

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1: **Name and Address of Company**

Northisle Copper and Gold Inc. (“**Northisle**” or the “**Company**”)
15th Floor – 1040 West Georgia Street
Vancouver, British Columbia
V6E 4H1

Item 2: **Date of Material Change**

June 23, 2022

Item 3: **News Release**

A news release announcing the material change referred to in this report was disseminated on June 23, 2022 through Businesswire and subsequently filed under Northisle’s profile on SEDAR.

Item 4: **Summary of Material Change**

On June 23, 2022, Northisle completed its previously announced non-brokered private placement consisting of: (i) 1,615,000 flow-through common shares of the Company (the “**Common Shares**”) at a price of \$0.31 per Common Share (the “**FT Offering**”) and (ii) 16,249,500 flow-through Common Shares at a price of \$0.40 per Common Share (the “**Charity FT Offering**”) and together with the FT Offering, the “**Offering**”) for gross proceeds to the Company of C\$7,000,450.

Item 5: **Full Description of Material Change**

On June 23, 2022, Northisle completed the Offering. The gross proceeds from the Offering will be used to incur expenses (“**qualifying expenses**”) that are eligible “Canadian exploration expenses” within the meaning of subsection 66.1(6) of the Tax Act and will also be eligible for the recently announced federal 30% Critical Metals Exploration Tax Credit, and British Columbia’s 20% flow-through share tax credit.

Michael Gentile has participated in the offering on a *pro rata* basis to maintain his current 9.9% partially diluted position in Northisle.

In addition, certain directors and officers of the Company, specifically, Dale Corman, Sam Lee, Nicholas Van Dyk and Ian Chang (collectively, the “**Interested Persons**”) purchased or acquired direction and control over an aggregate of 1,105,000 Common Shares under the FT Offering. The Interested Persons are each considered a “related party” of Northisle and the sale of Common Shares under the Offering to the Interested Persons constitutes a “related party transaction” within the meaning of MI 61-101. Following completion of the Offering, the Interested Persons hold 24,679,121 Common Shares. The “related party” portion of the Offering was exempt from the minority approval requirement of Section 5.6 and the formal valuation requirement of Section 5.4 of MI 61-101 as neither the fair market value of the “related party” portion of the Offering, nor the fair market value of the consideration of the “related party” portion of the Offering, exceeded 25% of Northisle’s market capitalization.

In connection with the Offering and in accordance with the rules and policies of the TSX Venture Exchange, finder's fees totaling approximately C\$129,600 in cash were paid to Agentis Capital Partners and Red Cloud Securities Inc.

The Common Shares issued pursuant to this Offering will be subject to a hold period expiring four months and one day from the date of issuance in accordance with applicable Canadian securities laws. The Offering is subject to final approval of the TSX Venture Exchange.

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

Not applicable.

Item 7: **Omitted Information**

Not applicable.

Item 8: **Executive Officer**

For further information, please contact Sam Lee, President and Chief Executive Officer of Northisle, at 604-638-2515.

Item 9: **Date of Report**

June 29, 2022

Cautionary Statements regarding Forward-Looking Information

Certain information in this material change report constitutes forward-looking statements under applicable securities law. Any statements that are contained in this material change report that are not statements of historical fact may be deemed to be forward-looking statements. Forward-looking statements are often identified by terms such as "may", "should", "anticipate", "expect", "intend" and similar expressions. Forward-looking statements in this material change report include, but are not limited to, statements relating to the final approval of the TSX Venture Exchange, the anticipated use of proceeds from the Offering as well as any other future plans, objectives or expectations of Northisle. Forward-looking statements necessarily involve known and unknown risks, including, without limitation, Northisle's ability to implement its business strategies; risks associated with mineral exploration and production; risks associated with general economic conditions; adverse industry events; stakeholder engagement; marketing and transportation costs; loss of markets; volatility of commodity prices; inability to access sufficient capital from internal and external sources, and/or inability to access sufficient capital on favourable terms; industry and government regulation; changes in legislation, income tax and regulatory matters; competition; currency and interest rate fluctuations; and other risks. Readers are cautioned that the foregoing list is not exhaustive.

Readers are further cautioned not to place undue reliance on forward-looking statements as there can be no assurance that the plans, intentions, or expectations upon which they are placed will occur. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. Forward-looking statements contained in this material change report are expressly qualified by this cautionary statement.

The forward-looking statements contained in this material change report represent the expectations of management of Northisle as of the date of this material change report, and, accordingly, are subject to change after such date. Northisle does not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as expressly required by applicable securities law.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this material change report.