

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 27, 2016 and June 30, 2016

ITEM 3. NEWS RELEASE

Issued after market close on June 30, 2016. The news release was disseminated by Canada Newswire.

ITEM 4. SUMMARY OF MATERIAL CHANGE

On June 27, 2016, the Company issued 100,000 common shares pursuant to the terms of the Thor property acquisition agreement signed June 27, 2014.

On June 30, 2016, the Company completed the first portions of the non-brokered unit and flow-through share private placements announced on May 16, 2016, as amended June 2, 2016 and June 23, 2016 (the "Private Placements").

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

The Company issued 1,726,666 units (the "Units") at a price of \$0.15 per Unit for aggregate gross proceeds of \$259,000. 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 common share of the Company (a "Share") at a price of \$0.25 until June 30, 2018.

The Company paid finders' fees of \$9,975 and issued 88,666 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 \$0.25 until June 30, 2018.

Copper North also issued 980,000 flow-through shares (the "FT Shares") at a price of \$0.17 per FT Share for aggregate gross proceeds of \$166,600. In connection with the flow-through portion of the Private Placements, the Company paid finders' fees of \$12,495, issued 98,000 Finders' Warrants. Each Finders' Warrant entitles the holder to purchase one Share at a price of \$0.25 until June 30, 2018.

All Shares, including any Shares issued upon exercise of Warrants or Finders' Warrants are subject to a hold period and as such may not be traded until October 31, 2016.

The Company intends to use the proceeds from the sale of FT Shares for exploration at the Thor property and plans to use the proceeds from the sale of Units toward completion of an updated Preliminary Economic Assessment on the Carmacks Project, as well as working capital and general corporate purposes.

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.

In addition, the Company issued 100,000 Shares to Electrum Resource Corporation on June 27, 2016 pursuant to the terms of the Thor property acquisition agreement dated June 27, 2014. These Shares are subject to a hold period and as such may not be traded until October 28, 2016.

A copy of the Company's news release dated June 30, 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 30, 2016

SCHEDULE "A"

See attached news release dated June 30, 2016

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

June 30, 2016

COPPER NORTH COMPLETES 1ST PORTION OF 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 May 16, 2016, as amended June 2, 2016 and June 23, 2016 (the “Private Placements”).

The Company issued 1,726,666 units (the “Units”) at a price of \$0.15 per Unit for aggregate gross proceeds of \$259,000. 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 common share of the Company (a “Share”) at a price of \$0.25 until June 30, 2018.

The Company paid finders’ fees of \$9,975 and issued 88,666 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 \$0.25 until June 30, 2018.

Copper North also issued 980,000 flow-through shares (the “FT Shares”) at a price of \$0.17 per FT Share for aggregate gross proceeds of \$166,600. In connection with the flow-through portion of the Private Placements, the Company paid finders’ fees of \$12,495, issued 98,000 Finders’ Warrants. Each Finders’ Warrant entitles the holder to purchase one Share at a price of \$0.25 until June 30, 2018.

All Shares, including any Shares issued upon exercise of Warrants or Finders’ Warrants are subject to a hold period and as such may not be traded until October 31, 2016.

The Company intends to use the proceeds from the sale of FT Shares for exploration at the Thor property and plans to use the proceeds from the sale of Units toward completion of an updated Preliminary Economic Assessment on the Carmacks Project, as well as working capital and general corporate purposes.

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.

In addition, the Company announces that it issued 100,000 Shares to Electrum Resource Corporation on June 27, 2016 pursuant to the terms of the Thor property acquisition agreement dated June 27, 2014. These Shares are subject to a hold period and as such may not be traded until October 28, 2016.

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 any part of the proposed Private Placements; the price of securities issued pursuant to the Private Placements; use of proceeds from the Private Placements; 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.