

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Auryn Resources Inc. (“**Auryn**” or the “**Company**”)
600 – 1199 West Hastings Street
Vancouver, British Columbia
V6E 3T5

Item 2 Date of Material Change

September 25, 2015.

Item 3 News Release

A news release with respect to the material change referred to in this report was issued by the Company and North Country Gold Corp. (“**North Country**”) on September 25, 2015 and distributed through Marketwired and filed on SEDAR with the securities commissions in British Columbia and Alberta and is available at www.sedar.com.

Item 4 Summary of Material Change

On September 25, 2015, the Company and North Country announced the completion of the previously announced plan of arrangement (the “**Arrangement**”) pursuant to which Auryn has acquired all of the issued and outstanding common shares of North Country (“**North Country Shares**”). North Country is now a wholly-owned subsidiary of Auryn.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company and North Country announced the completion of the previously announced Arrangement pursuant to which Auryn has acquired all of the issued and outstanding North Country Shares. North Country is now a wholly-owned subsidiary of Auryn.

The Arrangement was approved at North Country’s special meeting of shareholders held on September 18, 2015 by approximately 99.85% of the votes cast by North Country shareholders. Final approval for the Arrangement was obtained from the Court of Queen’s Bench of Alberta on September 22, 2015.

As a result, the North Country Shares will be delisted from the TSX Venture Exchange and Auryn will apply to the relevant securities commissions for North Country to cease to be a reporting issuer under Canadian securities laws.

The Arrangement

Under the Arrangement, each North Country Share was exchanged for 0.1 of a common share (the “**Exchange Ratio**”) of Auryn (the “**Auryn Shares**”). In addition, each outstanding option to

acquire North Country Shares was amended to convert into Aurn Shares with the number and price adjusted by the Exchange Ratio.

Full details of the Arrangement and certain other matters are set out in the management information circular of North Country dated August 20, 2015 (the “**Information Circular**”). A copy of the Information Circular can be found under North Country’s profile on SEDAR at www.sedar.com.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51–102

Not applicable.

Item 7 Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8 Executive Officer

Peter Rees
Chief Financial Officer and Corporate Secretary
Telephone: 778-729-0600

Item 9 Date of Report

September 25, 2015