

FORM 51-102F3

Material Change Report

ITEM 1. NAME AND ADDRESS OF COMPANY

Copper North Mining Corp. (the "Company")
1120 – 1095 West Pender Street
Vancouver, BC
V6E 2M6

ITEM 2. DATE OF MATERIAL CHANGE

November 4, 2015

ITEM 3. NEWS RELEASE

Issued after market close on November 4, 2015. The news release was disseminated by Canada Newswire.

ITEM 4. SUMMARY OF MATERIAL CHANGE

On November 4, 2015, the Company completed portions of non-brokered private placements announced on September 10, 2015 and October 9, 2015 (the "Private Placements").

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

On November 4, 2015, the Company issued 3.1 million units (the "Units") at a price of \$0.05 per Unit for aggregate gross proceeds of \$155,000. Each Unit consists of one common share of the Company (a "Share") and one non-transferable warrant (a "Warrant"). Each Warrant entitles the holder to purchase one additional Share at a price of \$0.05 until November 4, 2020.

The Company paid finders' fees of \$1,200 and issued 24,000 warrants (the "Finder's Warrants") in connection with this portion of the Private Placements. Each Finders' Warrant entitles the holder to purchase one Share at a price of \$0.05 until November 4, 2017.

Copper North also issued 2.0 million flow-through units (the "FT Units") at a price of \$0.05 per FT Unit for aggregate gross proceeds of \$100,000. Each FT Unit consists of one common share of the Company (a "Share") and one half of one non-transferable warrant (each whole warrant, a "Warrant"). Each Warrant entitles the holder to purchase one additional Share at a price of \$0.05 until November 4, 2017.

In connection with this portion of the Private Placements, the Company paid finders' fees of \$5,200, issued 40,000 finders' shares and issued 104,000 warrants (the "Finders' Warrants"). Each Finders' Warrant entitles the holder to purchase one Share at a price of \$0.05 until November 4, 2017.

All Shares, including finders' shares and any Shares issued upon exercise of Warrants or Finders' Warrants are subject to a hold period and as such may not be traded until March 5, 2016.

The Company intends to use the proceeds from the non-flow through portion of the Private Placements for working capital and general corporate purposes. It intends to use the proceeds from the flow-through portion for exploration at the Carmacks Project.

A copy of the Company's news releases dated September 10, 2015, October 9, 2015 and November 4, 2015 are enclosed herewith as Schedule "A", "B", and "C", respectively.

ITEM 5.2 DISCLOSURE FOR RESTRUCTURING TRANSACTIONS

Not applicable.

ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

Not applicable.

ITEM 7. OMITTED INFORMATION

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

ITEM 8. EXECUTIVE OFFICER

Contact: Julien François, Chief Financial Officer
Telephone: (604) 638-2497

ITEM 9. DATE OF REPORT

DATED November 4, 2015

SCHEDULE "A"

See attached news release dated September 10, 2015

NOT FOR DISSEMINATION IN THE UNITED STATES OR THROUGH U.S. NEWSWIRE

September 10, 2015

COPPER NORTH ANNOUNCES PRIVATE PLACEMENT

Vancouver, British Columbia – Copper North Mining Corp. (“Copper North” or the “Company”) (TSX.V:COL) announces that it plans to raise up to \$800,000 by way of a non-brokered private placement (the “Private Placement”).

The Private Placement will consist of the sale of up to 10 million flow-through units (the “FT Units”) and up to 6 million units (the “Units”). Both the FT Units and the Units will be priced at \$0.05. Each Unit will consist of one common share of the Company (a “Share”) and one non-transferable warrant (a “Warrant”). Each Warrant will entitle the holder to purchase one additional Share at a price of \$0.05 for a period of 60 months from closing. Each FT Unit will consist of one flow-through share of the Company and one half of one non-transferable warrant (each whole warrant, a “FT Warrant”). Each FT Warrant will entitle the holder to purchase one Share at a price of \$0.05 for a period of 24 months from closing.

The Company intends to use the proceeds from the flow-through portion of the Private Placement for exploration at the Carmacks Project and/or the Thor property. Copper North intends to use the proceeds from the Unit portion of the Private Placement for working capital and general corporate purposes.

The Private Placement is subject to TSX Venture Exchange approval and all securities will be subject to a four month hold period.

Certain directors and officers of the Company may acquire securities under the Private Placement. Any such participation would be considered to be a “related party transaction” as defined under Multilateral Instrument 61-101 (“MI 61-101”). The transaction will be exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as neither the fair market value of any securities issued to nor the consideration paid by such persons will exceed 25% of the Company’s market capitalization.

This news release does not constitute an offer to sell or a solicitation of an offer to sell 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 unless registered under the U.S. Securities Act and applicable securities laws or an exemption from such registration is available.

On behalf of the Board of Directors:
Dr. Harlan Meade
President, CEO and Director

For Further Information

Dr. Harlan Meade
President and Chief Executive Officer
Tel: 604.398.3451
Email: info@coppernorthmining.com
Web: www.coppernorthmining.com

About Copper North

Copper North is a Canadian mineral exploration and development company. Copper North's assets include the Carmacks Project located in the Yukon, the Redstone Property located in the Northwest Territories, and the Thor Property in British Columbia. Copper North trades on the TSX Venture Exchange under the symbol COL.

This news release includes certain forward-looking information or forward-looking statements for the purposes of applicable securities laws. These statements include, among others, statements with respect to the completion of the proposed Private Placement; the price of securities issued pursuant to the Private Placement; use of proceeds from the Private Placement; and proposed exploration and development activities and their timing. These statements address future events and conditions and, as such, involve known and unknown risks, uncertainties and other factors, which may cause the actual results, performance or achievements to differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from the Company's expectations include, among others, the timeliness and success of regulatory approvals, the timing and success of future exploration and development activities, exploration and development risks, market prices, exploitation and exploration results, availability of capital and financing, general economic, market or business conditions, uninsured risks, regulatory changes, defects in title, availability of personnel, materials and equipment, unanticipated environmental impacts on operations and other exploration risks detailed herein and from time to time in the filings made by the Company with securities regulators. In making the forward-looking statements, the Company has applied several material assumptions including, but not limited to, the assumptions that the Private Placement will receive regulatory approval and will proceed as planned, the proposed exploration and development of the mineral projects will proceed as planned, market fundamentals will result in sustained metals and mineral prices, and any additional financing needed will be available on reasonable terms. The Company expressly disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise except as otherwise required by applicable securities legislation.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

SCHEDULE "B"

See attached news release dated October 9, 2015

NOT FOR DISSEMINATION IN THE UNITED STATES OR THROUGH U.S. NEWSWIRE

October 9, 2015

COPPER NORTH ANNOUNCES PRIVATE PLACEMENT

Vancouver, British Columbia – Copper North Mining Corp. (“Copper North” or the “Company”) (TSX.V:COL) announces that it plans to raise up to \$350,000 by way of a non-brokered private placement (the “Private Placement”).

The Private Placement will consist of the sale of up to 7 million units (the “Units”) at a price of \$0.05 per Unit, each Unit consisting of one common share of the Company (a “Share”) and one warrant (a “Warrant”). Each Warrant will entitle the holder to purchase one additional Share at a price of \$0.05 for a period of 60 months from closing.

The Company intends to use the proceeds from the Private Placement for working capital and general corporate purposes.

In addition to the Private Placement noted above, the Company is extending the time frame for closing the flow-through portion of the private placement announced on September 10, 2015.

The Private Placement is subject to TSX Venture Exchange approval and all securities will be subject to a four month hold period.

Certain directors and officers of the Company may acquire securities under the Private Placement. Any such participation would be considered to be a “related party transaction” as defined under Multilateral Instrument 61-101 (“MI 61-101”). The transaction will be exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as neither the fair market value of any securities issued to nor the consideration paid by such persons will exceed 25% of the Company’s market capitalization.

This news release does not constitute an offer to sell or a solicitation of an offer to sell 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 unless registered under the U.S. Securities Act and applicable securities laws or an exemption from such registration is available.

On behalf of the Board of Directors:
Dr. Harlan Meade
President, CEO and Director

For Further Information

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President and Chief Executive Officer
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About Copper North

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This news release includes certain forward-looking information or forward-looking statements for the purposes of applicable securities laws. These statements include, among others, statements with respect to the completion of the proposed Private Placement; the price of securities issued pursuant to the Private Placement; use of proceeds from the Private Placement; and proposed exploration and development activities and their timing. These statements address future events and conditions and, as such, involve known and unknown risks, uncertainties and other factors, which may cause the actual results, performance or achievements to differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from the Company's expectations include, among others, the timeliness and success of regulatory approvals, the timing and success of future exploration and development activities, exploration and development risks, market prices, exploitation and exploration results, availability of capital and financing, general economic, market or business conditions, uninsured risks, regulatory changes, defects in title, availability of personnel, materials and equipment, unanticipated environmental impacts on operations and other exploration risks detailed herein and from time to time in the filings made by the Company with securities regulators. In making the forward-looking statements, the Company has applied several material assumptions including, but not limited to, the assumptions that the Private Placement will receive regulatory approval and will proceed as planned, the proposed exploration and development of the mineral projects will proceed as planned, market fundamentals will result in sustained metals and mineral prices, and any additional financing needed will be available on reasonable terms. The Company expressly disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise except as otherwise required by applicable securities legislation.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

SCHEDULE "C"

See attached news release dated November 4, 2015

NOT FOR DISSEMINATION IN THE UNITED STATES OR THROUGH U.S. NEWSWIRES

November 4, 2015

COPPER NORTH COMPLETES PRIVATE PLACEMENTS

Vancouver, British Columbia – Copper North Mining Corp. (“Copper North” or the “Company”) (TSX.V:COL) announces the completion of portions of the non-brokered private placements announced on September 10, 2015 and October 9, 2015 (the “Private Placements”).

The Company issued 3.1 million units (the “Units”) at a price of \$0.05 per Unit for aggregate gross proceeds of \$155,000. Each Unit consists of one common share of the Company (a “Share”) and one non-transferable warrant (a “Warrant”). Each Warrant entitles the holder to purchase one additional Share at a price of \$0.05 until November 4, 2020.

The Company paid finders’ fees of \$1,200 and issued 24,000 warrants (the “Finder’s Warrants”) in connection with this portion of the Private Placements. Each Finders’ Warrant entitles the holder to purchase one Share at a price of \$0.05 until November 4, 2017.

Copper North also issued 2.0 million flow-through units (the “FT Units”) at a price of \$0.05 per FT Unit for aggregate gross proceeds of \$100,000. Each FT Unit consists of one common share of the Company (a “Share”) and one half of one non-transferable warrant (each whole warrant, a “Warrant”). Each Warrant entitles the holder to purchase one additional Share at a price of \$0.05 until November 4, 2017.

In connection with this portion of the Private Placements, the Company paid finders’ fees of \$5,200, issued 40,000 finders’ shares and issued 104,000 warrants (the “Finders’ Warrants”). Each Finders’ Warrant entitles the holder to purchase one Share at a price of \$0.05 until November 4, 2017.

All Shares, including finders’ shares and any Shares issued upon exercise of Warrants or Finders’ Warrants are subject to a hold period and as such may not be traded until March 5, 2016.

The Company intends to use the proceeds from the non-flow through portion of the Private Placements for working capital and general corporate purposes. It intends to use the proceeds from the flow-through portion for exploration at the Carmacks Project.

Copper North expects to complete the final portions of the Private Placements in the near future. The Private Placements are subject to TSX Venture Exchange approval and all securities will be subject to a four month hold period.

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On behalf of the Board of Directors:

Dr. Harlan Meade
President, CEO and Director

For Further Information

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