FORM 51-102F3
MATERIAL CHANGE REPORT

1. Reporting Issuer

State the name and address of the principal office in Canada of the reporting issuer

Northern Star Mining Corp.
153 A, Perreault ave.
Val d'Or (Quebec) J9P 2H1
Tel: (819) 825-8088

2. Date of Material Change

March 8, 2005

3. Press Release

State the date and places of issuance of the press release issued pursuant to Section 7.1 of NI 51-102.

This news release was issued on March 8, 2005 through Canada Stockwatch, Market News Publishing Inc. and other dissemination services.

4. Summary of material change:

Provide a brief but accurate summary of the nature and substance of the material change.

The Issuer announced it has engaged a syndicate of agents consisting of Canaccord Capital Corporation and Octagon Capital Corporation (collectively, the "Agents") pursuant to which the Agents will conduct a private placement offering of up to ten million units (10,000,000) at a price of $0.45 per unit, for gross proceeds of $4,500,000 on a commercially reasonable efforts basis. Each unit consists of one common share of the Issuer and one half of a non-transferable share purchase warrant. One warrant shall entitle the holder thereof to purchase one additional common share of the Issuer for a period of eighteen months from the closing date at a price of $0.55.

The Agents will be paid a commission of 7% of the gross proceeds of the offering and will be issued Agents' warrants equal to 10% of the number of units sold.

The financing proceeds will be used for working capital and exploration on the Issuer's Midway Project. Completion of the financing is subject to regulatory approval.

5. Full Description of Material Change

The Issuer is pleased to announce it has engaged a syndicate of agents consisting of Canaccord Capital Corporation and Octagon Capital Corporation (collectively, the "Agents") pursuant to which the Agents will conduct a private placement offering of up to ten million units (10,000,000) at a price of $0.45 per unit, for gross proceeds of $4,500,000 on a commercially reasonable efforts basis. Each unit consists of one common share of the Issuer and one half of a non-transferable share purchase warrant. One warrant shall entitle the holder thereof to purchase one additional common share of the Issuer for a period of eighteen months from the closing date at a price of $0.55.

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6. Reliance on Section 7.1 of NI 51-102

This report is not being filed on a confidential basis.

7. Omitted Information

There is no Omitted information

8. Executive Officers

Richard Silas, Director
819-825-8088

9. Statement of Executive Officer

The foregoing accurately discloses the material change referred to herein

Dated at Val d'Or, Quebec this 8th day of March, 2005.

"Richard Silas"

Name: Richard Silas
Director