

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

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

NorthIsle Copper and Gold Inc. (“NorthIsle” or the “Company”)  
12<sup>th</sup> Floor – 1166 Alberni St.  
Vancouver, British Columbia  
V6E 3Z3

Item 2: **Date of Material Change**

December 21, 2023

Item 3: **News Release**

A news release announcing the material change referred to in this report was disseminated on December 21, 2023 through Businesswire and subsequently filed under NorthIsle’s profile on SEDAR+.

Item 4: **Summary of Material Change**

On December 21, 2023, NorthIsle completed its previously announced non-brokered private placement (the “Offering”) consisting of: (i) 1,511,400 common shares of the Company (the “Common Shares”) at a price of \$0.28 per Common Share, (ii) 1,883,200 flow-through common shares (the “FT Shares”) at a price of \$0.35 per FT Share, (iii) 4,500,000 charity flow-through common shares (the “CFT Shares”) at a price of \$0.448 per CFT Share, and (iv) 6,978,500 critical minerals charity flow-through common shares (the “CMCFT Shares”, and together with the Common Shares, the FT Shares and the CFT Shares, the “Shares”) at a price of \$0.476 per CMCFT Share for gross proceeds to the Company of \$6,420,078.

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

On December 21, 2023, NorthIsle completed the Offering. The net proceeds from the sale of Common Shares will be used for general corporate purposes. The gross proceeds from the sale of FT Shares, CFT Shares, and CMCFT Shares will be used to incur expenses (“qualifying expenses”) that are “Canadian exploration expenses” (within the meaning of subsection 66.1(6) of the Income Tax Act (Canada) (the “Tax Act”) and “BC flow-through mining expenditures” (within the meaning of subsection 4.721(1) of the Income Tax Act (British Columbia)). The qualifying expenses to be incurred using the gross proceeds from the sale of FT Shares and CMCFT Shares will also qualify as “flow-through critical mineral mining expenditures” (within the meaning of subsection 127(9) of the Tax Act).

In addition, certain directors and officers of the Company, specifically, Dale Corman (Chairman), Sam Lee (President & CEO), Nicholas Van Dyk (CFO & Corporate Secretary), Ian Chang (VP Project Development) and Martino De Ciccio (Director) (collectively, the “Interested Persons”) purchased or acquired direction and control over an aggregate of 107,400 Common Shares and 1,342,800 FT Shares. The Interested Persons are each considered a “related party” of NorthIsle and the sale of Common Shares and FT 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 29,435,547 common shares in the capital of the Company. 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 (the “TSX-V”), finder’s fees totaling approximately C\$181,608 in cash were paid to Agentis Capital Partners and Red Cloud Securities Inc.

The 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-V.

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**

December 29, 2023

***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 anticipated use of proceeds from the Offering, receipt of final regulatory approvals with respect to 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.