

MATERIAL CHANGE REPORT
(FORM 51-102F3)

Item 1: REPORTING ISSUERS

Copper North Mining Corp. ("Copper North")
4908 Pine Crescent
Vancouver, BC V6M 3P6

Item 2: DATE OF MATERIAL CHANGE

June 19, 2020

Item 3: PRESS RELEASE

Date: June 19, 2020

Dissemination: The news release dated June 19, 2020 was disseminated through *baystreet.com* and *stockwatch.com* and is available on the SEDAR website (www.sedar.com).

Item 4: SUMMARY OF MATERIAL CHANGE

Resignation of Doug Ramsey as director and officer; Appointment of John Cumming as president and CEO. Settlement Agreement with Doug Ramsey.

Item 5.1: FULL DESCRIPTION OF MATERIAL CHANGE

June 22, 2020, Vancouver, B.C. - Copper North Mining Corp. (TSX.V: COL) ("Copper North") announces:

Changes to Board of Directors and Executive Suite

Copper North director John Cumming has been appointed President and Chief Executive Officer effective immediately. Mr. Cumming is currently President and CEO of Stellar AfricaGold Inc. and previously served as Executive VP & CFO of Merrex Gold Inc.

Doug Ramsey has resigned as a director and officer. Mr. Ramsey served as a director of Copper North since June 2019, as Vice President Sustainability and Environmental Affairs from February 2012 to December 31, 2018 and as President and CEO from January 2019. The directors thank Mr. Ramsey for his contribution to Copper North and wish him well in his future endeavors.

Settlement Agreement

Copper North has reached a Settlement Agreement with Doug Ramsey which resolves all his outstanding claims for unpaid wages, severance, and unpaid expenses. The settlement amount of \$880,957 will be due and payable on June 19, 2025 with provisions for earlier payment or shares-for-debt settlement under certain conditions and subject to TSX-V approvals as may be required.

ITEM 5.2 DISCLOSURE FOR RESTRUCTURING TRANSACTIONS

Not applicable.

ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OF NI 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: John Cumming, President and Chief Executive Officer
Telephone: 604-618-4262

ITEM 9. DATE OF REPORT

June 19, 2019