

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 **Name and Address of Company**

Northern Lights Resources Corporation
1450 – 409 Granville Street
Vancouver, B.C. V6C 1T2

Item 2 **Date of Material Change**

June 28, 2012

Item 3 **News Release**

The news release dated June 28, 2012 was issued in Vancouver, BC, and disseminated through Market Newswire.

Item 4 **Summary of Material Change**

The Issuer announced that it has completed its IPO prospectus offering and will commence trading on the Canadian National Stock Exchange on June 28, 2012 under trading symbol “NLE”, all as detailed in its news release dated June 28, 2012 as posted on SEDAR.

Item 5 **Full Description of Material Change**

5.1 Full Description of Material Change

The Issuer announced that it has completed its IPO prospectus offering and will commence trading on the Canadian National Stock Exchange on June 28, 2012 under trading symbol “NLE”, all as detailed in its news release dated June 28, 2012 as posted on SEDAR, and as attached hereto.

5.2 Disclosure for Restructuring Transactions

N/A.

Item 6 **Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Confidentiality is not requested.

Item 7 **Omitted Information**

No information has been omitted in respect of the material change.

Item 8 **Executive Officer**

Albert R. Timcke, CEO
Tel (604) 602-7166

Item 9 **Date of Report**

June 28, 2012



1450 – 409 Granville Street
Vancouver, B.C. V6C 1T2

NEWS RELEASE

**Northern Lights Completes its Prospectus Offering and
Lists on the Canadian National Stock Exchange**

June 28, 2012

CNSX Symbol: NLE

Vancouver, British Columbia. Northern Lights Resources Corp. (the “Company”) is pleased to announce that it has completed its initial public offering (“IPO”) of 3,502,500 Units at a price of \$0.10 per Unit, for aggregate gross proceeds of \$350,250. Each Unit consists of one common share (a “Share”) and one common share purchase warrant of the Company (a “Warrant”). Each Warrant is exercisable for one additional Share at a price of \$0.15 per Share for a period of 24 months expiring June 28, 2014 provided that should the Company’s shares trade at or above \$0.30 per share for a period of 20 consecutive trading days the Company may then accelerate the expiry date of the Warrants to not less than 30 days following notice being given of such acceleration.

The Canadian National Stock Exchange (the “CNSX”) has accepted the Company’s listing application, and the Company’s common shares were listed and posted on the CNSX on June 27, 2012 (the “Listing Date”) and are expected to commence trading on the CNSX at the opening on June 28, 2012 under the trading symbol “NLE”.

Global Securities Corporation (the “Agent”) assisted the Company as its exclusive agent in offering the Units under the IPO. As consideration, the Agent received: (i) a cash commission of \$35,000 being 10% of the gross proceeds of the IPO; (ii) a corporate finance fee of \$18,000 (plus HST); (iii) warrants to acquire an aggregate of 350,250 shares, exercisable at \$0.15 per share for a period of 24 months expiring June 28, 2014; and (iv) its expenses as incurred.

The Company presently has 26,437,152 common shares issued and outstanding of which 6,236,667 common shares are subject to escrow restrictions, to be released as to 10% on the Listing Date and 15% every six months thereafter.

Complete details of the IPO and the Company’s business are as set out in the Company’s Amended and Restated Prospectus dated April 16, 2012 and filed on SEDAR.

The Company’s board of directors consists of Albert R. Timcke (CEO, President), David A. Cross (CFO), Dennis I. Espadilla (Vice-President, Secretary), James S. Kermeen and Jason E. Leikem.

The Company announces that it has granted an aggregate of 1,175,000 incentive stock options (“Stock Options”) to directors, executive officers and consultants, exercisable at \$0.10 per share for a

period of five years expiring June 28, 2017. The Stock Options are subject to vesting restrictions such that 25% will vest 3 months after the date of grant with an additional 25% every three months thereafter.

The Company announces that the one Yukon claim forming part of its Misty Basin claim was disposed of in May 2012. That claim (51 acres) was used solely for the Company's camp site, was not part of the property upon which any exploration was planned, and was not considered material by the Company.

ON BEHALF OF THE BOARD

Albert R. Timcke
President, Chief Executive Officer and Director

FOR FURTHER INFORMATION PLEASE CONTACT:

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Contact: Albert R. Timcke

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