FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES (or securities convertible or exchangeable into listed securities[1])

Please complete the following:

Name of Listed Issuer: Northern Sphere Mining Corp. (the "Issuer").

Trading Symbol: NSM.

Date: May 11, 2017 .

Is this an updating or amending Notice: X Yes ☐ No

If yes provide date(s) of prior Notices: April 11, 2017.

Issued and Outstanding Securities of Issuer Prior to Issuance: 27,961,506 .

Date of News Release Announcing Private Placement: April 11, 2017 .

Closing Market Price on Day Preceding the Issuance of the News Release: $0.38.

1. Private Placement (if shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition), proceed to Part 2 of this form)

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relations-hip to Issuer (2)
David Brown Toronto, ON	80,000 FT Shares	$0.50	N/A	NI 45-106, s. 2.3	Nil	May 12, 2017	Arm's length
Peter James Doyle Richmond Hill, ON	80,000 FT Shares	$0.50	N/A	NI 45-106, s. 2.3	Nil	May 12, 2017	Arm's length
Oleksandr Storcheus Toronto, ON	10,000 FT Shares	$0.50	N/A	NI 45-106, s. 2.3	Nil	May 12, 2017	Arm's length

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relations-hip to Issuer (2)
Nadine Taylor Edmonton, AB	100,000 FT Shares	$0.50	N/A	NI 45-106, s. 2.3	Nil	May 12, 2017	Arm's length
Fabrice Taylor Edmonton, AB	100,000 FT Shares	$0.50	N/A	NI 45-106, s. 2.3	Nil	May 12, 2017	Arm's length
Jesse Kaplan Toronto, ON	40,000 FT Shares	$0.50	N/A	NI 45-106, s. 2.3	Nil	May 12, 2017	Arm's length
Anthony Durkacz Toronto, ON	30,000 FT Shares	$0.50	N/A	NI 45-106, s. 2.3	Nil	May 12, 2017	Arm's length
Richard Goldstein Toronto, ON	30,000 FT Shares	$0.50	N/A	NI 45-106, s. 2.3	Nil	May 12, 2017	Arm's length
Jeff Renwick Thornhill, ON	10,000 FT Shares	$0.50	N/A	NI 45-106, s. 2.3	Nil	May 12, 2017	Arm's length
Arthur Marchand St. Catharines, ON	40,000 FT Shares	$0.50	N/A	NI 45-106, s. 2.3	Nil	May 12, 2017	Arm's length
Nadia Iskander Richmond Hill, ON	25,000 FT Shares	$0.50	N/A	NI 45-106, s. 2.3	Nil	May 12, 2017	Arm's length

(1) Indicate date each placee advanced or is expected to advance payment for securities. Provide details of expected payment date, conditions to release of funds etc. Indicate if the placement funds been placed in trust pending receipt of all necessary approvals.

(2) Indicate if Related Person.

[1]An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

1. Total amount of funds to be raised: $272,500 .

2. Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material. It is anticipated that the proceeds will be used to fund the exploration and development of the Issuer's mineral properties in Ontario, Canada.

3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: N/A .

4. If securities are issued in forgiveness of indebtedness, provide details and attach the debt agreement(s) or other documentation evidencing the debt and the agreement to exchange the debt for securities. N/A

5. Description of securities to be issued:

   (a) Class flow-through common shares ("FT Shares") .

   (b) Number 545,000 FT Shares .

   (c) Price per security $0.50 .

   (d) Voting rights One vote per FT Share

6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:

   (a) Number _____ .

   (b) Number of securities eligible to be purchased on exercise of Warrants (or options) _____ .

   (c) Exercise price _____ .

   (d) Expiry date _____ .

7. Provide the following information if debt securities are to be issued:

   (a) Aggregate principal amount N/A .

   (b) Maturity date _____ .

(c) Interest rate _____ .

(d) Conversion terms _____ .

(e) Default provisions _____ .

8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.):

(a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): (i) First Republic Capital Corporation, 55 University Avenue, Suite 1003, Toronto, Ontario, M5J 2H7, (ii) Canaccord Genuity Corp., #2200 – 609 Granville Street, Vancouver, BC V7Y 1H2, and (iii) Echelon Wealth Partners Inc., 130 King Street West, Suite 2500. Toronto, ON M5X 2A2

(b) Cash (i) $17,725, (ii) $600, and (iii) $750 .

(c) Securities (i) 35,450 broker warrants, (ii) 1,200 broker warrants, and (iii) 1,500 broker warrants. Each broker warrant entitles the holder thereof to acquire one ordinary common share of the Issuer.

(d) Other _____ .

(e) Expiry date of any options, warrants etc. 24 months from the date of issue .

(f) Exercise price of any options, warrants etc. $0.50 .

9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship ____

N/A .

10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.).

The securities to be issued under the Private Placement are flow-through common shares. The gross proceeds received by the Issuer from the sale of the FT Shares will be used to incur "Canadian exploration expenses" that are "flow-through mining expenditures" (as such terms are defined in the Income Tax Act (Canada)) on the Issuer's properties in Ontario which will be renounced to the subscribers with an effective date no later than December 31, 2017, in

the aggregate amount of not less than the total amount of the gross proceeds raised from the issue of FT Shares. .

11. State whether the private placement will result in a change of control.

The Private Placement will not result in a change of control. .

12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders. N/A .

13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by National Instrument 45-102.

2. Acquisition

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: N/A .

2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material: _____

3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:

(a) Total aggregate consideration in Canadian dollars: _____ .

(b) Cash: _____ .

(c) Securities (including options, warrants etc.) and dollar value: _____ .

(d) Other: _____ .

(e) Expiry date of options, warrants, etc. if any: _____ .

(f) Exercise price of options, warrants, etc. if any: _____ .

(g) Work commitments: _____ .

4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).

5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer:_____
_____ .

6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:

Name of Party (If not an individual, name all insiders of the Party)	**Number and Type of Securities to be Issued**	**Dollar value per Security (CDN$)**	**Conversion price (if applicable)**	**Prospectus Exemption**	**No. of Securities, directly or indirectly, Owned, Controlled or Directed by Party**	**Describe relationship to Issuer (1)**

(1) Indicate if Related Person

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: _____

_____ .

8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.):

(a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): _____
_____.

(b) Cash _____ .

(c) Securities _____ .

(d) Other _____ .

(e) Expiry date of any options, warrants etc. _____

(f) Exercise price of any options, warrants etc. _____ .

9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship. _____
_____
_____

10. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. _____
_____
_____ .

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance on behalf of the Issuer.

2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.

3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CSE Policy 1).

4. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated May 11, 2017.

A. John Carter
Name of Director or Senior Officer

Signature

Chief Executive Officer
Official Capacity