

**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 11, 2017

Item 3 News Release

The news release attached hereto as Schedule “A” was issued by the Company and disseminated via Newsfile on April 11, 2017 and is available on the Company’s profile at www.sedar.com.

Item 4 Summary of Material Change

On April 11, 2017, the Company announced that it has entered into an engagement letter with First Republic Capital Corporation (the “Lead Agent”) pursuant to which the Lead Agent has agreed to act as lead agent for the offer and sale, on a “best efforts” private placement basis, of up to 2,000,000 flow-through common shares of the Company (“Flow-Through Shares”) at a price of \$0.50 per Flow-Through Share for aggregate gross proceeds to the Company of up to \$1.0 million.

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 11, 2017

**SCHEDULE “A”
PRESS RELEASE**

FOR IMMEDIATE RELEASE

Northern Sphere Mining Corp. Announces Proposed Private Placement of Flow-Through Common Shares

Toronto, Ontario, April 11, 2017 – Northern Sphere Mining Corp. (“Northern Sphere” or the “Company”) (CSE: NSM) announced today that it has entered into an engagement letter with First Republic Capital Corporation (the “Lead Agent”) pursuant to which the Lead Agent has agreed to act as lead agent for the offer and sale, on a “best efforts” private placement basis, of up to 2,000,000 flow-through common shares of the Company (“Flow-Through Shares”) at a price of \$0.50 per Flow-Through for aggregate gross proceeds to the Company of up to \$1.0 million (the “Offering”).

The gross proceeds of the Offering will be used to fund the exploration and development of the Company’s mineral properties in Ontario, Canada. The gross proceeds received by the Company from the sale of the Flow-Through Shares will be used to incur “Canadian exploration expenses” that are “flow-through mining expenditures” (as such terms are defined in the Income Tax Act (Canada)) on the Company’s properties in Ontario which will be renounced to the subscribers with an effective date no later than December 31, 2017, in the aggregate amount of not less than the total amount of the gross proceeds raised from the issue of Flow-Through Shares.

The Company has agreed to pay the Lead Agent a corporate finance fee of 1.0% of the gross proceeds of the Offering together with broker warrants (the “Broker Warrants”) equal to 1.0% of the Flow-Through Shares sold pursuant to the Offering. The Company has also agreed to pay the agents under the Offering a sale commission of 6.0% of the gross proceeds of the Offering together with Broker Warrants equal to 6.0% of the Flow-Through Shares sold pursuant to the Offering. Each Broker Warrant entitles the holder to acquire one ordinary common share of the company at a price of \$0.50 per share for a period of 24 months from the closing of the Offering.

The Offering is scheduled to close on or about April 24, 2017 and is subject to certain conditions including, but not limited to, the receipt of all necessary regulatory and other approvals. The securities issued in connection with the Offering, including the common shares issued upon the due exercise of the Broker Warrants, will be subject to a four-month hold period from the date of closing of the Offering.

This press release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or any state securities laws and may not be offered or sold within the United States or to or for the account or benefit of a U.S. person (as defined in Regulation S under the U.S. Securities Act) unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

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.