

**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

January 3, 2006

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 January 3, 2006 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 that it has granted 700,000 stock options to certain employees, officers, consultants and directors at today's closing price.

5. Full Description of Material Change

The Issuer announced that it has granted 700,000 stock options to certain employees, officers, consultants and directors at today's closing price.

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 3rd day of January, 2006.

“Richard Silas”

Name: Richard Silas
Director