



NORTHERN GOLD

TSXV:NGM

September 9, 2014

Mr. Doug Cater, VP Exploration
St. Andrew Goldfields, Ltd
20 Adelaide St East, Suite 1500
Toronto, ON M5C 2T6

Re: Letter of Mutually Beneficial Interest.

Dear Mr. Cater:

Both Northern Gold Mining, Inc. and St. Andrew Goldfields, Ltd desire to work together on areas of mutual interest. We have agreed to share mutually beneficial interests going forward where by:


- 1) Northern Gold Mining Inc. and St. Andrew Goldfields, Ltd. agree to make annual assessment work credit transfers to contiguous properties (as shown on the attached Schedule A) owned by each respective company.
- 2) The dollar amount of assessment work credits is not guaranteed but is contingent on each company first applying work credits to their owned properties and secondly to the properties held by the other company.
- 3) Each company shall be responsible for their respective property filing of work credits.
- 4) This letter of mutually beneficial interest ceases to be in effect if one or both parties desire to terminate the agreement, in writing, and giving the other party 90 days notice.

In Witness Whereof the Parties have executed these presents as of the 9th day of September, 2014.

Northern Gold Mining Inc.

Per: 
Eric Moeller, President & CEO

St. Andrew Goldfields, Ltd.

Per: 
Authorized Signing Officer

Schedule A (5 pages)

LARDER LAKE Mining Division - 403059 - Northern Gold Mining Inc.

Unpatented Claims (165 Claims)

Township/Area	Claim Number	Recording Date	Claim Due Date	Status	Percent Option	Work Required	Total Applied	Total Reserve	Claim Bank	Comments
GARRISON	3093151	2002-Nov-28	2015-Nov-28	A	100%	\$1,200	\$13,200	\$0	\$0	
GARRISON	4245688	2010-Aug-20	2017-Aug-20	A	100%	\$800	\$4,000	\$1,398	\$0	
GARRISON	4251255	2010-Mar-29	2015-Mar-29	A	100%	\$4,000	\$12,000	\$2,112	\$0	
GARRISON	4255911	2010-Oct-22	2019-Oct-22	A	100%	\$400	\$2,800	\$1,703	\$0	
GARRISON	4255913	2010-Oct-08	2015-Oct-08	A	100%	\$400	\$1,200	\$0	\$0	
GARRISON	4257257	2020-Feb-16	2020-Feb-16	A	100%	\$400	\$2,400	\$207	\$0	
GARRISON	4259431	2018-May-09	2018-May-09	A	100%	\$400	\$2,000	\$17	\$0	
GARRISON	4259439	2011-Sep-01	2015-Sep-01	A	100%	\$2,000	\$4,000	\$293	\$0	
GARRISON	4259530	2011-Jun-02	2020-Jun-02	A	100%	\$400	\$2,800	\$0	\$0	
GARRISON	4264611	2011-Jun-03	2020-Jun-03	A	100%	\$400	\$2,800	\$0	\$0	
GARRISON	4269895	2012-Oct-30	2015-Oct-30	A	100%	\$800	\$800	\$0	\$0	
GARRISON	4270547	2012-Jun-01	2016-Jun-01	A	100%	\$400	\$400	\$0	\$0	
GARRISON	4270548	2012-Jun-13	2015-Jun-13	A	100%	\$400	\$400	\$0	\$0	
GARRISON	4270549	2012-Jun-01	2016-Jun-01	A	100%	\$400	\$400	\$0	\$0	
GARRISON	737278	1983-Dec-28	2015-Dec-28	A	88%	\$400	\$12,400	\$0	\$0	
GARRISON	737280	1983-Dec-28	2015-Dec-28	A	88%	\$400	\$12,400	\$0	\$0	
GARRISON	737281	1983-Dec-28	2015-Dec-28	A	88%	\$400	\$12,400	\$0	\$0	
GARRISON	737282	1983-Dec-28	2015-Dec-28	A	88%	\$400	\$12,400	\$0	\$0	
GARRISON	737283	1983-Dec-28	2015-Dec-28	A	88%	\$400	\$12,400	\$0	\$0	
GARRISON	737284	1983-Dec-28	2015-Dec-28	A	88%	\$400	\$12,400	\$0	\$0	
GARRISON	737285	1983-Dec-28	2015-Dec-28	A	88%	\$400	\$12,400	\$0	\$0	
GARRISON	765901	1983-Jun-15	2015-Jun-15	A	100%	\$400	\$12,400	\$0	\$0	
GARRISON	765902	1983-Jun-15	2015-Jun-15	A	100%	\$400	\$12,400	\$0	\$0	
GARRISON	765903	1983-Jun-15	2015-Jun-15	A	100%	\$400	\$12,400	\$0	\$0	
GARRISON	765904	1983-Jun-15	2015-Jun-15	A	100%	\$400	\$12,400	\$0	\$0	
GARRISON	765905	1983-Jun-15	2015-Jun-15	A	100%	\$400	\$12,400	\$0	\$0	
GARRISON	765906	1983-Jun-15	2015-Jun-15	A	100%	\$400	\$12,400	\$0	\$0	
GARRISON	765907	1983-Jun-15	2015-Jun-15	A	100%	\$400	\$12,400	\$0	\$0	
GARRISON	765908	1983-Jun-15	2015-Jun-15	A	100%	\$400	\$12,400	\$0	\$0	
GARRISON	765909	1983-Jun-15	2015-Jun-15	A	100%	\$400	\$12,400	\$0	\$0	
GARRISON	765910	1983-Jun-15	2015-Jun-15	A	100%	\$400	\$12,400	\$0	\$0	
GARRISON	765911	1983-Jun-15	2015-Jun-15	A	100%	\$400	\$12,400	\$0	\$0	
GARRISON	765912	1983-Jun-15	2015-Jun-15	A	100%	\$400	\$12,400	\$0	\$0	
GARRISON	765913	1983-Jun-15	2015-Jun-15	A	100%	\$400	\$12,400	\$0	\$0	
GARRISON	765914	1983-Jun-15	2015-Jun-15	A	100%	\$400	\$12,400	\$0	\$0	
GARRISON	765915	1983-Jun-15	2015-Jun-15	A	100%	\$400	\$12,400	\$0	\$0	
GARRISON	765950	1984-Feb-21	2016-Feb-21	A	100%	\$400	\$12,400	\$0	\$0	
GARRISON	765951	1984-Feb-21	2016-Feb-21	A	100%	\$400	\$12,400	\$0	\$0	
GARRISON	765952	1984-Feb-21	2016-Feb-21	A	100%	\$400	\$12,400	\$0	\$0	
GARRISON	765959	1984-Feb-21	2016-Feb-21	A	88%	\$400	\$12,400	\$0	\$0	
GARRISON	765960	1984-Feb-21	2016-Feb-21	A	88%	\$400	\$12,400	\$0	\$0	
GARRISON	765961	1984-Feb-21	2016-Feb-21	A	88%	\$400	\$12,400	\$0	\$0	
GARRISON	765962	1984-Feb-21	2016-Feb-21	A	88%	\$400	\$12,400	\$0	\$0	
GARRISON	765963	1984-Feb-21	2016-Feb-21	A	100%	\$400	\$12,400	\$0	\$0	
GARRISON	765964	1984-Feb-21	2016-Feb-21	A	100%	\$400	\$12,400	\$0	\$0	
GARRISON	765965	1984-Feb-21	2016-Feb-21	A	88%	\$400	\$12,400	\$0	\$0	
GARRISON	765966	1984-Feb-21	2016-Feb-21	A	88%	\$400	\$12,400	\$0	\$0	
GARRISON	765967	1984-Feb-21	2016-Feb-21	A	88%	\$400	\$12,400	\$0	\$0	
GARRISON	765968	1984-Feb-21	2016-Feb-21	A	88%	\$400	\$12,400	\$0	\$0	
HARKER	4252123	2009-Dec-03	2015-Dec-03	A	100%	\$4,000	\$17,600	\$0	\$0	
HARKER	4252123	2012-Sep-11	2018-Sep-11	A	100%	\$4,000	\$17,600	\$0	\$0	
HARKER	684555	1982-Nov-29	2015-Nov-29	A	100%	\$400	\$12,800	\$0	\$0	
HARKER	684556	1982-Nov-29	2015-Nov-29	A	100%	\$400	\$12,800	\$0	\$0	
HARKER	684557	1982-Nov-29	2015-Nov-29	A	100%	\$400	\$12,800	\$0	\$0	
HARKER	684558	1982-Nov-29	2015-Nov-29	A	100%	\$400	\$12,800	\$0	\$0	
HARKER	684559	1982-Nov-29	2015-Nov-29	A	100%	\$400	\$12,800	\$0	\$0	
HARKER	684570	1982-Nov-29	2015-Nov-29	A	100%	\$400	\$12,800	\$0	\$0	
HARKER	684571	1982-Nov-29	2015-Nov-29	A	100%	\$400	\$12,800	\$0	\$0	
HARKER	684572	1982-Nov-29	2015-Nov-29	A	100%	\$400	\$12,800	\$0	\$0	
HARKER	684573	1982-Nov-29	2015-Nov-29	A	100%	\$400	\$12,800	\$0	\$0	
HARKER	684574	1982-Nov-29	2015-Nov-29	A	100%	\$400	\$12,800	\$0	\$0	

GARRISON	L29724	1
GARRISON	L29735	1
GARRISON	L39428	1
GARRISON	L39458	1
GARRISON	L43762	1
GARRISON	L43763	1
GARRISON	L44851	1
GARRISON	L44332	1
GARRISON	L38949	1
GARRISON	L38950	1
GARRISON	L38951	1
GARRISON	L26120	1
GARRISON	L26121	1
GARRISON	L26122	1
GARRISON	L26341	1
GARRISON	L26342	1
GARRISON	L26343	1
GARRISON	L26344	1
GARRISON	L26345	1
GARRISON	L26346	1
GARRISON	L25903	1
GARRISON	L25904	1
GARRISON	L25905	1
GARRISON	L25906	1
GARRISON	L25907	1
GARRISON	L25908	1
GARRISON	L25909	1
GARRISON	L25910	1
GARRISON	L25911	1
GARRISON	L25912	1
GARRISON	L25913	1
GARRISON	L25914	1
GARRISON	L25915	1
GARRISON	L25916	1
GARRISON	L25917	1
GARRISON	L25918	1
GARRISON	L25919	1
GARRISON	L25920	1
GARRISON	L25921	1
GARRISON	L25922	1
GARRISON	L25923	1
GARRISON	L25924	1
GARRISON	L25925	1
GARRISON	L25926	1
GARRISON	L25927	1
GARRISON	L25928	1
GARRISON	L25929	1
GARRISON	L25930	1
GARRISON	L25931	1
GARRISON	L25932	1
GARRISON	L25933	1
GARRISON	L25934	1
GARRISON	L25935	1
GARRISON	L25936	1
GARRISON	L25937	1
GARRISON	L25938	1
GARRISON	L25939	1
GARRISON	L25940	1
GARRISON	L25941	1
GARRISON	L25942	1
GARRISON	L26074	1
GARRISON	L26075	1
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GARRISON	L26118	1
GARRISON	L26384	1
GARRISON	L26385	1
GARRISON	L26386	1
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GARRISON	L39859	1
GARRISON	L39876	1
GARRISON	L39877	1
GARRISON	L43861	1
GARRISON	L43862	1
GARRISON	L43863	1
GARRISON	L43864	1
GARRISON	L43903	1
GARRISON	L44148	1
GARRISON	L44149	1
GARRISON	L44261	1
GARRISON	L44262	1
GARRISON	L44263	1
GARRISON	L44264	1
GARRISON	L44265	1
GARRISON	L44266	1
GARRISON	L44267	1
GARRISON	L47924	1
GARRISON	L50231	1

Leased Claims (1)

Township/Area	Claim Number
HARKER	CLM 352

LARDER LAKE Mining Division - 196705 - ST ANDREW GOLDFIELDS LTD.

Unpatented Claims (14 Claims)

Township/Area	Claim Number	Recording Date	Claim Due Date	Status	Percent Option	Work R
GARRISON	1247358	2000-Nov-30	2018-Nov-30	A	100%	
GARRISON	1247746	2000-Nov-30	2018-Nov-30	A	100%	
HARKER	1184131	1996-Oct-03	2018-Oct-03	A	100%	
HARKER	1211776	1996-Jan-04	2018-Jan-04	A	100%	
HARKER	641410	1982-Mar-04	2018-Mar-04	A	100%	
HARKER	641411	1982-Mar-04	2018-Mar-04	A	100%	
HARKER	641523	1982-Apr-07	2018-Apr-07	A	100%	
HARKER	641527	1982-Apr-07	2018-Apr-07	A	100%	
HARKER	641528	1982-Apr-07	2018-Apr-07	A	100%	
HARKER	650691	1982-Aug-17	2018-Aug-17	A	100%	
HARKER	802672	1984-Nov-27	2018-Nov-27	A	100%	
HARKER	802673	1984-Nov-27	2018-Nov-27	A	100%	
MICHAUD	1187309	2001-Oct-11	2018-Oct-11	A	100%	
MICHAUD	1187310	2001-Oct-11	2018-Oct-11	A	100%	

Patented Claims (2 Claims)

Township/Area	Claim Number	
GARRISON	L42794	1
GARRISON	L42807	1
		2

Leased Claims (4 Claims)

Township/Area	Claim Number	
GARRISON	L77325	1
GARRISON	L77326	1
GARRISON	L77327	1
GARRISON	L88825	1
		4