

FORM 51-102F3

MATERIAL CHANGE REPORT

**Item 1 Name and Address of Company**

P.O. Box 2529 – 17 Wellington Street North  
New Liskeard  
Ontario P0J 1P0

**Item 2 Date of Material Change**

March 31<sup>st</sup>, 2020

**Item 3 New Releases**

On March 31<sup>st</sup>, 2020, a news release was released by Newsfile, Vancouver, in respect of the material change.

**Item 4 Summary of Material Change**

Northstar closes non-brokered flow-through private placement.

**Item 5 Full Description of Material Change**

For a full description of the material change, see the attached news release.

**Item 6 Reliance on subsection 7.1(2) 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**

Brian P. Fowler, P.Geo.  
President, CEO and Director  
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telephone: 604 617-8191

**Item 9 Date of Report**

April 2<sup>nd</sup>, 2020



**NORTHSTAR GOLD CORP**

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**For Immediate Release**

## **Northstar Closes Non-Brokered Flow-Through Private Placement**

Vancouver, B.C., March 31, 2020. **Northstar Gold Corp.** (CSE: NSG) (“**Northstar**” or the “**Company**”), announces that the Company has closed its previously announced non-brokered private placement of units (“**Units**”) for gross proceeds of \$989,509 (the “**Offering**”). The Offering consisted of the issuance of an aggregate of 3,412,101 Units at a price of \$0.29 per Unit. Each Unit consists of one common share designated as a flow-through share (“**Common Share**”) under the *Income Tax Act* (Canada) and one-half common share purchase warrant (“**Warrant**”), with each full Warrant entitling the holder to acquire one Common Share at a price of \$0.43 per Common Share, for a period of 24 months from the closing of the Offering.

The Company engaged Canaccord Genuity Corp. and Haywood Securities Inc. to act as its financial advisors (“**Financial Advisors**”) under the Offering. In connection with the Offering, the Company paid aggregate cash commissions of approximately \$77,056.72 and issued 265,713 finder warrants (“**Finder Warrants**”). Each Finder Warrant is exercisable for a period of 24 months from the closing of the Offering to acquire one Common Share at a price of \$0.43 per Common Share. In addition, the Company agreed to pay the Financial Advisors a work fee of \$25,000 (Cdn.) payable via the issuance of 86,207 Common Shares at an issue price of \$0.29 per Common Share.

The gross proceeds from the sale of the Common Shares will be used to incur eligible Canadian Exploration Expenses (“**CEE**”) at the Company's 100%-owned Miller Gold Property, situated 18 km southeast of Kirkland Lake, Ontario. The Company will renounce CEE effective on or before December 31, 2020.

The participation of two directors in the Offering constitutes a “related party transaction” within the meaning of Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”) and the policies of the CSE. The Company is relying upon the exemptions from the formal valuation and minority shareholder approval requirements pursuant to sections 5.5(b) and 5.7(1)(a), respectively, of MI 61-101 on the basis that, at the time the Offering was agreed to, neither the fair market value of the subject matter of, nor the fair market value of the consideration for, the transaction insofar as it involves interested parties (within the meaning of MI 61-101) in the Offering, exceeds 25% of the Company's market capitalization calculated in accordance with MI 61-101.

### ***Miller Gold Property Exploration Update***

Diamond drilling commenced at Northstar’s 100%-owned Miller Gold Property in late February and has progressed as planned with minimal interruptions owing to the COVID-19 pandemic. To

date the Company has drilled 1,848 m in 12 drill holes, approximately 60% of the planned 3,000 m Phase I drill program. Northstar has intersected the No.1 Vein in all 12 holes and split core samples from the first 6 drill holes have been submitted to AGAT Laboratories for assay and metallic screening. Analytical results will be batch reported when available.

Northstar and drill contractor Major Drilling operate at the Miller Gold Property under a strict and rigorous protocol designed to limit employee risk of exposure to COVID-19, providing for a safe work environment to maximize employee health and safety. The Company is committed to continue and modify this protocol as required.

### ***Postponement of January 31, 2020 Quarterly Filing***

The Company is postponing the reporting of its condensed interim quarterly Financial Statements, Management’s Discussion and Analysis (“MD&A”) as a result of delays caused by the COVID-19 pandemic. The Company aims to file these documents by the first week of April, under the terms of the 45-day extension announced by the Ontario Securities Commission under the “Ontario Instrument 51-502”, dated March 23, 2020.

### ***About Northstar Gold Corp.***

Northstar recently listed on the CSE by way of a \$3 million Initial Public Offering and is focused on gold exploration in the prolific Kirkland Lake District in northeastern Ontario. Prior to going public, the Company spent \$7 million to acquire and advance 3-100% owned gold and base-metal properties in the region. Northstar has an accomplished Board, Special Advisor and Management Group comprised of professionals highly experienced in exploration, mining, finance and investment banking on a global basis. In late February, 2020, Northstar commenced a \$1.1 million Phase I exploration program which includes 3,000 m of drilling on its flagship, early-resource stage Miller Gold Property, situated 18 km southeast of the town of Kirkland Lake and Kirkland Lake Gold’s Macassa gold mine.

On behalf of the Board of Directors,

For further information, please contact:

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### ***Forward-looking Information Cautionary Statement***

*Except for statements of historic fact, this news release contains certain "forward-looking information" within the meaning of applicable securities law. Forward-looking information is frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "estimate" and other similar words, or statements that certain events or conditions "may" or "will" occur. Forward-looking statements are based on the opinions and estimates at the date the statements are made, and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those anticipated in the forward-looking statements including, but not limited to delays or uncertainties with regulatory approvals, including that of the CSE. There are uncertainties inherent in forward-looking information, including factors beyond the Company's control. The Company undertakes no obligation to update forward-looking information if circumstances or management's estimates or opinions should change except as required by law. The reader is cautioned not to place undue reliance on forward-looking statements. Additional information identifying risks and uncertainties that could affect financial results is contained in the Company's filings with Canadian securities regulators, which filings are available at [www.sedar.com](http://www.sedar.com).*