

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

55 North Mining Inc.
401 Bay Street, Suite 2702
Toronto, ON M5H 2Y4

2. Date of Material Change

June 15, 2018.

3. News Release

News release was disseminated through Nasdaq/GlobeNewswire on June 18, 2018.

4. Summary of Material Change

Name change to 55 North Mining Inc. from SGX Resources Inc. Share consolidation on a three (3) pre-consolidation common shares for one (1) post-consolidation common share basis.

5. Full Description of Material Change

The material change is fully described in the Company's press release which is attached as Schedule "A" and is incorporated herein.

6. Reliance on subsection 7.1(2) of National Instrument 51-102

This Report is not being filed on a confidential basis in reliance on subsection 7.1(2) of National Instrument 51-102.

7. Omitted Information

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

8. Executive Officer

Bruce Reid, the CEO and a director of 55 North Mining Inc., formerly SGX Resources Inc., is knowledgeable about this material change report and may be contacted at 647-500-4495 or br@carlislegold.com.

9. Date of Report

June 18, 2018.

Schedule "A"

SGX Resources Inc. / 55 North Mining Inc. – Corporate Update and Name Change

THIS PRESS RELEASE IS NOT FOR DISTRIBUTION TO U.S. NEWS SERVICES OR FOR DISSEMINATION IN THE UNITED STATES.

Toronto, Ontario – June 18, 2018 – SGX Resources Inc. (TSXV:SXR (now named 55 North Mining Inc.)) (the "Company") announces that that on June 6, 2018, SGX received shareholder approval for all items of business set out in the management information circular dated April 30, 2018, including approval to consolidate its common shares and name change. Accordingly, the Company has made application to the TSX Venture Exchange ("Exchange") seeking approval to reinstate trading its common shares, to consolidate its share capital at a ratio of 3:1, to change the Company's name to 55 North Mining Inc., and to complete a private placement offering of up to \$800,000.

Share Consolidation and Name Change

The Company has completed a capital restructuring by reducing the number of issued and fully paid shares on the basis of one new SGX share having been issued in return for three (3) old SGX shares presently held. The consolidation will be instrumental in enabling the Company to comply with pricing for the completion of a private placement within the parameters of the policies prescribed by the Exchange, and provides the Company with increased flexibility in negotiating other such financing opportunities. As at today's date there are 135,194,169 common shares outstanding. Given the consolidation on the basis of 3:1, the Company currently has 45,064,723 common shares outstanding. Contemporaneously with the share consolidation, the Company's name changed to 55 North Mining Inc.

Letters of transmittal with respect to the name change and share consolidation have been mailed to all of the Company's registered shareholders. All registered shareholders will be required to send the certificates representing their pre consolidated common shares, along with a properly executed letter of transmittal, to the Company's transfer agent, TSX Trust Company, all in accordance with the instructions provided in the letter of transmittal.

Up to \$800,000 Private Placement Offering

The Company further announces that it is completing a non-brokered private placement offering of up to 13,333,333 flow through and non-flow through units ("Units") at a price of \$0.06 per Unit, for gross proceeds of up to \$800,000. Each Unit is comprised of one common share of the Company (which may be either flow through or non-flow through) and one non-flow-through purchase warrant. Each full warrant shall entitle the holder to acquire one common share of the Company at a price of \$0.07 per share for 24 months from closing. The Company shall use the proceeds to incur exploration expenditures on its Canadian projects, and for working capital.

In the event that the private placement is fully subscribed, the Company will have an aggregate 58,398,056 common shares outstanding.

Completion of the transactions set out in this news release are subject to the receipt of approval of the Exchange.

FOR FURTHER INFORMATION, PLEASE CONTACT:

Mr. Bruce Reid

Chief Executive Officer, Director

55 North Mining Inc.

br@bunkerhillmining.com

or

Ms. Jennifer Boyle

Director

55 North Mining Inc.

jennifer@capexgroupinc.com

416-904-2714

For further information, please visit www.sgxresources.ca

The TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) does not accept responsibility for the adequacy or accuracy of this release.

CAUTION REGARDING FORWARD-LOOKING INFORMATION

This news release of 55 North Mining Inc. contains statements that constitute “forward-looking statements.” Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company’s actual results, performance or achievements, or developments in the industry to differ materially from the anticipated results, performance or achievements expressed or implied by such forward-looking statements.