

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

Item 1: **Name and Address of Company**

Northisle Copper and Gold Inc. (“**Northisle**” or the “**Company**”)
15th Floor – 1040 West Georgia Street
Vancouver, British Columbia
V6E 4H1

Item 2: **Date of Material Change**

March 17, 2021

Item 3: **News Release**

A news release announcing the material change referred to in this report was disseminated on March 18, 2021 through Newswire and subsequently filed under Northisle’s profile on SEDAR.

Item 4: **Summary of Material Change**

On March 17, 2021, Northisle completed its previously announced oversubscribed non-brokered private placement of 21,473,243 common shares in the capital of the Company (“**Common Shares**”) for aggregate gross proceeds of approximately C\$7,102,357 (the “**Placement**”).

Item 5: **Full Description of Material Change**

On March 17, 2021, Northisle completed its previously announced oversubscribed non-brokered private placement of Common Shares.

Pursuant to the Placement, Northisle issued 21,473,243 Common Shares consisting of: (i) 2,240,780 Common Shares at a price of C\$0.262 per Common Share (the “**NFT Offering**”); (ii) 11,329,472 Common Shares that qualify as “flow-through shares” for purposes of the Income Tax Act (Canada) (the “**Tax Act**”) at a price of \$0.31 per Common Share (the “**FT Offering**”); and (iii) 7,902,991 Common Shares that qualify as “flow-through shares” for purposes of the Tax Act at a price of \$0.38 per Common Share for gross proceeds to the Company of approximately C\$7,102,357. The Common Shares issued pursuant to the Placement are subject to a four month hold period in accordance with applicable Canadian securities laws.

The gross proceeds from the FT Offering and Charity FT Offering will be used to incur expenses that are eligible “Canadian exploration expenses” and “flow-through mining expenditures” within the meaning of subsection 66.1(6) and subsection 127(9) of the Tax Act, respectively, and will also be eligible for British Columbia’s 20% flow-through share tax credit. The net proceeds from the NFT Offering will be used to advance the North Island Project and for general working capital purposes.

Dale Corman, a director of the Company, Sam Lee, a director and officer of the Company and Nicholas Van Dyk, an officer of the Company (the “**Interested Parties**”), participated in the Placement by purchasing an aggregate of 1,065,421 Common Shares. Accordingly, the Placement constituted a related-party transaction under Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”).

The Placement was approved by the directors of the Company, with the Interested Parties declaring their interest and abstaining from voting, if applicable. No materially contrary view was expressed nor was there any material disagreement in the approval process adopted by the directors. The Interested Parties entered into subscription agreements with the Company in respect of the Placement containing standard terms for a transaction of this nature and on the same terms and conditions as the other investors in the Placement. The individual shareholdings of the Interested Parties have not been materially increased.

The transaction is exempt from the formal valuation and minor shareholder approval requirements of MI 61-101 pursuant to sections 5.5(a) and 5.7(a) of MI 61-101 as neither the fair market value of any securities issued to nor the consideration paid by Dale Corman, Sam Lee and Nicholas Van Dyk would exceed 25% of the Company's market capitalization. The Company did not file a material change report more than 21 days before the expected closing of the Placement as the details of the Placement and the participation therein by related parties of the Company were not settled prior to the closing of the Placement and the Company wished to close on an expedited basis for sound business reasons.

In connection with the Placement and in accordance with the policies of the TSX Venture Exchange, finder's fees totaling approximately C\$206,226 in cash were paid to PI Financial Corp., Agentis Capital Partners and Red Cloud Securities Inc.

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

Not applicable.

Item 7: **Omitted Information**

Not applicable.

Item 8: **Executive Officer**

For further information, please contact Sam Lee, President and Chief Executive Officer of Northisle, at 604-638-2515.

Item 9: **Date of Report**

March 29, 2021