

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

January 25, 2016

ITEM 3. NEWS RELEASE

Issued before market open on January 25, 2016. The news release was disseminated by Canada Newswire.

ITEM 4. SUMMARY OF MATERIAL CHANGE

On January 25, 2016, the Company announced an increase in oxide and sulphide copper-gold-silver mineral resources at the Carmacks Project, Yukon Territory.

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

On January 25, 2016, the Company announced the expansion of oxide and sulphide copper-gold-silver mineral resources at the Carmacks Project, Yukon Territory as a result of the updated mineral resource estimate ("Updated Mineral Resource"), which has been prepared in accordance with National Instrument 43-101 Standards of Disclosure for Mineral Projects ("NI 43-101") by Independent Qualified Person, Dr. Gilles Arseneau, P.Geo. The Updated Mineral Resource supersedes the technical report entitled "Carmacks Project - Preliminary Economic Assessment of Copper, Gold and Silver Recovery" dated July 10th 2014 (the "2014 PEA").

Dr. Harlan Meade, President and CEO, is pleased to report that "the 2015 exploration program has defined a large increase in both oxide and sulphide mineral resources in the southern extension of the Carmacks Deposit that could potentially double the life of the proposed mine. In addition, the 2015 exploration indicates that there is potential for further expansion of the Updated Mineral Resource as the deposits are explored along strike and to depth".

Dr. Meade also states that "the expansion of the oxide mineral resource is an important step in increasing the attractiveness for project financing for the Carmacks Project. Furthermore, the expansion of the near-surface sulphide mineral resources warrants evaluation for leaching of sulphide mineralization, taking advantage of new advancements in leaching of copper sulphides, such that the copper may be extracted using the same SX-EW technology proposed for oxide mineralization".

Highlights:

The Updated Mineral Resource consists of the Maiden Resource on zones 12, 13 and 2000S combined with the previously defined mineral resource for the Carmacks Project as set out in the 2014 PEA.

Maiden Mineral Resource Estimate (zones 12, 13, and 2000S)

Oxide and transition mineral resources:

- **Measured and Indicated** of 3.7 Mt grading 0.50% Cu, 0.35% acid-soluble Cu, 0.132 g/t Au and 2.011 g/t Ag
- **Inferred** of 0.8 Mt grading 0.42% Cu, 0.28% acid-soluble Cu, 0.119 g/t Au and 1.910 g/t Ag

Sulphide mineral resources:

- **Measured and Indicated** of 3.7 Mt grading 0.60% Cu, 0.128 g/t Au and 2.288 g/t Ag
- **Inferred** of 4.4 Mt grading 0.55% Cu, 0.123 g/t Au and 2.081 g/t Ag

New Updated Mineral Resource Estimate

Oxide and transition mineral resources:

- **Measured and Indicated** of 15.7 Mt grading 0.94% Cu, 0.74% acid-soluble Cu, 0.379 g/t Au and 3.971 g/t Ag; an increase of 31%.
- **Inferred Resources** of 0.9 Mt grading 0.45% Cu, 0.30% acid-soluble Cu, 0.119 g/t Au and 1.900 g/t Ag; a tenfold increase.

Sulphide mineral resources:

- **Measured and Indicated** of 8.1 Mt grading 0.68% Cu, 0.178 g/t Au and 2.332 g/t Ag; an increase of 86%.
- **Inferred** resource of 8.4 Mt grading 0.63% Cu, 0.150 g/t Au and 1.994 g/t Ag; an increase of 108%.

Maiden Mineral Resource Estimate (zones 2000S, 12 and 13)

Zones 2000S, 12 and 13 are located to the south of the previously proposed open-pit that would encompass zones 1, 4 and 7. The expansion of mineral resources reported in this news release is the result of a maiden resource estimate on zones 2000S, 12 and 13. The oxide mineral resources occur from surface and have been estimated to shallow depths that would be amenable to mining with a low strip ratio. The sulphide mineral resources in zones 12, 13 and 2000S occur to depths of as little as 50 metres below surface, which is much shallower than the depth of the sulphide resource in zone 1. This opens up the possibility of mining copper sulphide resources at relatively shallow depths in an open-pit.

The discovery and definition of the measured, indicated and inferred mineral resources in zones 2000S, 12 and 13 represents a significant expansion of mineral resources for the Carmacks Project. With a modest amount of additional drilling, Copper North anticipates that the inferred resources could be converted to the measured or indicated categories. Copper North has drilled-off only approximately 60% of the length of the mineralized trend and each zone is open along strike and to depth. The Company believes that additional exploration on the property may reveal additional mineralization along the trend and in sub-parallel zones.

Table 1: The Maiden Mineral Resource Estimate (zones 12, 13 and 2000S).

	Class	Tonnage (t)	Total Cu (%)	Acid- soluble Cu (%)	Au (g/t)	Ag (g/t)	Cu sulphide (%)
Zones 2000S+12+13 Oxide & Transition	Measured	2,453,040	0.47	0.35	0.128	1.883	0.13
	Indicated	1,257,343	0.56	0.36	0.140	2.259	0.20
	ME+IN	3,710,383	0.50	0.35	0.132	2.011	0.15
	Inferred	822,614	0.42	0.28	0.119	1.910	0.14
Zones 2000S+12+13 Sulphide	Measured	686,329	0.48	0.07	0.108	1.785	0.41
	Indicated	3,041,922	0.63	0.06	0.133	2.402	0.58
	ME+IN	3,728,252	0.60	0.06	0.128	2.288	0.55
	Inferred	4,375,835	0.55	0.04	0.123	2.081	0.52

Further details of the location of the zones 12, 13, and 2000S with drill intercepts can be found on the Company's website at www.coppernorthmining.com and in its news releases dated August 4th 2015, September 10th 2015, September 23rd 2015, October 22nd 2015, and January 11th 2016.

Updated Mineral Resource

The Maiden mineral resource estimate on zones 12, 13 and 2000S combined with the previously defined mineral resource for the Carmacks Project comprise the Updated Mineral Resource and has resulted in a significant increase in overall tonnage for the Carmacks Project (Table 2). Oxide and sulphide measured and indicated mineral resources have increased from 16.3 Mt to 23.8 Mt, an increase of 45% tonnage. In addition, overall oxide and sulphide inferred mineral resources have increased from 4.1 Mt to 9.3 Mt, an increase in tonnage of 125%.

Copper North is progressing with a new preliminary economic assessment (the "New PEA") that reflects the leach and development plan. The New PEA in progress will be based on the mineral resources in zones 1, 4 and 7 and indicate an approximate 7 year mine life. The expansion of the measured and indicated mineral resources in the new oxide and transition mineral resources provides an opportunity for extension of mine life. Additional drilling is warranted for zones 2000S, 12 and 13 for inclusion in subsequent development plans. Furthermore, the substantial increase in sulphide mineral resources, at shallow depth, warrants additional metallurgical testwork for the processing of sulphides to produce either concentrate or cathode copper, the latter utilizing the same leach and SX-EW facilities used to process the oxide material.

Table 2: The Updated Mineral Resource for the Carmacks Project, including Zones 1, 4, 7, 2000S, 12 and 13:

	Class	Tonnage (t)	Total Cu (%)	Acid- soluble Cu (%)	Au (g/t)	Ag (g/t)	Sulphide Cu (%)
Oxide and Transition Mineral Resources	Measured	6,484,040	0.86	0.69	0.414	4.235	0.17
	Indicated	9,206,343	0.97	0.77	0.357	3.796	0.20
	ME+IN	15,690,383	0.94	0.74	0.379	3.971	0.20
	Inferred	912,614	0.45	0.30	0.119	1.900	0.15
Sulphide Mineral Resources	Measured	1,381,329	0.64	0.05	0.185	2.166	0.59
	Indicated	6,686,922	0.69	0.04	0.172	2.344	0.65
	ME+IN	8,068,252	0.68	0.05	0.178	2.332	0.65
	Inferred	8,406,835	0.63	0.03	0.150	1.994	0.61

Mineral resources for zones 1, 4 and 7 were previously disclosed in the 2014 PEA and are reported at a 0.25% total copper cut-off for oxide, transition and sulphide mineralization. Mineral resources for zones 2000S, 12 and 13 are reported at a 0.15% acid-soluble copper cut-off for the oxide and transition mineralization and at a 0.25% total copper for the sulphide mineralization.

The Company will file the New Mineral Resource Report within 45 days of the date of the news release.

A copy of the Company's news release dated January 25, 2016 is attached as Schedule "A" hereto.

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 January 26, 2016

SCHEDULE "A"

See attached news release dated January 25, 2016

January 25, 2016

COPPER NORTH REPORTS INCREASE IN COPPER-GOLD-SILVER MINERAL RESOURCE AT CARMACKS DEPOSIT

Vancouver, British Columbia – Copper North Mining Corp. (“Copper North” or the “Company”) (TSX.V:COL) announces the expansion of oxide and sulphide copper-gold-silver mineral resources at the Carmacks Project, Yukon Territory as a result of the updated mineral resource estimate (“Updated Mineral Resource”), which has been prepared in accordance with National Instrument 43-101 Standards of Disclosure for Mineral Projects (“NI 43-101”) by Independent Qualified Person, Dr. Gilles Arseneau, P.Geo. The Updated Mineral Resource supersedes the technical report entitled “Carmacks Project - Preliminary Economic Assessment of Copper, Gold and Silver Recover” dated July 10th 2014 (the “2014 PEA”).

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Resource Estimation Methods

The mineral resource estimate for zones 12, 13 and 2000S, was based on drilling carried out in 2006-2007 by Western Copper and Gold Corporation and additional drilling in 2014-2015 by Copper North. Copper minerals in the oxide resources largely comprise the acid-soluble minerals malachite, azurite and tenorite. The sulphide mineral resources are located at depth and comprise chalcocite-bornite mineralization. In zone 13, a transition mineral resource has been estimated, where chalcocite-native copper mineralization is developed between the sulphide and oxide zones. Oxide, transition and sulphide zones were assessed visually during core logging and validated by the ratio of acid-soluble to total copper assays. Sulphide zones largely comprise material with less than 20% of total copper as acid-soluble.

Wireframes for the mineralized zone were built in 3D from the geological interpretation along and between cross sections made up of fences of drill holes. Inverse distance to the second power was used to estimate grade in zones 2000S and 12. Ordinary kriging was used to estimate grade in zone 13. The influence of anomalously high copper and silver assays was restricted by the capping of high values. The estimates were run in two passes: firstly at 50x50x20 m, then at 100x100x45 m. A minimum of two drill holes with a minimum of three composites and a maximum of twelve composites were used to estimate resources. Blocks were classified as measured mineral resources if they were estimated with four drill holes during pass one. Blocks that were estimated with two or three drill holes during pass one were classified as indicated mineral resources; all other blocks were classified as inferred mineral resources. A cut-off grade of 0.25% total Cu was used for the sulphide mineral resources. A cut-off grade of 0.15% acid-soluble Cu was used to estimate oxide and transition mineral resources. An average density of 2.74 t/m³ was used to estimate tonnage for sulphide mineral resources. An average density of 2.70 t/m³ was used to estimate tonnage for Zones 12, 13 and 2000S oxide mineral resources. An average density of 2.68 t/m³ was used to estimate tonnage for the Zone 13 transition mineral resource.

The previous mineral resource for zones 1, 4 and 7 was estimated in 2007 ("Previous Mineral Resource") and the total mineral resources for these zones remains unchanged. The mineral resources present in each zone of the Carmacks property are summarized in Appendix 1. The Updated Mineral Resource comprises the Previous Mineral Resource in addition to the Maiden resource estimate on zones 12, 13 and 2000S. Further details of the Previous Mineral Resource can be found in the NI 43-101 technical report for the Carmacks property, dated July 10th 2014.

QA/QC

A combination of HTW and NTW sized core were drilled by diamond-drilling. Quality assurance and quality control procedures include the systematic insertion of duplicate and standard samples in to the sample stream. Drill core samples were sawn in half, labelled, placed in sealed bags and were shipped straight to the preparatory laboratory of ALS Minerals in Whitehorse. All geochemical analyses were performed by ALS Minerals in North Vancouver. Total copper assays were performed by four-acid digestion with an AAS finish. Soluble copper assays were carried out by sulphuric acid digestion with an AAS finish. Gold was analysed by a 30 g charge fire assay with an AAS finish. Silver was analyzed by four-acid digestion and ICP-AES finish.

Qualified Person

The technical information in this news release has been prepared in accordance with Canadian regulatory requirements as set out in NI 43-101 and reviewed and approved by Dr. Gilles Arseneau, P. Geo. of Arseneau Consulting Services, a qualified person within the meaning of NI 43-101. The mineral resource estimate for zones 1, 4 and 7 was prepared in 2007 Dr. Arseneau, while employed at Wardrop (now Arseneau Consulting Services) and is disclosed in the 2014 PEA. The mineral resource estimate for zones 12, 13, and 2000S was also prepared by Dr. Arseneau in 2015-2016.

New Mineral Resource Report

The Company will file the New Mineral Resource Report within 45 days of the date of this news release.

The 2014 PEA is now considered to be out of date such that it can no longer be relied upon. Investors are cautioned that the Carmacks property is no longer considered an advanced property under NI 43-101 as it is no longer supported by a preliminary economic assessment, pre-feasibility study or feasibility study. A New PEA report is being prepared which will reflect the proposed change in the leach plan for the Carmacks Project. **The New PEA will be preliminary in nature and will include the use of inferred mineral resources that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as mineral reserves, and there is no certainty that the preliminary economic assessment will be realized.**

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

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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, disclosure regarding possible events, conditions or financial performance that is based on assumptions about future economic conditions and courses of action; the timing and potential for future activities on the Company's properties; statements with respect to the success of exploration activities; and proposed exploration and development activities and their timing. Disclosure concerning mineral resource estimates may also be deemed to constitute forward-looking information or statements to the extent that they involve estimates of the mineralization that may be encountered if the Company's properties are developed. 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 any required future regulatory approvals in respect of the Company's properties, 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 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.

Appendix 1

Updated Mineral Resource: Inferred, Indicated and Measured mineral resources
for oxide, transition and sulphide mineralization in Zones 1, 4, 7, 12, 13 and 2000S.

Type	Date	Zone	Class	Tonnage (t)	Total Cu (%)	Acid- soluble Cu (%)	Au (g/t)	Ag (g/t)	Cu sulphide (%)
Oxide & Transition	2016	Zone 2000S oxide	Measured	144,005	0.74	0.55	0.299	3.697	0.17
			Indicated	266,873	0.60	0.46	0.191	2.853	0.13
			ME+IN	410,878	0.64	0.49	0.229	3.148	0.14
			Inferred	266,894	0.57	0.34	0.139	2.655	0.24
		Zone 12 oxide	Measured	522,427	0.50	0.37	0.097	2.446	0.13
			Indicated	316,845	0.54	0.40	0.092	2.671	0.14
			ME+IN	839,273	0.51	0.38	0.095	2.531	0.14
			Inferred	36,156	0.55	0.40	0.106	3.716	0.16
		Zone 13 oxide	Measured	1,500,935	0.44	0.35	0.123	1.542	0.09
			Indicated	315,081	0.38	0.30	0.120	1.311	0.08
			ME+IN	1,816,016	0.43	0.34	0.122	1.502	0.09
			Inferred	413,481	0.28	0.23	0.107	1.308	0.05
		Zone 13 transition	Measured	285,673	0.48	0.23	0.126	1.731	0.28
			Indicated	358,543	0.70	0.30	0.161	2.286	0.41
			ME+IN	644,216	0.60	0.27	0.145	2.040	0.35
			Inferred	106,083	0.52	0.24	0.115	1.762	0.28
		Zones 12+13+2000S oxide and transition	Measured	2,453,040	0.47	0.35	0.128	1.883	0.13
			Indicated	1,257,343	0.56	0.36	0.140	2.259	0.20
			ME+IN	3,710,383	0.50	0.35	0.132	2.011	0.15
			Inferred	822,614	0.42	0.28	0.119	1.910	0.14
	2007	Zone 1 oxide	Measured	2,985,000	1.25	1.02	0.696	6.514	0.23
			Indicated	7,058,000	1.07	0.86	0.405	4.094	0.21
			ME+IN	10,043,000	1.13	0.91	0.492	4.813	0.22
			Inferred	64,000	0.84	0.62	0.122	1.793	0.22
		Zone 4 oxide	Measured	614,000	0.48	0.37	0.211	2.414	0.11
			Indicated	257,000	0.51	0.35	0.184	2.230	0.16
			ME+IN	871,000	0.50	0.36	0.192	2.285	0.15
			Inferred	23,000	0.41	0.25	0.139	1.871	0.16
		Zone 7 oxide	Measured	432,000	0.97	0.82	0.376	4.430	0.15
			Indicated	634,000	0.90	0.74	0.317	4.155	0.16
			ME+IN	1,066,000	0.92	0.76	0.335	4.237	0.16
			Inferred	3,000	0.81	0.64	0.179	1.665	0.18

Type	Date	Zone	Class	Tonnage (t)	Total Cu (%)	Acid-soluble Cu (%)	Au (g/t)	Ag (g/t)	Cu sulphide (%)
Sulphide		Zones 1+4+7 oxide	Measured	4,031,000	1.10	0.90	0.588	5.666	0.20
			Indicated	7,949,000	1.04	0.83	0.391	4.039	0.20
			ME+IN	11,980,000	1.07	0.86	0.456	4.578	0.21
			Inferred	90,000	0.73	0.53	0.128	1.809	0.20
	Updated	Global oxide and transition resources (zones 1+4+7+2000S+12+13)	Measured	6,484,040	0.86	0.69	0.414	4.235	0.17
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			Inferred	912,614	0.45	0.30	0.119	1.900	0.15
	2016	Zone 2000S sulphide	Measured	23,572	0.75	0.40	0.306	4.100	0.35
			Indicated	599,286	0.73	0.11	0.183	3.445	0.62
			ME+IN	622,857	0.73	0.12	0.188	3.470	0.61
			Inferred	560,839	0.88	0.07	0.199	4.618	0.85
		Zone 12 sulphide	Measured	177,629	0.49	0.12	0.074	2.299	0.37
			Indicated	638,943	0.69	0.08	0.105	2.866	0.63
			ME+IN	816,572	0.65	0.09	0.098	2.743	0.57
			Inferred	263,008	0.52	0.06	0.076	1.883	0.46
		Zone 13 sulphide	Measured	485,129	0.46	0.04	0.111	1.485	0.43
			Indicated	1,803,693	0.57	0.04	0.126	1.891	0.55
			ME+IN	2,288,822	0.55	0.04	0.123	1.805	0.53
			Inferred	3,551,989	0.50	0.04	0.115	1.695	0.48
		Zones 12+13+2000S sulphide	Measured	686,329	0.48	0.07	0.108	1.785	0.41
			Indicated	3,041,922	0.63	0.06	0.133	2.402	0.58
			ME+IN	3,728,252	0.60	0.06	0.128	2.288	0.55
			Inferred	4,375,835	0.55	0.04	0.123	2.081	0.52
	2007	Zone 1 sulphide	Measured	695,000	0.80	0.02	0.261	2.542	0.77
			Indicated	3,645,000	0.74	0.03	0.205	2.296	0.71
			ME+IN	4,340,000	0.75	0.03	0.221	2.369	0.73
			Inferred	4,031,000	0.71	0.01	0.179	1.900	0.70
	Updated	Global sulphide resources (zones 1+4+7+2000S+12+13)	Measured	1,381,329	0.64	0.05	0.185	2.166	0.59
			Indicated	6,686,922	0.69	0.04	0.172	2.344	0.65
			ME+IN	8,068,252	0.68	0.05	0.178	2.332	0.65
			Inferred	8,406,835	0.63	0.03	0.150	1.994	0.61