd. (**"Sinotech Minerals Exploration"**). Sinotech Minerals Exploration is a majority owner of Beijing Donia Resources Co., Ltd., which wholly-owns Goldrock Resources Corporation Limited (**"Goldrock"**). Goldrock and Sinotech, together, own 23,271,860 common shares of the Company (15,271,860 common shares for Goldrock and 8,000,000 common shares for Sinotech), representing approximately 35.4% of the issued and outstanding common shares of the Company. In addition, Goldrock and Sinotech, together, own common share purchase warrants to purchase up to 10,375,000 common shares of the Company (6,375,000 common shares for Goldrock and 4,000,000 common shares for Sinotech).

About Nickel North Exploration Corp.
Nickel North Exploration is a Canadian based explorer focused on defining a Ni-Cu-PGE resource at our Hawk Ridge Project in Northern Quebec. The board of directors, advisor committee and management team are experienced, successful mine finders. The property consists of a 50 km long belt of magmatic Ni-Cu-PGE occurrences covering over 30,658 hectares. The project is located near tidewater. Quebec is a mining friendly jurisdiction. Nickel North Exploration is a conscientious corporate citizen, maintains good relations with Communities and Aboriginal people, and is committed to sustainable development. For more information on the company, please visit www.nickelnorthexploration.com.

On behalf of Nickel North Exploration Corp.

"SIGNED"

Andrew Lee Smith, Interim President and CEO

Suite 3114, 1055 Dunsmuir Street, Vancouver, British Columbia, V7X 1G4, Canada
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Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.