

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

June 1, 2016

ITEM 3. NEWS RELEASE

Issued after market close on May 31, 2016. The news release was disseminated by Canada Newswire.

ITEM 4. SUMMARY OF MATERIAL CHANGE

Effective June 1, 2016, the Company consolidated its outstanding shares on the basis of one (1) new post-consolidation common share for every ten (10) pre-consolidation common shares.

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

Effective June 1, 2016, Copper North Mining Corp. consolidated its outstanding shares on the basis of one (1) new post-consolidation common share for every ten (10) pre-consolidation common shares (the “Consolidation”).

The Consolidation was approved by the TSX Venture Exchange and the related bulletin was issued on May 31, 2016.

No fractional shares will be issued. Fractional share interests of 0.50 or higher arising from the Consolidation will be rounded up to one whole common share and fractional share interests of less than 0.50 will be cancelled. Following the Consolidation, the Company will have 18,324,925 common shares outstanding.

The Company’s outstanding stock options and warrants will also be adjusted on the same basis (10:1) as the common shares, with proportionate adjustments being made to exercise prices.

A letter of transmittal will be mailed to shareholders on June 1, 2016 advising that shareholders should surrender their existing share certificates (representing pre-Consolidation common shares) for replacement share certificates (representing post-Consolidation common shares). Until surrendered, each existing share certificate will be deemed, for all purposes, to represent the number of common shares to which the holder thereof is entitled as a result of the Consolidation.

A copy of the Company's news release dated May 31, 2016 is enclosed herewith as Schedule "A".

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 June 1, 2016

SCHEDULE "A"

See attached news release dated May 31, 2016

May 31, 2016

COPPER NORTH ANNOUNCES SHARE CONSOLIDATION EFFECTIVE DATE

Vancouver, British Columbia – Copper North Mining Corp. (“Copper North” or the “Company”) (TSX.V:COL) announces that the previously announced consolidation (the “Consolidation”) of its common shares (the “Common Shares”) on the basis of (1) post-Consolidation Common Share for every ten (10) pre-Consolidation Common Shares will be effective June 1, 2016 and trading of the Common Shares will commence on a consolidated basis on the TSX Venture Exchange (the “TSXV”) at the opening on June 1, 2016.

The Consolidation has been approved by the TSXV. The related bulletin was issued by the TSXV on May 31, 2016. Following the Consolidation, the Company will have 18,324,925 Common Shares outstanding.

The Company’s outstanding stock options and warrants will also be adjusted on the same basis (10:1) as the Common Shares, with proportionate adjustments being made to exercise prices.

A letter of transmittal will be mailed to shareholders on June 1, 2016 advising that shareholders should surrender their existing share certificates (representing pre-Consolidation Common Shares) for replacement share certificates (representing post-Consolidation Common Shares). Until surrendered, each existing share certificate will be deemed, for all purposes, to represent the number of Common Shares to which the holder thereof is entitled as a result of the Consolidation.

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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About Copper North

Copper North is a Canadian mineral exploration and development company. Its 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 effective date and the completion of the Consolidation. 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, general economic, market or business conditions, and other 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 Consolidation will proceed as planned.

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.