

This is the form of material change report required under section 85(1) of the *Securities Act* and section 151 of the *Securities Rules*.

FORM 53-901F
(Previously Form 27)

**MATERIAL CHANGE REPORT UNDER
SECTION 85(1) OF THE *SECURITIES ACT* (BRITISH COLUMBIA)**

This form is intended as a guideline. A letter or other document may be used if the substantive requirements of this are complied with.

Every report required to be filed under section 85(1) of the *Securities Act* (the "Act") shall be sent to the British Columbia Securities Commission (the "Commission") in an envelope addressed to the Commission and marked "Continuous Disclosure".

WHERE THIS REPORT IS FILED ON A CONFIDENTIAL BASIS PUT AT THE BEGINNING OF THE REPORT IN BLOCK CAPITALS "CONFIDENTIAL - SECTION 85", AND EVERYTHING THAT IS REQUIRED TO BE FILED SHALL BE PLACED IN AN ENVELOPE ADDRESSED TO THE SECRETARY OF THE COMMISSION MARKED "CONFIDENTIAL".

1 Reporting Issuer

BLACK PANTHER MINING CORP.
2489 Bellevue Avenue
West Vancouver, British Columbia V7V 1E1

Telephone (604) 922-2030

(the "Company" and "Black Panther")

2 Date of Material Change

February 3, 2009

3 Press Release

Issued in West Vancouver, B.C. on February 3, 2009 under Section 85 (1) of the Act and disseminated through the facilities of Market News and Stockwatch.

4 Summary of Material Change

The Company announced the results of a recently completed drill program on its optioned Seagull Property, a platinum group element property located near Thunder Bay, Ontario.

5 Full Description of Material Change

The Company announced the completion of an 8-hole, 3,903 metre core drilling program on the "Seagull" property which is located approximately 90 km north-northeast of Thunder Bay, Ontario.

As referred to in the Company's news release of November 3, 2008, Black Panther entered into an option agreement (the "Option Agreement") with East West Resource Corporation (TSX-V: EWR) of Thunder Bay, Ontario ("East West") and Trillium North Minerals Ltd. (TSX-V: TNM) of Toronto, Ontario ("Trillium") whereby Black Panther was granted an option to earn an initial 30% interest in the Seagull property. In order to acquire its initial 30% interest, Black Panther was required to spend \$500,000 in exploration expenditures by February 28, 2009. To date, Black Panther has spent approximately \$650,000 on the Property and has earned its 30% interest. As well, under the Option Agreement, Black Panther also has the right to increase its interest in the Seagull property up to 51%, 60% and 75%, respectively, by incurring additional exploration expenditures.

East West is the operator for the exploration activities on the Seagull Property and has reported the following drilling program results (also see East West's news release dated February 3, 2009). Two of eight holes drilled in November-December 2008 discovered a new area of PGE mineralization (platinum group elements) near line

1200E and 800 metres west of the original discovery hole WM98-05Ext near line 2000E. An upper layer of sulphides at 315 to 380 metres depth, and a basal zone adjacent to basement rocks at 355 to 415 metres depth was intersected in both holes WM08-32 and WM08-33. This area coincides with a 600 metre long high magnetic susceptibility anomaly which may also coincide with a trough in the basement.

East West has reported the following assay results:

WM-08-32	From (m)	To (m)	Interval (m)	Cu (ppm)	Ni (ppm)	Pt (g/t)	Pd (g/t)	Pd + Pt (g/t)	
	419.0	420.0	1.00	165	1250	0.599	0.642	1.241	Upper Zone
	420.0	421.0	1.00	192	1140	0.254	0.259	0.513	
	421.0	422.0	1.00	373	1510	1.175	1.315	2.490	
	422.0	423.0	1.00	59	1015	0.136	0.140	0.276	
	423.0	424.0	1.00	109	1575	0.364	0.401	0.765	
	424.0	425.0	1.00	53	1195	0.101	0.112	0.213	
	425.0	426.0	1.00	66	999	0.050	0.054	0.104	
	426.0	427.0	1.00	103	1215	0.239	0.270	0.509	
	427.0	428.0	1.00	138	1330	0.349	0.373	0.722	
	459.0	460.0	1.00	2510	1720	1.210	1.265	2.475	Lower Zone
	460.0	461.0	1.00	1170	264	0.653	0.549	1.202	

WM-08-33	From (m)	To (m)	Interval (m)	Cu (ppm)	Ni (ppm)	Pt (g/t)	Pd (g/t)	Pd + Pt (g/t)	
	343.0	344.0	1.00	135	1655	0.488	0.570	1.058	Upper Zone
	344.0	345.0	1.00	174	2020	0.826	0.964	1.790	
	345.0	346.0	1.00	135	1700	0.635	0.689	1.324	
	346.0	347.0	1.00	134	1390	0.395	0.435	0.830	
	389.0	390.0	1.00	2840	1590	1.115	1.235	2.350	Lower Zone
	390.0	391.0	1.00	750	244	0.257	0.256	0.513	

East West has indicated that a detailed drilling program is recommended to better define this zone.

Four other holes, WM08-26 through WM08-29, were drilled to trace the extension of the upper PGE zone intersected in holes WM01-08, WM00-05, WM00-07 and WM01-09. Three holes located an upper and lower zone, but values were not as high as intersected in earlier holes:

WM-08-26	From (m)	To (m)	Interval (m)	Cu (ppm)	Ni (ppm)	Pt (g/t)	Pd (g/t)	Pd + Pt (g/t)
	471.0	472.0	1.00	NA	NA	0.339	0.376	0.715
	472.0	473.0	1.00	NA	NA	0.356	0.401	0.757
	479.0	480.0	1.00	NA	NA	0.369	0.383	0.752
	496.0	497.0	1.00	NA	NA	0.746	0.832	1.578
	497.0	498.0	1.00	NA	NA	1.205	1.400	2.605
	498.0	499.0	1.00	NA	NA	0.783	0.900	1.683
	499.0	500.0	1.00	NA	NA	0.324	0.335	0.659
	518.0	519.0	1.00	NA	NA	0.391	0.421	0.812

WM-08-27	From (m)	To (m)	Interval (m)	Cu (ppm)	Ni (ppm)	Pt (g/t)	Pd (g/t)	Pd + Pt (g/t)
	457.0	458.0	1.00	1205	1710	0.212	0.246	0.458
	458.0	459.0	1.00	1905	2000	0.389	0.478	0.867
	459.0	460.0	1.00	1075	1560	0.219	0.258	0.477

WM-08-28	From (m)	To (m)	Interval (m)	Cu (ppm)	Ni (ppm)	Pt (g/t)	Pd (g/t)	Pd + Pt (g/t)
	442.0	443.0	1.00	285	1635	0.391	0.420	0.811
	463.0	464.0	1.00	129	1660	0.236	0.274	0.510

WM-08-29	From (m)	To (m)	Interval (m)	Cu (ppm)	Ni (ppm)	Pt (g/t)	Pd (g/t)	Pd + Pt (g/t)
	431.0	432.0	1.00	303	1830	0.342	0.366	0.708
	674.0	675.0	1.00	889	1010	0.259	0.279	0.538
	675.0	676.0	1.00	2370	1350	0.893	1.095	1.988
	676.0	677.0	1.00	1635	1025	0.486	0.550	1.036
	677.0	678.0	1.00	2620	1485	0.825	0.948	1.773

For comparison, East West's previous assay results are presented below;

WM00-05	From (m)	To (m)	Interval (m)	Cu (ppm)	Ni (g/t)	Pt (g/t)	Pd (g/t)	Pt + Pd (g/t)	
	465.00	466.00	1.00	567	1640	0.183	0.214	0.397	Upper Zone
	466.00	467.00	1.00	773	1690	0.204	0.246	0.450	
	467.00	468.00	1.00	1045	2060	0.525	0.624	1.149	
	468.00	469.00	1.00	949	2110	0.515	0.627	1.142	
	476.00	477.00	1.00	174	1570	0.060	0.070	0.130	Middle Zone
	477.00	478.00	1.00	232	1545	0.074	0.082	0.156	
	478.00	479.00	1.00	737	1790	0.082	0.096	0.178	
	492.00	493.00	1.00	474	1495	0.095	0.118	0.213	Lower Zone
	493.00	494.00	1.00	2200	2330	0.678	0.855	1.533	
	494.00	495.00	1.00	465	1775	0.214	0.243	0.457	
	495.00	496.00	1.00	272	1825	0.132	0.154	0.286	
	496.00	496.94	0.94	186	1865	0.101	0.117	0.218	
	498.00	499.00	1.00	48	1695	0.117	0.119	0.236	
	734.00	736.10	2.10	3400	2100	1.710	1.865	3.575	
	751.00	752.00	1.00	2600	2400	0.785	0.852	1.637	Basal Zone
	752.00	753.00	1.00	1600	1700	0.530	0.576	1.106	
	753.00	754.00	1.00	2600	2100	0.835	0.876	1.711	
	754.00	755.20	1.20	3300	2400	0.920	0.982	1.902	

WM00-07	From (m)	To (m)	Interval (m)	Cu (ppm)	Ni (g/t)	Pt (g/t)	Pd (g/t)	Pt + Pd (g/t)	
	474.00	475.00	1.00	53	1545	0.100	0.110	0.210	Upper Zone
	475.00	476.00	1.00	330	1580	0.094	0.107	0.201	
	476.00	477.00	1.00	1595	1955	0.379	0.461	0.840	
	477.00	478.00	1.00	822	1900	0.297	0.352	0.649	
	478.00	478.39	0.39	35	1555	0.027	0.031	0.058	
	479.90	481.00	1.10	296	1690	0.133	0.150	0.283	
	481.00	482.00	1.00	231	1595	0.056	0.060	0.116	
	511.00	512.00	1.00	1410	2140	0.567	0.673	1.240	Middle Zone
	512.00	513.00	1.00	1985	2300	0.834	0.963	1.797	
	513.00	514.00	1.00	530	1760	0.334	0.367	0.701	
	514.00	515.00	1.00	2970	3170	1.615	1.925	3.540	
	515.00	516.00	1.00	1600	2160	0.741	0.886	1.627	
	516.00	517.00	1.00	3830	2990	1.745	2.050	3.795	
	517.00	518.00	1.00	2390	2620	1.275	1.425	2.700	
	518.00	519.00	1.00	343	1805	0.231	0.269	0.500	
	524.00	525.00	1.00	1430	2000	0.506	0.612	1.118	Lower Zone
	525.00	526.00	1.00	434	1710	0.132	0.154	0.286	
	526.00	527.00	1.00	573	1805	0.229	0.247	0.476	
	527.00	528.00	1.00	721	1825	0.287	0.319	0.606	

WM01-08	From (m)	To (m)	Interval (m)	Cu (ppm)	Ni (g/t)	Pt (g/t)	Pd (g/t)	Pt + Pd (g/t)	
	468.00	469.00	1.00	80	1510	0.203	0.186	0.389	
	469.00	470.00	1.00	25	1510	0.035	0.042	0.077	
	470.00	471.00	1.00	1095	1895	0.399	0.456	0.855	
	471.00	472.00	1.00	421	1575	0.095	0.107	0.202	
	472.00	473.00	1.00	1480	1875	0.327	0.400	0.727	
	473.00	474.00	1.00	4180	2820	1.055	1.265	2.320	Upper Zone
	474.00	475.00	1.00	6320	3670	1.720	2.030	3.750	
	475.00	476.00	1.00	6880	3690	1.775	2.050	3.825	
	476.00	477.00	1.00	3080	2750	0.852	0.992	1.844	
	477.00	478.00	1.00	764	1810	0.194	0.224	0.418	
	478.00	479.00	1.00	404	1870	0.285	0.343	0.628	
	479.00	480.00	1.00	62	1650	0.096	0.104	0.200	
	493.00	494.00	1.00	1595	2000	0.385	0.459	0.844	
	494.00	495.00	1.00	6250	3660	1.755	2.100	3.855	Lower Zone
	495.00	496.00	1.00	6190	3750	1.805	2.180	3.985	
	496.00	497.00	1.00	3920	3170	1.105	1.335	2.440	
	497.00	498.00	1.00	1725	2490	0.640	0.768	1.408	
	498.00	499.00	1.00	1200	1965	0.452	0.512	0.964	
	499.00	500.00	1.00	581	1800	0.307	0.346	0.653	
	500.00	501.00	1.00	69	1625	0.179	0.166	0.345	
	729.80	730.80	1.00	3430	1755	1.340	1.465	2.805	

WM01-09	From (m)	To (m)	Interval (m)	Cu (ppm)	Ni (g/t)	Pt (g/t)	Pd (g/t)	Pt + Pd (g/t)	
	530.00	531.00	1.00	360	1665	0.116	0.138	0.254	Upper Zone
	531.00	532.00	1.00	2070	2380	0.906	1.115	2.021	
	532.00	533.00	1.00	442	1625	0.209	0.254	0.463	
	533.00	534.00	1.00	334	1705	0.256	0.313	0.569	
	534.00	535.00	1.00	408	2120	1.270	1.285	2.555	
	545.00*	546.00	1.00	846	2495	2.536	0.642	3.178	Lower Zone
	546.00	547.00	1.00	2320	2920	0.839	1.050	1.889	
	547.00	548.00	1.00	815	2080	0.329	0.388	0.717	
	548.00	549.00	1.00	374	1760	0.109	0.125	0.234	
	549.00	550.00	1.00	947	1890	0.229	0.258	0.487	
	550.00	551.00	1.00	768	1775	0.190	0.211	0.401	
	551.00	552.00	1.00	308	1615	0.113	0.121	0.234	

* weighted average (see News Release June 9, 2004)

Based on the results received to date, East West believes that the sulphide layers are interpreted to be the result of magma pulses precipitating sulphide to form layers. The Feeder dikes in the basement have been revived as important exploration targets given new discoveries to the south of the Seagull intrusion by Magma Metals of Australia. "Snake-like" dikes or "tubes" were discovered in basement rock as a result of follow-up boulder sampling of sulphide bearing ultramafic rocks. Magnetic susceptibility modelling is being refined to trace dike-like bodies in the basement in the vicinity of the Seagull property. One large north trending "dike-like" feature has been identified in earlier modeling of the original Seagull magnetic data that still requires follow-up.

All samples obtained by East West, as referred in this news release, were prepared and analyzed by ALS Chemex in Thunder Bay, Ontario and North Vancouver, British Columbia. Platinum Group Element (PGE) analysis was determined by fire assay with ICP (inductively coupled plasma) finish. Copper and Nickel was determined by ICP after an aqua regia acid digestion.

This news release has been reviewed and approved by Mr. Robert Middleton, P.Eng, Geophysicist, and is the Qualified Person supervising this project in accordance with regulations under NI 43-101.

For further information, contact Mr. Clive Shallow, investor communications, at 604-922-2030 or visit the Company's new website at www.blackpanthermining.com.

6 Reliance on Section 85(2) of the Act

Not applicable

7 Omitted Information

No information has been intentionally omitted from this form.

8 Senior Officers

Douglas L. Mason, Chairman
Ronald A. Coombes, President

Further information may be obtained from Douglas L. Mason, Chairman, Ronald A. Coombes, President, or Bruce E. Morley, director of the Company, 2489 Bellevue Avenue, West Vancouver, British Columbia, V7V 1E1, (604) 922-2030

9 Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at West Vancouver, British Columbia, this 3rd day of February, 2009.

BLACK PANTHER MINING CORP.

"Bruce E. Morley"

Signature

Director
(Official capacity - please print)

Bruce E. Morley
(Please print here name of individual whose signature appears above, if different from name of vendor or agent printed above)

THIS IS THE FORM OF A MATERIAL CHANGE REPORT REQUIRED UNDER SECTION 85(1) OF THE SECURITIES ACT (BRITISH COLUMBIA)