NOTICE OF CHANGE IN CORPORATE STRUCTURE

Pursuant to Section 4.9 of National Instrument 51-102

This notice is provided pursuant to the requirements of Section 4.9 of National Instrument 51-102, *Continuous Disclosure Obligations*.

Item 1. Names of the Parties to the Transaction

The following corporate entities were parties to the transaction:

(a) North Country Gold Corp. ("**North Country**"), a company incorporated under the laws of the Province of Alberta, Canada; and

(b) Auryn Resources Inc. ("**Auryn**"), a company incorporated under the laws of the Province of British Columbia, Canada.

Item 2. Description of the Transaction

On September 25, 2015, Auryn completed its acquisition of North Country by way of a plan of arrangement (the "**Arrangement**") under section 193 of the *Business Corporations Act* (Alberta) pursuant to the terms and conditions of the arrangement agreement dated August 13, 2015 between North Country and Auryn. Pursuant to the Arrangement, Auryn acquired all of the issued and outstanding North Country common shares (the "**North Country Shares**") in exchange for Auryn common shares (the "**Auryn Shares**') with an exchange ratio of 0.1 of an Auryn Share for each North Country Share held (the "**Exchange Ratio**"). In addition, each outstanding option to acquire North Country Shares was amended to convert into Auryn Shares with the number and price adjusted by the Exchange Ratio. As a result of the Arrangement, North Country became a wholly-owned subsidiary of Auryn.

The North Country Shares will be delisted from the TSX Venture Exchange as of the close of markets on September 28, 2015.

The Arrangement is more particularly described in the Management Information Circular of North Country dated August 20, 2015 (the "**Circular**"), sent to shareholders of North Country in connection with the special meeting of shareholders of North Country held on September 18, 2015 to approve the Arrangement. A copy of the Circular is available under North Country's profile on SEDAR at www.sedar.com.

Item 3. Effective Date of the Transaction

The Arrangement was made effective on September 25, 2015.

Item 4. Name of Each Party, if any, that Ceased to be a Reporting Issuer After the Transaction and of Each Continuing Entity

North Country intends to voluntarily surrender its reporting issuer status in British Columbia and will apply to the applicable Canadian securities regulator to cease to be a reporting issuer in Alberta.

Auryn intends to remain a reporting issuer in the provinces of British Columbia and Alberta.

Item 5. Date of the Reporting Issuer's First Financial Year-End After the Transaction

Not applicable.

Item 6. Periods, Including the Comparative Periods, if any, of the Interim and Annual Financial Statements Required to be Filed for the Reporting Issuer's First Financial Year After the Transaction

Not applicable.

Item 7. Documents Filed Under National Instrument 51-102

Not applicable.

DATED the 29th day of September, 2015.

NORTH COUNTRY GOLD CORP.

Per: *"Peter Rees"*
Name: Peter Rees
Title: Chief Financial Officer and Corporate Secretary