

**NATIONAL INSTRUMENT 41-101
UNDERTAKING TO FILE MATERIAL AGREEMENTS AND UNEXECUTED
DOCUMENTS**

TO: Ontario Securities Commission (principal regulator)
British Columbia Securities Commission
Alberta Securities Commission
Saskatchewan Financial and Consumer Affairs Authority
The Manitoba Securities Commission
Financial and Consumer Services Commission, New Brunswick
Nova Scotia Securities Commission
Office of the Superintendent of Securities, Government of Newfoundland and Labrador
Office of the Superintendent of Securities, Prince Edward Island
Northwest Territories Securities Office
Canadian Securities Exchange

RE: NORTHSTAR GOLD CORP. – FINAL PROSPECTUS

In connection with the above noted matter, Northstar Gold Corp. (“**NSG**”) has filed a final long form prospectus dated June 27, 2019 (“**Prospectus**”) relating to financing of up to \$4,000,000 via the issuance of up to 13,333,333 common shares (the “**Offering**”).

NSG hereby undertakes to:

1. Pursuant to section 9.2(a)(xii) of NI 41-101, file on SEDAR executed copies of all material agreements entered into in connection with the Offering no later than seven days after the execution of any material agreement; and
2. pursuant to section 9.2(a)(xii.1) of NI 41-101, file on SEDAR copies of any unexecuted documents that do not need to be executed in order to become effective no later than seven days after the document becomes effective, including the corporate governance policies adopted by NSG prior to completion of the Offering.

DATED this 27th day of June, 2019.

NORTHSTAR GOLD CORP.

Per: (Signed) “Brian P. Fowler”

Brian P. Fowler – President and Director