

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Canadian North Resources Inc.
299 Courtneypark Dr. E.
Mississauga, Ontario, L5T 2T6

Item 2 Date of Material Change

December 15, 2022 and December 21, 2022

Item 3 News Release

The Corporation issued its news releases on December 16, 2022 and December 22, 2022.

Item 4 Summary of Material Change

The Corporation closed its private placement of Flow-Through Shares and Charity Flow-Through Shares by the issuance of 3,254,324 shares and total gross proceeds of \$9,838,666.80.

Item 5 Full Description of Material Change

See the attached news releases.

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

n/a

Item 7 Omitted Information

n/a

Item 8 Executive Officer

To obtain further information, contact Kaihui Yang, President of the Corporation at (905) 696-8288.

Item 9 Date of Report

December 28, 2022

NEWS RELEASE

CANADIAN NORTH RESOURCES INC. ANNOUNCES CLOSINGS OF PRIVATE PLACEMENTS

December 16, 2022: Canadian North Resources Inc. (the “**Corporation**”) (TSX-V: CNR) announces that closings of the following non-brokered private placements:

- the closing of the first tranche of its offering of common shares (“**Flow-Through Shares**”) on a flow-through basis pursuant to the *Income Tax Act* (Canada), of which 1,363,704 Flow-Through Shares were issued at a price of \$2.70 per share for gross proceeds of \$3,682,001, which form part of the total proposed offering of up to 1,851,852 Flow-Through Shares for gross proceeds of up to \$5,000,000, or such higher amount as may be determined by the directors of the Corporation and accepted by the TSX Venture Exchange (the “**Flow-Through Offering**”);
- the closing of the issuance of 1,461,100 common shares issued on a flow-through basis pursuant to the *Income Tax Act* (Canada) (“**Charity Flow-Through Shares**”) at a price of \$3.42 per share for gross proceeds of \$4,996,962 (the “**Charity Flow-Through Offering**”).

The gross proceeds of the Flow-Through Offering and the Charity Flow-Through Offering will be used to fund the Corporation’s exploration activities targeting critical minerals on the Corporation’s Ferguson Lake project located in Nunavut, and will also be eligible for the recently announced federal 30% Critical Metals Exploration Tax Credit.

Finder’s fees will be paid in cash in an amount equal to 6% of the gross proceeds of the Flow-Through Offering and the Charity Flow-Through Offering.

The Flow-Through Shares and the Charity Flow-Through Shares are subject to a statutory four month hold period, which expires April 16, 2023.

About Canadian North Resources Inc.

Canadian North Resources Inc. is an exploration and development company focusing on the metals for clean-energy, electric vehicles, battery and high-tech industries. The Corporation is advancing its 100% owned Ferguson Lake nickel, copper, cobalt, palladium, and platinum project in Nunavut, Canada.

Forward-Looking Statements

The information and statements in this news release contain certain forward-looking information. This forward-looking information relates to future events or the Corporation’s future performance. In particular, this document contains forward-looking information and statements regarding the use of proceeds of the Flow-Through Offering and the Charity Flow-Through Offering. All statements other than statements of historical fact may be forward-looking information. This forward-looking information is subject to certain risks and uncertainties and may be based on assumptions that could cause actual results to differ materially from those

anticipated or implied in the forward-looking information. These assumptions include that, in respect of the use of proceeds, historical costs and expenses will be representative of future costs and expenses. The Corporation's actual results, performance or achievement could differ materially from those expressed in, or implied by, such forward-looking information, and accordingly, no assurances can be given that any of the events anticipated by the forward-looking information will transpire or occur or, if any of them do, what benefits that the Corporation will derive from them. The Corporation's forward-looking information is expressly qualified in its entirety by this cautionary statement. Except as required by law, the Corporation undertakes no obligation to publicly update or revise any forward-looking information.

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 RELEASE.

For further information contact:

Dr. Kaihui Yang, President and CEO

Phone: 905-696-8288 (Canada) 1-888-688-8809 (Toll-Free)

Email: info@cnresources.com

NEWS RELEASE

CANADIAN NORTH RESOURCES INC. CLOSSES 2ND TRANCHE OF ITS OFFERING OF FLOW-THROUGH SHARES

Toronto, Ontario, December 22, 2022: Canadian North Resources Inc. (the “**Corporation**”) (TSX-V: CNRI; FSE: EO0, which is “E-O-zero”) announces that the closing of the second tranche of its offering of common shares (“**Flow-Through Shares**”) on a flow-through basis pursuant to the *Income Tax Act* (Canada), of which 218,520 Flow-Through Shares were issued at a price of \$2.70 per share for gross proceeds of \$1,159,704 (the “**Flow-Through Offering**”).

The gross proceeds of the Flow-Through Offering will be used to fund the Corporation’s exploration activities targeting critical minerals on the Corporation’s Ferguson Lake project located in Nunavut, and will also be eligible for the recently announced federal 30% Critical Metals Exploration Tax Credit.

Finder’s fees will be paid in cash in an amount equal to 6% of the gross proceeds of the Flow-Through Offering.

The Flow-Through Shares are subject to a statutory four month hold period, which expires April 22, 2023.

Some insiders of the Corporation participated in part of the second tranche of the Flow-Through Offering, and that part of the Private Placement is a “related party transaction” within the meaning of Multilateral Instrument 61-101 (“MI 61-101”), which requires the Corporation to obtain “minority approval” of the Corporation’s shareholders of the related party transaction unless there is an exemption from such requirement. The Corporation is relying on the exemption in Section 5.7(a) of MI 61-101 on the basis that the fair market value of the securities distributed to the related party is less than 25% of the Corporation’s market capitalization.

About Canadian North Resources Inc.

Canadian North Resources Inc. is an exploration and development company focusing on the metals for clean-energy, electric vehicles, battery and high-tech industries. The Corporation is advancing its 100% owned Ferguson Lake nickel, copper, cobalt, palladium, and platinum project in Nunavut, Canada.

Forward-Looking Statements

The information and statements in this news release contain certain forward-looking information. This forward-looking information relates to future events or the Corporation’s future performance. In particular, this document contains forward-looking information and statements regarding the use of proceeds of the Flow-Through Offering. All statements other than statements of historical fact may be forward-looking information. This forward-looking information is subject to certain risks and uncertainties and may be based on assumptions that could cause actual results to differ materially from those anticipated or implied in the forward-looking information. These assumptions include that, in respect of the use of proceeds, historical

costs and expenses will be representative of future costs and expenses. The Corporation's actual results, performance or achievement could differ materially from those expressed in, or implied by, such forward-looking information, and accordingly, no assurances can be given that any of the events anticipated by the forward-looking information will transpire or occur or, if any of them do, what benefits that the Corporation will derive from them. The Corporation's forward-looking information is expressly qualified in its entirety by this cautionary statement. Except as required by law, the Corporation undertakes no obligation to publicly update or revise any forward-looking information.

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