

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**Item 1           Name and Address of Company**

Northern Sphere Mining Corp.  
69 Yonge Street, Suite 1010  
Toronto, Ontario M5E 1K3

**Item 2           Date of Material Change**

April 5, 2017

**Item 3           News Release**

The news release attached hereto as Schedule "A" was issued by the Company and disseminated via Newsfile on April 5, 2017 and is available on the Company's profile at [www.sedar.com](http://www.sedar.com).

**Item 4           Summary of Material Change**

On April 5, 2017, the Company announced that it proposes to raise up to \$2,800,000 through a non-brokered private placement of up to 7,000,000 units of the Company ("Units") at a price of \$0.40 per Unit (the "Private Placement"). Each Unit will be comprised of one common share ("Common Share") of the Company and one-half of one Common Share purchase warrant (each whole Common Share purchase warrant, a "Warrant"). Each Warrant will be exercisable to acquire one Common Share (a "Warrant Share") for a period of two years following the date of closing at an exercise price of \$0.60 per Warrant Share, subject to adjustments in certain events.

The Company also announced that it has been informed that Eric Sprott (or his designated nominee) has agreed to participate in the Private Placement.

**Item 5           Full Description of Material Change**

The news releases attached hereto as Schedule "A" provide a full description of the material change.

**Item 6           Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

**Item 7           Omitted Information**

None.

**Item 8           Executive Officer**

The executive officer who is knowledgeable about this material change report is A. John Carter, Chief Executive Officer of the Company, at (905) 302-3843.

**Item 9      Date of Report**

April 5, 2017

**SCHEDULE “A”  
PRESS RELEASE**

**FOR IMMEDIATE RELEASE**

**Northern Sphere Mining Corp. Announces Proposed Private Placement including Investment by Eric Sprott**

Toronto, Ontario, April 5, 2017 – Northern Sphere Mining Corp. (“Northern Sphere” or the “Company”) (CSE: NSM) announced today that it proposes to raise up to \$2,800,000 through a non-brokered private placement of up to 7,000,000 units (“Units”) of the Company at a price of \$0.40 per Unit (the “Private Placement”). Finders fees may be payable in connection with the Private Placement and the Private Placement may be closed in tranches.

Each Unit will be comprised of one common share (“Common Share”) of the Company and one-half of one Common Share purchase warrant (each whole Common Share purchase warrant, a “Warrant”). Each Warrant will be exercisable to acquire one Common Share (a “Warrant Share”) for a period of two years following the date of closing at an exercise price of \$0.60 per Warrant Share, subject to adjustments in certain events. The Warrants will be subject to an acceleration clause such that, if the closing price of the Common Shares is equal to or greater than \$1.00 per share for a period of 20 consecutive trading days, the Company shall have the option, but not the obligation, to effect for an accelerated expiration date that shall be 20 calendar days from the issuance of a notice of acceleration.

Common Shares issued pursuant to the Private Placement and Warrant Shares issuable upon the due exercise of the Warrants (including those Common Shares, and Warrant Shares issuable upon due exercise of the Warrants, in each case issued on the conversion of outstanding debt) will be subject to a four-month hold period from the date of closing of the Private Placement.

The Company is also pleased to announce that it has been informed that Eric Sprott (or his designated nominee) has agreed to participate in the Offering.

The Company anticipates that the net proceeds from the Private Placement will be used for the advancement of Arizona Silver – Buckeye Mine, including underground development/rehabilitation, bulk-sampling and drilling, establishing ore extents, continuity and grade, and for general corporate purposes and will engage Sprott Mining Inc., a company controlled by Eric Sprott, to provide technical assistance to the Company.

**About Northern Sphere Mining Corp.**

Northern Sphere Mining is dedicated to growth through the acquisition and development of mining assets, with an emphasis on near term production opportunities. Headquartered in Toronto, Ontario, Northern Sphere Mining has a strong project pipeline of properties with a focus on gold, silver and other metal production in pro-mining jurisdictions.

*Cautionary Statements*

*This press release contains forward-looking statements which reflect Northern Sphere’s current expectations regarding future events. The forward-looking statements involve risks and*

*uncertainties. Actual results could differ materially from those projected herein. Northern Sphere disclaims any obligation to update these forward-looking statements other than as required by applicable securities laws.*

**For further information, please contact:**

A. John Carter  
Chief Executive Officer  
Northern Sphere Mining Corp.  
Tel: 905-302-3843

*The Canadian Securities Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of this release.*