FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

North Country Gold Corp.
Suite 220, 9797 45 Avenue
Edmonton, Alberta, T6E 5V8

2. Date of Material Change

March 19, 2015

3. News Release

A news release was disseminated through Marketwired on March 20, 2015.

4. Summary of Material Change

North Country Gold ("**North Country**") and Auryn Resources ("**Auryn**") jointly announced the signing of a Definitive Joint Exploration Agreement for the High Grade Committee Bay Gold Project and the completion of a private placement.

5. Full Description of Material Change

North Country and Auryn jointly announce the execution of a definitive Joint Exploration Agreement (the "**JEA**") whereby Auryn can earn a 51% interest in North Country's Committee Bay Project in Nunavut, Canada, under the terms of the Letter of Intent previously announced on February 5, 2015.

Under the JEA, Auryn has the option to spend $6,000,000 CDN over a 30-month period to earn a 51% interest in the mineral concessions comprising the Committee Bay Project at which time the parties will share costs pro-rata in a customary joint venture. Of this amount, $500,000 is a firm commitment to be incurred within the first 12 months. A technical committee will be formed to jointly plan and oversee exploration programs. Auryn will have ultimate discretion over the nature and manner of exploration undertaken during the earn-in period and will become the Operator of the ensuing joint venture, while North Country will provide staff, equipment and consumables as the Contractor to implement programs.

As a condition of the JEA, Auryn has agreed to purchase 10 million North Country common shares at a price of $0.05 each as part of a non-brokered private placement of 20 million common shares of North Country (the "**Common Shares**") also previously announced on February 5, 2015 (the "**Private Placement**").

The TSX Venture Exchange has provided final approval for the JEA and the Private Placement. The Common Shares are subject to a hold period expiring on July 20, 2015.

In connection with the Private Placement, North Country paid finders' fees of 5% cash to certain agents with respect to certain subscription agreements. The total finders' fees paid was $14,375.

With the completion of the JEA, the parties are currently formulating exploration strategies for the 2015 season. The 2015 program is designed to create a district scale geologic model that will pave the way for more intensive drill campaigns in 2016 and 2017.

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

This Report is not being filed on a confidential basis in reliance on subsection 7.1(2) of National Instrument 51-102.

7. Omitted Information

No information has been omitted on the basis that it is confidential information.

8. Executive Officer

For further information, contact Brian Budd, President & Director, at 604-697-2861 or at brianb@northcountrygold.com.

9. Date of Report

March 25, 2015