

UNDERTAKING OF PROPOSED ASSIGNEE

(section 44 of the *Nunavut Waters and Nunavut Surface Rights Tribunal Act*)

WHEREAS

The Nunavut Water Board ("NWB") issued Licence No. NWB-2BE-CRA1015 dated April 1, 2010 ("the Licence") to NIBLACK MINERAL DEVELOPMENT INC. (the "**Assignor**"), for a term of FIVE (5) years starting on April 1, 2010 and expiring on April 1, 2015, subject to the terms and conditions set out in the Licence.

AND WHEREAS (the Proposed "**Assignee**")

(a) _____ (individual)

OR

(b) NORTH COUNTRY GOLD CORP.
(a corporate entity incorporated pursuant to the laws of ALBERTA)

requests that the NWB approve the Assignment of the Licence from the Assignor to the Proposed Assignee pursuant to section 44 of the *Nunavut Waters and Nunavut Surface Rights Tribunal Act* ("Act").

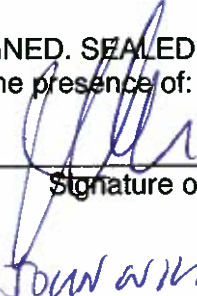
NOW THEREFORE

Effective on the date that the NWB approves the assignment of the Licence, the Proposed Assignee undertakes and accepts responsibility for the performance of all of the terms and conditions of the Licence including the performance of all liabilities arising pursuant to any Licence term or condition, whether arising before or after the effective date of the assignment, **AND** undertakes to pay any security required of the Assignor when the Licence was granted.

IN WITNESS WHEREOF the Proposed Assignee executed this Undertaking on

OCT 26, 2010.

SIGNED, SEALED AND DELIVERED
in the presence of:



Signature of Witness



Print name of Witness .)

)
)
)
)

(Signature of Individual)

) SEAN MAGER

(Print name of Individual)

On behalf of

NORTH COUNTRY GOLD CORP

(Corporation Name)

Per: DIRECTOR, CHIEF FINANCIAL OFFICER

Position

I, JOHN WILKINSON (name of witness), of the city/town/village of Edmonton in the province or territory of Alberta.


1. **THAT** I know Sean Nagel

(individual who signed Undertaking), of the City of Edmonton
city/town/village of Edmonton in the
province/territory of Alberta.

2. **THAT** on or about the 26 day of October 2010 (month and year), I was personally present and did see the Undertaking annexed as Exhibit "A", executed by Sean Magee (individual who signed Undertaking) by signing the second page of the Undertaking.

3. **THAT** at the time of execution of the Undertaking, Sen Mayer (individual who signed Undertaking) had attained the age of 19 years and, in my opinion, was of sound mind, memory and understanding at the time of execution of the Undertaking.

SWORN BEFORE ME at the city/town/village)
of Edmonton in the province or)
territory of ALBERTA)
this 26 day of OCT, 2010)



**PRATHAVAN P VENKATRAMAN
BARRISTER & SOLICITOR
A NOTARY PUBLIC AND COMMISSIONER
FOR OATHS IN AND FOR THE PROVINCE
OF ALBERTA**

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(name of witness)