

MATERIAL CHANGE REPORT
Form 51-102F3
Section 7.1 of National Instrument 51-102

Item 1. Name and Address of Company

55 North Mining Inc. ("**55 North**" or the "**Company**")
401 Bay Street, Suite 2702
Toronto, Ontario M5H 2Y4

Item 2. Date of Material Change

May 3, 2023

Item 3. News Release

A news release was issued through StockWatch on May 3, 2023.

Item 4. Summary of Material Change

On May 3, 2023, the Company announced the closing of a non-brokered private placement unit financing and shares for debt settlement for gross proceeds of \$140,576.10.

Item 5. Full Description of Material Change

The Company announced the closing of a private placement financing of 2,666,666 units (the "**Units**") at a price of \$0.015 per Unit for proceeds of \$40,000.00.

The board of directors also approved the settlement of \$100,576.10 of debt through the issuance of Units (the "**Debt Settlement**"). Pursuant to the Debt Settlement, the Company issued 6,705,073 Units of the Company at a deemed price of \$0.015 per Unit to certain creditors of the Company, including a director and an officer (the "**Creditors**"). All Units consist of one common share (a "**Share**") and one common share purchase warrant (a "**Warrant**"), exercisable at \$0.05 for a period of forty-eight (48) months.

All securities issued will be subject to a four-month hold period which will expire on the date that is four months and one day from the date of issue.

The proceeds will be used for debt reduction and for general working capital purposes.

As certain insiders participated in the Debt Settlement, it is considered to be a "related party transaction" under Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). All of the independent directors of the Company, acting in good faith, considered the transactions and have determined that the fair market value of the securities being issued to insiders and the consideration being paid is reasonable. The Company intends to rely on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and (b) and 5.7(b) of MI 61-101, respectively, on the basis that (i) no securities of the Company are listed or quoted on any of the

markets specified in Section 5.5(b) of MI 61-101 and (ii) the fair market value of the securities issued to related parties pursuant to the financing does not exceed \$2,500,000, and at least two-thirds of the independent directors in respect of the Offering have approved the transaction.

Item 6. Reliance on Section 7.1(2) or (3) 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.

Item 7. Omitted Information

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

Item 8. Executive Officer

Inquiries in respect of the material change referred to herein may be made to:

Bruce Reid, Chief Executive Officer
Tel: (647) 500-4495

Item 9. Date of Report

May 8, 2023